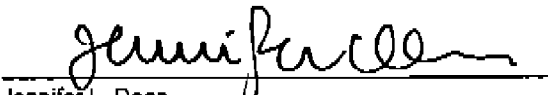


DRINKER BIDDLE & REATH LLP
 1500 K Street, N.W., Suite 1100
 Washington, D.C. 20005-1209
 (202) 842-8800

<p>1. NAME OF CONVEYING PARTY:</p> <p>McNeil-PPC, Inc. A New Jersey corporation</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>McNEIL NUTRITIONALS, LLC A Delaware limited liability company 601 Office Drive Fort Washington, Pennsylvania 19034</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Release of Security Interest</p> <p>3A. EXECUTION DATE: May 13, 2005 3B. EFFECTIVE DATE: June 30, 2004</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY:</p> <p>No: <input checked="" type="checkbox"/></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED:</p> <p>N/A</p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached? NO</p>	<p>4B. TRADEMARK REGISTRATION NO(S):</p> <p>2,396,486 – ACTIVE NUTRITION FOR WOMEN BY WOMEN</p> <p>Additional numbers attached? 8</p>
<p>Jennifer L. Dean Drinker Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209 Ph: 202-842-8800</p>	
<p>6. TOTAL NUMBER OF TITLES: 9</p> <p>7. TOTAL FEE: \$240.00</p> <p>8. CHARGE FEES TO: DEP. ACCT. NO. 50-0573</p> <p>Our Ref: 31139.4275G/210339</p>	<p>9. The undersigned declares to the best of her knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p> _____ Jennifer L. Dean Date: May 13, 2005 Page 1 of 3</p>

CH \$240.00 500573 2396486

FILED BY FACSIMILE TO: (703)306-5995
 May 13, 2005



EXHIBIT A

TRADEMARK	REGISTRATION NO.
ACTIVE NUTRITION FOR WOMEN BY WOMEN	2,396,486
ACTIVE NUTRITION FOR WOMEN BY WOMEN	2,502,776
ACTIVE NUTRITION FOR WOMEN BY WOMEN	2,531,197
BE SWEET TO YOUR BONES	2,698,164
VIACTIV	2,248,302
VIACTIV	2,396,177
VIACTIV V DESIGN	2,463,883
VIACTIV V DESIGN	2,465,643
VIACTIV V DESIGN	2,465,644

UNITED STATES TRADEMARK ASSIGNMENT

WHEREAS, MCNEIL-PPC, INC., a New Jersey corporation, having a place of business at 7050 Camp Hill Road, Fort Washington, Pennsylvania 19034 (hereinafter called "Assignor"), has adopted and used the trademarks, which trademarks have been registered for in the United States Patent and Trademark Office, as identified in Exhibit A.


WHEREAS, MCNEIL NUTRITIONALS, LLC, a Delaware Limited Liability company, having its place of business at 601 Office Drive, Fort Washington, Pennsylvania 19034 (hereinafter called "Assignee"), is desirous of acquiring said trademarks and registrations therefor, and the good will of the business in connection with which said trademarks are used;

NOW THEREFORE, for good and valuable consideration, said Assignor does hereby sell, assign and transfer unto said Assignee, its successors and assigns, all right, title and interest in and to said trademarks and registrations therefor, together with the good will of the business in connection with which said trademarks are used. This assignment is effective nunc pro tunc as of June 30, 2004.

IN WITNESS WHEREOF, the said Assignor has caused these presents to be executed by its duly authorized officer on this 13th day of May, 2005.

ASSIGNOR: MCNEIL-PPC, INC.

BY:


Laurence S. Rickles
Assistant Secretary