

3/18/05

03-24-2005

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

REC TI



S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102965591

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Vitaquest International, LLC

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Delaware Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other 2nd Lien Trademark Sec Agmt.

Execution Date: 03/17/2005

2. Name and address of receiving party(ies)

Name: Bank of America, N.A. Internal Address: as Collateral Agent Street Address: 100 North Tryon Street City: Charlotte State: NC Zip: 28255

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other National Banking Association

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) SEE SCHEDULE I

B. Trademark Registration No.(s) SEE SCHEDULE I

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Luis Rodriguez Internal Address: Corporation Service Company 1133 Avenue of the Americas Suite 3100 New York, NY 10036 Street Address: order# 266659-10 Cm# 08060.040 City: New York State: NY Zip:

6. Total number of applications and registrations involved: 259

7. Total fee (37 CFR 3.41): \$6490.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

James P. Murphy Name of Person Signing

James P. Murphy Signature

March 18, 2005 Date

03/24/2005 BYRME 00000150 2456044

Total number of pages including cover sheet, attachments, and document: 56

01 FC:8521 02 FC:8522

40.00 OP 6450.00 OP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 003142 FRAME: 0048

SCHEDULE I to SECOND LIEN TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS

<u>ALL MARKS LISTED ON THIS CHART ARE REGISTERED TO VITAQUEST INTERNATIONAL LLC</u>	<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
	FILINGS WITH THE UNITED STATES PATENT AND TRADEMARK OFFICE				
	ADVANCED APPETITE SATISFYING WAFER	2,456,044	5/29/01	Registered	Section 8 & 15 Declaration due between 5/29/06-07
	ALOE ESSENCE	2,458,741	6/5/01	Registered (Supplemental Register)	Section 8 & 15 Declaration due between 6/5/06-07
	APHRODITE	78/398075	4/7/04	Letter of suspension mailed 10/29/04	Awaiting suspension being lifted
	BACK-EZE	2,349,923	5/16/00	Registered	Section 8 & 15 Declaration due between 5/16/05-06
	BIBLICAL HEALTH TONIC	78/428119	6/1/04	Office Action mailed 1/14/05	Response to Office Action due 7/14/05

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BLUE RELIEF	78/295683	9/3/03	Approved for Publication	Awaiting Notice of Publication
BLUEPRINT BOTANICALS	2,476,063	8/7/01	Registered	Section 8 & 15 Declaration due between 8/7/06-07
C-REACTIVE	78/397918	4/7/04	Final Office Action sent 11/15/04	Response to Final Office Action due 5/15/05
CARB COMPANION	78/321537	10/31/03	Notice of Allowance issued 11/9/04	First Extension of Statement of Use due 5/9/05
CARB CONTROL	78/354907	1/21/04	Office Action mailed 8/16/04	Response to Office Action due 2/16/05
CARBO-BLOCK	2,889,442	9/28/04	Registered	Section 8 and 15 Declaration due between 9/28/09-10
CARDIO COCKTAIL	2,304,534	12/28/99	Registered	Section 8 and 15 Declaration due between 12/28/04-05
CARDIO COMPANION	2,303,819	12/28/99	Registered	Section 8 and 15 Declaration due between 12/28/04-05

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CARDIO COQ10	78/397999	4/17/04	Office Action mailed 11/4/04	Response to Office Action due 5/4/05	
CARDIOSELTZER	78/103197	1/17/02	Notice of Allowance issued 9/24/02	Fifth & FINAL Extension or Statement of Use due 3/24/05	
CELLUSLIM	2,332,130	3/21/00	Registered	Section 8 and 15 Declaration due between 3/21/05-06	
CELLUSLIM	1,647,835	6/18/91	Registered	Renewal due 6/18/11	
CERECAL	78/250702	5/16/03	Notice of Allowance issued 4/20/04	Second Extension or Statement of Use due 4/20/05	
CHANGES	2,237,956	4/13/99	Registered	Section 8 & 15 Declaration due between 4/13/04-05	
CHOCOLACTIVE	2,456,081	5/29/01	Registered	Section 8 and 15 Declaration due between 5/29/06-07	
CHROMERELEASE	2,090,048	8/19/97	Registered	Renewal due 8/19/07	

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CIDER TRIM	76/568530	12/19/03	Response to Office Action Filed	
CITRI-LIFE	2,005,295	10/1/96	Registered	Renewal due 10/1/06
COLD AVERT	78/536588		Newly Filed	Not in PTO Website as yet
"CORAL FACTOR"	78/397992	4/7/04	Office Action mailed 4/7/04	Response to Office Action due 5/1/05
CORAL RELIEF	78/185678	11/15/02	Notice of Allowance issued 6/1/04	Second Extension or Statement of Use due 6/1/05
CORAL SECRET	78/193213	12/11/02	Notice of Allowance issued 4/20/04	Second Extension or Statement of Use due 4/20/05
CORTIFIT	78/397725	4/7/04	Approved for Publication	Awaiting Notice of Publication
CRAVE BLOCKER	2,502,567	10/30/01	Registered	Section 8 & 15 due between 10/30/06-07
COUNTRY FARMS	1,289,772	8/14/84	Registered	Renewal due 8/14/14

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	CRAVE CONTROL	78/295685	9/3/03	Office Action sent 10/25/04	Response to Office Action due 4/25/05
	CREABOLIC FIZZ	2,568,146	5/07/02	Registered	Section 8 & 15 Declaration due between 5/07/07-08
	CREATINE PUMP	2,277,568	9/14/99	CANCELLED	Cancellation terminated per Proceeding
	CYBERBLAST	1,789,093	8/24/93	CANCELLED	No specimen for Renewal
	CYBERXTREME	2,209,583	12/8/98	Registered	Awaiting Acceptance of Sec. 8 & 15 Decl.
	CYBERGENICS	1,409,162	2/18/86	Registered	Renewal due 2/18/06
	CYBERGENICS FOR HARD GAINERS	2,546,801	3/12/02	Registered	Section 8 & 15 Declaration due between 3/12/07-08
	CYBERGENICS QUICK TRIM	1,869,194	12/27/94	Registered	Renewal due 12/27/04
	CYBERPLEX	2,203,084	11/10/98	Registered	Section 8 & 15 Declaration due between 11/10/03-04

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CYBERSYSTEM 7	2,451,747	5/15/01	Registered	Section 8 & 15 Declaration due between 5/15/06-07
CYBERTRIM	1,789,094	8/24/93	Registered	Renewal due 8/24/13
CYTOGUARD	1,908,085	8/1/95	Registered	Renewal due 8/01/05
DIET SLIM	2,346,877	5/2/00	Registered	Section 8 & 15 Declaration due between 5/2/05-06
DIETER'S COMPLETE	78/442235	6/28/04	Filed	Awaiting Notice of Publication or Office Action
DIETWORKS	2,048,355	3/25/97	Registered	Renewal due 3/25/07
DRIVE ALERT	2,448,197	5/1/01	Registered	Section 8 & 15 Declaration due between 5/1/06-07
EDEN BIBLICAL BOTANICAL BLEND	78/360899	2/2/04	Office Action mailed 8/24/04	Response to Office Action Filed

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	ENERGIZE YOUR BRAIN	2,457,817	6/5/01	Registered	Section 8 & 15 Declaration due between 6/5/06-07
	ESSENTIAL GREENS	76/602916	7/16/04	Filed	Awaiting Notice of Publication or Office Action
	ESSENTIAL K PLUS	2,364,082	7/4/00	Registered	Section 8 & 15 Declaration due between 7/4/05-06
	ESTROBOLICS 247	78/514286	11/10/04	Filed	Awaiting Notice of Publication or Office Action
	FARM SCENE AND DESIGN	1,132,551	4/8/80	Registered	Renewal due 4/8/10
	FIBERLEAN	78/264557	6/19/03	Notice of Allowance issued 6/1/04	Second Extension or Statement of Use due 6/1/05
	FIREFLY	76/296655	8/7/01	Letter of suspension mailed 9/21/01	Awaiting Suspension being lifted
	FOODS PLUS	735,918	8/14/62	Registered	Renewal due 8/14/12

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FOR MEN ONLY	2,146,851	3/24/98	Registered (Supplemental Register)	Renewal due 3/24/08
FOR WOMEN ONLY	2,126,430	12/30/97	Registered (Supplemental Register)	Renewal due 12/30/07
FOR WOMEN ONLY	1,681,685	3/31/92	Registered	Renewal due 3/31/12
GARDEN GREENS	78/487016	9/21/04	Filed	Awaiting Notice of Publication or Office Action
GASTROPLEX	2,211,770	12/15/98	Registered	Section 8 & 15 Declaration due between 12/15/03-04
GARLIC SUPREME	76/568529	12/19/03	Published for Opposition 11/9/04	Awaiting Notice of Allowance
GEROTROPIN	78/398040	4/17/04	Office Action mailed 11/2/04	Response to Office Action due 5/2/05
GINKGO FORCE	2,449,655	5/8/01	Registered	Section 8 & 15 Declaration due between 5/8/06-07

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GLACIAL SPRING	78/501178	10/18/04	Filed	Awaiting Notice of Publication or Office Action
GLUCOFLEX	2,498,908	10/16/01	Registered	Section 8 & 15 Declaration due between 10/16/06-07
GLUCO SELTZER	78/428162	6/1/04	Filed	Awaiting Receipt of Office Action
HAIR FARE	76/570012	12/19/03	Published for Opposition 11/19/04	Awaiting Notice of Allowance
HEALTHY MALE	78/428115	6/1/04	Filed	Awaiting Receipt of Office Action
HERBAGESIC	2,298,621	12/7/99	Registered	Section 8 & 15 Declaration due between 12/7/04-05
HERBSCIENCE	2,506,711	11/13/01	Registered	Section 8 & 15 Declaration due between 11/13/06-07
HIDDEN STRENGTH	1,482,129	3/29/88	Registered	Renewal due 3/29/08

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	HI-ENER-B	78/546128	1/12/05	Filed	Awaiting Notice of Publication or Office Action
	HI-ENER-G	2,305,206	1/4/00	Registered	Section 8 & 15 Declaration due between 1/4/05-06
	INFINITI	1,833,619	5/3/94	To Be Cancelled	(Per client no longer in use)
	INSIDE SECRET	2,007,162	10/8/96	Registered	Renewal due 10/8/06
	IRON BODIES	1,654,161	8/20/91	Registered	Renewal due 8/20/11
	IRON CUTS	2,197,661	10/20/98	Registered	Section 8 & 15 Declaration due between 10/20/03-04 (No label available)
	KAVA SUPREME	2,290,090	11/2/99	Registered	Section 8 & 15 Declaration due between 11/2/04-05
	KIDZ	615,148	11/1/55	Registered	Renewal due 11/1/05

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	KILLSHOT	78/305022	9/24/03	Notice of Allowance issued 9/28/04	First Extension or Statement of Use due 3/28/05
	L.D. COMPLETE	2,168,112	6/23/98	Registered	Renewal due 6/23/08
	LIP "E"	76/619337	11/4/04	Filed	Awaiting Notice of Publication or Office Action
	LIPO PM	2,456,045	5/29/01	Registered	Section 8 & 15 Declaration due between 5/29/06-07
	LIPOSTAT	2,169,656	6/30/98	Registered	Renewal due 6/30/08
	MEGALEAN	2,297,025	11/30/99	Registered	Section 8 & 15 Declaration due between 11/30/04-05
	MENOCOM	2,112,341	11/11/97	Registered	Awaiting Acceptance of Sec. 8 & 15 filed 5/11/04
	MENOPRIM	2,251,848	6/8/99	Registered	Renewal due 6/8/09

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MENOSOY	78/248551	5/12/03	Letter of Suspension mailed 6/30/04	Awaiting Suspension being lifted
MILLTRIMUM SENIOR	76/570013	12/19/03	Response to Office Action Sent 2/21/05	Awaiting Notice of Publication
MULTI-ACTIVE FOR MEN	78/471978	8/23/04	Filed	Awaiting Notice of Publication or Office Action
MULTI-ACTIVE FOR WOMEN	78/472004	8/23/04	Filed	Awaiting Notice of Publication or Office Action
MULTI-GREENS	78/505897	10/26/04	Filed	Awaiting Notice of Publication or Office Action
MULTI-LEAN	78/353756	1/19/04	Letter of Suspension mailed 8/18/04	Awaiting Suspension being lifted
MULTI-MATURE FOR MEN	78/471927	8/23/04	Filed	Awaiting Notice of Publication or Office Action
MULTI-MATURE FOR WOMEN	78/471943	8/23/04	Filed	Awaiting Notice of Publication or Office Action

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NATURAL FORMULAS FOR HEALTHY LIVING	78/103205	1/17/02	Notice of Allowance issued 11/12/02	Fifth & FINAL Extension or Statement of Use due 5/12/05
NATURAL SOLUTIONS	78/113962	3/11/02	Office Action mailed 8/18/04	Response to Office Action Filed
NATURE'S APHRODISIAC FOR WOMEN WITH GOAT WEEED	76/570009	12/19/03	Response to Office Action filed 1/10/05	Awaiting Notice of Publication
NEUROMAX	2,211,769	12/15/98	Registered	Section 8 & 15 Declaration due between 12/15/03-04
NIGHT SLIM	78/550173	1/19/05	Filed	Awaiting Notice of Publication or Office Action
NITRIC PUMP	78/312681	10/13/03	Approved for Publication	Awaiting Notice of Publication
NITROX	2,863,009	7/13/04	Registered	Section 8 & 15 Declaration due between 7/13/09-10
NUTRA BETIC	1,690,704	6/2/92	Registered	Renewal due 6/2/12

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NUTRIDERM	2,046,318	3/18/97	Registered	Renewal due 3/18/07
NUTRIGESIC	2,215,328	12/29/98	Registered	Section 8 & 15 Declaration due between 12/29/03-04
NUTRITENSIVE	2,269,542	8/10/99	Registered	Section 8 & 15 Declaration due between 8/10/04-05
NUTRITIONARY	2,451,498	5/15/01	Registered	Section 8 & 15 Declaration due between 5/15/06-07
NUTRITION WORKS	2,210,617	12/15/98	Registered	Section 8 & 15 Declaration due between 12/15/03-04
O-CRÈME	78/055537	3/28/01	Notice of Allowance issued 10/1/02	Fifth & FINAL Extension or Statement of Use due 4/1/05
OMEGA LEAN	78/371117	2/20/04	Reviewed for Publication	Awaiting Notice of Publication
OMEGA PURE	78/550267	1/19/05	Filed	Awaiting Notice of Publication or Office Action

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OMEGA TRIM	78/371132	2/20/04	Reviewed for Publication	Awaiting Notice of Publication
OPTIPLEX +75	1,220,527	12/21/82	Registered	Renewal due 12/21/12
OSTEOSELTZER	78/295676	9/3/03	Office Action sent 10/25/04	Response to Office Action due 4/25/05
O2ASIS	78/552903		Newly Filed	Not in PTO Website as yet
O2 QUENCHER	78/535327		Newly Filed	Not in PTO Website as yet
OXY-QUENCHER	78/534744	12/17/04	Filed	Awaiting Notice of Publication or Office Action
PERFECTING THE SCIENCE OF NATURE	2,347,614	5/2/00	Registered	Section 8 & 15 Declaration due between 5/2/05-06
POLY-ZYME	76/280063	7/3/01	Notice of Allowance issued 4/2/02	Statement of Use due 4/2/05
PRAIRIE WAGON	1,329,862	4/9/85	Registered	Renewal due 4/9/05

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PRECISION POWER	1,931,320	10/31/95	Registered	Renewal due 10/31/05
PREVENTACOL	78/103210	1/17/02	Notice of Allowance issued 9/24/02	Fifth & FINAL Extension or Statement of Use due 3/24/05
PROBIOLIN	2,337,888	4/4/00	Registered	Section 8 & 15 Declaration due between 4/4/05-06
PRO-DIGEST	78/103200	1/17/02	Notice of Allowance issued 9/24/02	Fifth & FINAL Extension or Statement of Use due 3/24/05
PSOREPLEX	78/428106	6/1/04	Approved for Publication	Awaiting Notice of Publication
QUICK TRIM	1,820,953	2/15/94	Registered	Renewal due 2/15/14
QUICK TRIM	2,337,614	4/4/00	Registered	Section 8 & 15 Declaration due between 4/4/05-06
RESPIRON	2,215,327	12/29/98	Registered	Section 8 & 15 Declaration due between 12/29/03-04

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	SEVEN DAY CLEANSING DIET	2,090,213	8/19/97	CANCELLED	Section 8 & 15 Declaration not filed
	7-DAY CLEANSING DIET	76/602970	7/16/04	Filed	Awaiting Notice of Publication or Office Action
	SLIM RIGHT	78/434810	6/14/04	Filed	Awaiting Notice of Publication or Office Action
	SMOKER'S SOLUTION	78/397946	4/7/04	Reviewed for Publication	Awaiting Notice of Publication
	SPIRUGREENS	78/457134	7/27/04	Filed	Awaiting Notice of Publication or Office Action
	SUPER JUICE	1,982,572	6/25/96	Registered	Renewal 6/25/06
	SUPER WEIGHT LOSS	2,606,930	8/13/02	Registered	Section 8 & 15 Declaration due between 8/13/07-08
	SYNDROME T	75/927,968	2/25/00	Notice of Allowance issued 12/16/03	Third Extension or Statement of Use due 6/16/05

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THERMAMILL	76/570,008	12/19/03	Response to Office Action Filed 1/10/05	Awaiting Notice of Publication
THERMOBOLICS	2,391,143	10/03/00	Registered	Section 8 & 15 Declaration due between 10/03/05-06
THERMOGEL	78/133303	6/05/02	Notice of Allowance issued 2/11/03	Fourth Extension Filed
THERMO PURE	2,478,424	8/14/01	Registered	Section 8 & 15 Declaration due between 8/14/06-07
THERMO-CARB	78/110458	2/22/02	Notice of Allowance issued 12/23/03	Third Extension or Statement of Use due 6/23/05
THERMO-STACK	76/224671	3/14/01	Letter of Suspension mailed 03/19/02	Awaiting Suspension being lifted
3-G	78/103194	1/17/02	Notice of Allowance issued 11/12/02	Fifth & FINAL Extension Request or Statement of Use due 5/12/05
VEGEFLEX	78/415677	5/10/04	Approved for Publication	Awaiting Notice of Publication

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	VEGSLIM			Newly Filed	Not in PTO Website as yet
	VIT-IMMUNE	76/570007	12/19/03	Published for Opposition 11/9/04	Awaiting Notice of Allowance
	VITA BETIC	1,652,728	7/30/91	Registered	Renewal due 7/30/11
	VITA-PURE	78/501818	10/19/04	Filed	Awaiting Notice of Publication or Office Action
	VITA VIDA	2,080,501	7/22/97	Registered	Renewal due 7/22/07
	VITAQUEST	2,470,143	7/17/01	Registered	Section 8 & 15 Declaration due between 7/17/06-07
	VITAQUEST INTERNATIONAL INC.	2,657,941	12/10/02	Registered	Sec. 8 & 15 Declaration due between 12/10/07-08
	VITAQUEST INTERNATIONAL INC. (logo)	2,398,199	10/24/00	Registered	Section 8 & 15 Declaration due between 10/24/05-06
	VORTEX	1,786,455	8/10/93	Registered	Renewal due 8/10/13

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	WINDMILL (DIETARY FOOD SUPPLEMENTS)	1,368,559	11/5/85	Registered	Renewal due 11/5/05
	WINDMILL (VITAMINS)	977,138	1/22/74	Registered	Renewal due 1/22/14
	WINDMILL HEALTH PRODUCTS	2,485,733	9/4/01	Registered	Section 8 & 15 Declaration due between 9/4/06-07
	XTRA LITE	2,585,645	6/25/02	Registered	Section 8 & 15 Declaration due between 6/25/07-08
	XTRA TRIM EPHEDRA-FREE	76/568527	12/19/03	Response to Office Action Filed	
	YOUTH FACTOR	78/539202	12/28/04	Filed	Awaiting Notice of Publication or Office Action
	YOUTH FACTORS	78/534342	12/17/04	Filed	Awaiting Notice of Publication or Office Action
	ZERO FAT	2,046,790	3/18/97	Registered	Renewal due 3/18/07

<u>ALL MARKS LISTED ON THIS CHART ARE REGISTERED TO VITAQUEST INTERNATIONAL LLC</u> Mark	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
ZYFLEX	78/131374	5/28/02	Notice of Allowance issued 2/25/03	Fifth & Final Extension or Statement of Use due 8/25/05

<u>Registered Mark</u>	<u>Name of Registrant</u>	<u>Registration Number</u>	<u>Date of Registration</u>
	<u>ALL MARKS LISTED ON THIS CHART ARE REGISTERED TO VITAQUEST INTERNATIONAL LLC</u>		
CHROMERELEASE	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	2,090,048	8/19/1997
NUTRIDERM	Garden State Nutritional Products, Inc., assigned to Vitaquest Int'l	2,046,318	3/18/1997
CELLUSLIM	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	1,647,835	6/18/1991
DERMA-PURE	Celmark Int'l, assigned to Vitaquest Int'l	1,844,044	7/12/1994

WINDMILL	Windmill Natural Vitamin Company, assigned to Vitaquest Int'l	1,368,559	11/5/1985
ADVANCED APETITE SATISFYING WAFER	Vitaquest Int'l	2,456,044	5/29/2001
ALOE ESSENCE	Vitaquest Int'l	2,458,741	6/5/2001
BACK-EZE	Vitaquest Int'l	2,349,923	5/16/2000
BLUEPRINT BOTANICALS	Vitaquest Int'l	2,476,063	8/7/2001
CARDIO COCKTAIL	Vitaquest Int'l	2,304,534	12/28/1999
CARDIO COMPANION	Vitaquest Int'l	2,303,819	12/28/1999
CELLUSLIM	Vitaquest Int'l	2,332,130	3/21/2000
CHANGES	Vitaquest Int'l	2,237,956	4/13/1999
CHOLACTIVE	Vitaquest Int'l	2,456,081	5/29/2001
CITRI-LIFE	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	2,005,295	10/1/1996
COUNTRY FARMS	Eden's Own, Inc., assigned to Vitaquest Int'l	1,289,772	8/14/1984
CRAVE BLOCKER	Cybergenics America Corp., assigned to Vitaquest Int'l	2,502,567	10/30/2001
CREABOLIC FIZZ	Vitaquest Int'l	2,568,146	5/7/2002
CYBERGENICS	L&S Research Corp., assigned to Vitaquest Int'l	1,409,162	9/16/1986
CYBERGENICS QUICK TRIM	Cybergenics Corp., assigned to Vitaquest Int'l	1,869,194	12/27/1994
CYBERGENICS SUPER FAT-LOSS	Cybergenics Corp., assigned to Vitaquest Int'l	1,831,038	4/19/1994
CYBERGENICS FOR HARD GAINERS	Vitaquest Int'l	2,546,801	3/12/2002
CYBERPLEX	Cybergenics America	2,203,084	11/10/1998

CYBERSYSTEM 7	Corp., assigned to Vitaquest Int'l	2,451,747	5/15/2001
CYBERTRIM	Cybergenics America Corp., assigned to Vitaquest Int'l	1,789,094	8/24/1993
CYBERXTREME	Cybergenics Corp., assigned to Vitaquest Int'l	2,209,583	12/8/1998
CYTOGUARD	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	1,908,085	8/1/1995
DIET SLIM	Vitaquest Int'l	2,346,877	5/2/2000
DIETWORKS	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	2,048,355	3/25/1997
DRIVE ALERT	Vitaquest Int'l	2,448,197	5/1/2001
ENERGIZE YOUR BRAIN	Vitaquest Int'l	2,457,817	6/5/2001
ESSENTIAL K PLUS	Vitaquest Int'l	2,364,082	7/4/2000
FOODS PLUS	Foods Plus, Inc., assigned to Vitaquest Int'l	735,918	8/14/1962
FOR MEN ONLY	Vitaquest Int'l	2,146,851	3/24/1998
FOR WOMEN ONLY	Vitaquest Int'l	2,126,430	12/30/1997
GASTROPLEX	Vitaquest Int'l	2,211,770	12/15/1998
GINKGO FORCE	Vitaquest Int'l	2,449,655	5/8/2001
GLUCOFLEX	Vitaquest Int'l	2,498,908	10/16/2001
HERBAGESIC	Vitaquest Int'l	2,298,621	12/7/1999
HERBSCIENCE	Vitaquest Int'l	2,506,711	11/13/2001
HI-ENER-G	Vitaquest Int'l	2,305,206	1/4/2000
HIDDEN STRENGTH	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	1,482,129	3/29/1988

INFINITI	Cybergenics Corp., assigned to Vitaquest Int'l	1,833,619	5/3/1994
INSIDE SECRET	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	2,007,162	10/8/1996
IRON BODIES	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	1,654,161	8/20/1991
IRON CUTS	Vitaquest Int'l	2,197,661	10/20/1998
KAVA SUPREME	Vitaquest Int'l	2,290,090	11/2/1999
L.D. COMPLETE	Vitaquest Int'l	2,168,112	6/23/1998
LIPO PM	Vitaquest Int'l	2,456,045	5/29/2001
LIPOSTAT	Vitaquest Int'l	2,169,656	6/30/1998
MAGALEAN	Vitaquest Int'l	2,297,025	11/30/1999
MENOCOM	Vitaquest Int'l	2,112,341	11/11/1997
MENOPRIM	Vitaquest Int'l	2,251,848	6/8/1999
NEUROMAX	Vitaquest Int'l	2,211,769	12/15/1998
NUTRA BETIC	Home Shopping Network, Inc., assigned to Vitaquest Int'l	1,690,704	2/21/1990
NUTRIGESIC	Vitaquest Int'l	2,215,328	12/29/1998
NUTRITENSIVE	Vitaquest Int'l	2,269,542	8/10/1999
NUTRITIONWORKS	Vitaquest Int'l	2,210,617	8/28/1997
PERFECTING THE SCIENCE OF NATURE	Vitaquest Int'l	2,347,614	5/2/2000
PRECISION POWER	Cybergenics Corp., assigned to Vitaquest Int'l	1,931,320	10/31/1995
PROBIOLIN	Vitaquest Int'l	2,337,888	4/4/2000
QUICK TRIM	Quick Trim Clinic of LA, Inc., assigned to Vitaquest Int'l	1,820,953	2/15/1994
QUICK TRIM	Cybergenics America Corp., assigned to Vitaquest Int'l	2,337,614	4/4/2000
RESPIRON	Vitaquest Int'l	2,215,327	12/29/1998

SUPER JUICE	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	1,982,572	6/25/1996
SUPER WEIGHT LOSS	Vitaquest Int'l	2,606,930	8/13/2002
THERMO PURE	Vitaquest Int'l	2,478,424	8/14/2001
VITA BETIC	Home Shopping Network, Inc., assigned to Vitaquest Int'l	1,652,728	7/30/1991
VITA VIDA	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	2,080,501	7/22/1997
VITAQUEST INTERNATIONAL INC. [logo]	Vitaquest Int'l	2,398,199	10/24/2000
VITAQUEST VORTEX	Vitaquest Int'l Cybergenics Corp., assigned to Vitaquest Int'l	2,470,143 1,786,455	7/17/2001 8/10/1993
WINDMILL HEALTH PRODUCTS	Vitaquest Int'l	2,485,733	9/4/2001
WINDMILL	Windmill Natural Vitamin Co., Inc., assigned to Vitaquest Int'l	977,138	1/22/1974
XTRA LITE	Vitaquest Int'l	2,585,645	6/25/2002
ZERO FAT	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	2,046,790	3/18/1997
[design only] [silhouette of 3 buildings and windmill]	Windmill Natural Vitamin Co., Inc., assigned to Vitaquest Int'l	1,132,551	4/8/1980
PRAIRIE WAGON	Windmill Natural Vitamin Co., Inc., assigned to Vitaquest Int'l	1,329,862	4/9/1985
VITAQUEST INTERNATIONAL	Vitaquest Int'l	2,657,941	12/10/2002

INC.				
FOR WOMEN ONLY	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	1,681,685		3/31/1992
O-CREME	Vitaquest Int'l	78-055,537		3/28/2001
BIBLE POWER	Vitaquest Int'l	76-120,095		8/30/2000
BIBLICAL FORMULATIONS	Vitaquest Int'l	78-121,775		4/15/2002
CARDIOSELTZER	Vitaquest Int'l	78-103,197		1/17/2002
CELEBRITY SLIM	Vitaquest Int'l	78-041,803		1/5/2001
NATURAL FORMULAS FOR HEALTHY LIVING	Vitaquest Int'l	78-103,205		1/17/2002
NATURAL SOLUTIONS	Vitaquest Int'l	78-113,962		3/11/2002
HOLLYWOOD SLIM	Vitaquest Int'l	76-12,270		11/10/2000
OMEGA SLIM	Vitaquest Int'l	78-039,339		12/14/2000
OSTEO-FIZZ	Vitaquest Int'l	76-093,870		7/21/2000
HERBAFLU	Vitaquest Int'l	78-055,654		3/29/2001
PREVENTACOL	Vitaquest Int'l	78-103,210		1/17/2002
PRO-DIGEST	Vitaquest Int'l	78-103,200		1/17/2002
THERMO-CARB	Vitaquest Int'l	78-110,458		2/22/2002
THERMO-STACK	Vitaquest Int'l	76-224,671		3/14/2001
THERMOGEL	Vitaquest Int'l	78-133,303		6/5/2002
ZYFLEX	Vitaquest Int'l	78-131,374		5/28/2002
3-G	Vitaquest Int'l	78-103,194		1/17/2002

Second Lien Trademark Security Agreement

Second Lien Trademark Security Agreement, dated as of March 17, 2005, by VITAQUEST INTERNATIONAL LLC, a Delaware limited liability company (the "Pledgor"), in favor of BANK OF AMERICA, N.A, in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the "Collateral Agent").

Witnesseth:

Whereas, the Pledgor is party to a Second Lien Security Agreement of even date herewith (the "Second Lien Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgor is required to execute and deliver this Second Lien Trademark Security Agreement;

Now, Therefore, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgor hereby agrees with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Second Lien Security Agreement and used herein have the meaning given to them in the Second Lien Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. The Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of the Pledgor:

- (a) Trademarks of the Pledgor listed on Schedule I attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Second Lien Security Agreement. The security interest granted pursuant to this Second Lien Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Second Lien Security Agreement and Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Second Lien Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Second Lien Trademark Security Agreement is deemed to conflict with the Second Lien Security

Agreement, the provisions of the Second Lien Security Agreement shall control unless the Collateral Agent shall otherwise determine. Notwithstanding anything herein to the contrary, the lien and security interest granted to the Collateral Agent pursuant to this Second Lien Trademark Security Agreement and the exercise of any right or remedy by the Collateral Agent hereunder are subject to the provisions of the Intercreditor Agreement. In the event of any conflict between the terms of the Intercreditor Agreement and this Second Lien Trademark Security Agreement, the terms of the Intercreditor Agreement shall govern and control.

SECTION 4. Termination. Upon the release of the Collateral Agent's security interest in any Trademarks pursuant to the Second Lien Security Agreement, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in such Trademarks under this Second Lien Trademark Security Agreement.

SECTION 5. Counterparts. This Second Lien Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Second Lien Trademark Security Agreement by signing and delivering one or more counterparts.

[signature page follows]

IN WITNESS WHEREOF, each Pledgor has caused this Second Lien Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

VITAQUEST INTERNATIONAL LLC

By:  _____

Name: Keith Frankel

Title: President and Chief Executive Officer

Accepted and Agreed:

BANK OF AMERICA, N.A.
as Collateral Agent

By: _____

Name:

Title:

Second Lien Trademark Security Agreement

TRADEMARK
REEL: 003142 FRAME: 0077

IN WITNESS WHEREOF, each Pledgor has caused this First Lien Trademark Security Agreement to be executed and delivered by its duly authorized offer as of the date first set forth above.

Very truly yours,

VITAQUEST INTERNATIONAL LLC

By: _____

Name: Keith Frankel

Title: President and Chief Executive Officer

Accepted and Agreed:

BANK OF AMERICA, N.A.
as Collateral Agent

By: 

Name: Laura L. Clark

Title: Vice President

Trademark Security Agreement

TRADEMARK
REEL: 003142 FRAME: 0078

SCHEDULE 1 to SECOND LIEN TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS

ALL MARKS LISTED ON THIS CHART ARE REGISTERED TO VITAQUEST INTERNATIONAL LLC	Ser./ Reg. No.	Filing/ Reg. Date	Status	Next Action
FILINGS WITH THE UNITED STATES PATENT AND TRADEMARK OFFICE				
ADVANCED APETITE SATISFYING WAFER	2,456,044	5/29/01	Registered	Section 8 & 15 Declaration due between 5/29/06-07
ALOE ESSENCE	2,458,741	6/5/01	Registered (Supplemental Register)	Section 8 & 15 Declaration due between 6/5/06-07
APHRODITE	78/398075	4/7/04	Letter of suspension mailed 10/29/04	Awaiting suspension being lifted
BACK-EZE	2,349,923	5/16/00	Registered	Section 8 & 15 Declaration due between 5/16/05-06
BIBLICAL HEALTH TONIC	78/428119	6/1/04	Office Action mailed 1/14/05	Response to Office Action due 7/14/05

<u>ALL MARKS LISTED ON THIS CHART ARE REGISTERED TO VITAQUEST INTERNATIONAL LLC</u> <u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
BLUE RELIEF	78/295683	9/3/03	Approved for Publication	Awaiting Notice of Publication
BLUEPRINT BOTANICALS	2,476,063	8/7/01	Registered	Section 8 & 15 Declaration due between 8/7/06-07
C-REACTIVE	78/397918	4/7/04	Final Office Action sent 11/15/04	Response to Final Office Action due 5/15/05
CARB COMPANION	78/321537	10/31/03	Notice of Allowance issued 11/9/04	First Extension of Statement of Use due 5/9/05
CARB CONTROL	78/354907	1/21/04	Office Action mailed 8/16/04	Response to Office Action due 2/16/05
CARBO-BLOCK	2,889,442	9/28/04	Registered	Section 8 and 15 Declaration due between 9/28/09-10
CARDIO COCKTAIL	2,304,534	12/28/99	Registered	Section 8 and 15 Declaration due between 12/28/04-05
CARDIO COMPANION	2,303,819	12/28/99	Registered	Section 8 and 15 Declaration due between 12/28/04-05

ALL MARKS LISTED ON THIS CHART ARE REGISTERED TO VITAQUEST INTERNATIONAL LLC				
<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
CARDIO COQ10	78/397999	4/17/04	Office Action mailed 11/4/04	Response to Office Action due 5/4/05
CARDIOSELLTZER	78/103197	1/17/02	Notice of Allowance issued 9/24/02	Fifth & FINAL Extension or Statement of Use due 3/24/05
CELLUSLIM	2,332,130	3/21/00	Registered	Section 8 and 15 Declaration due between 3/21/05-06
CELLUSLIM	1,647,835	6/18/91	Registered	Renewal due 6/18/11
CERECAL	78/250702	5/16/03	Notice of Allowance issued 4/20/04	Second Extension or Statement of Use due 4/20/05
CHANGES	2,237,956	4/13/99	Registered	Section 8 & 15 Declaration due between 4/13/04-05
CHOCOLACTIVE	2,456,081	5/29/01	Registered	Section 8 and 15 Declaration due between 5/29/06-07
CHROMERELASE	2,090,048	8/19/97	Registered	Renewal due 8/19/07

ALL MARKS LISTED ON THIS CHART ARE REGISTERED TO VITAQUEST INTERNATIONAL LLC	Ser./ Reg. No.	Filing/ Reg. Date	Status	Next Action
CIDER TRIM	76/568530	12/19/03	Response to Office Action Filed	
CITRI-LIFE	2,005,295	10/1/96	Registered	Renewal due 10/1/06
COLD AVERT			Newly Filed	Not in PTO Website as yet
"CORAL FACTOR"	78/397992	4/7/04	Office Action mailed 4/7/04	Response to Office Action due 5/1/05
CORAL RELIEF	78/185678	11/15/02	Notice of Allowance issued 6/1/04	Second Extension or Statement of Use due 6/1/05
CORAL SECRET	78/193213	12/11/02	Notice of Allowance issued 4/20/04	Second Extension or Statement of Use due 4/20/05
CORTIHIIT	78/397725	4/7/04	Approved for Publication	Awaiting Notice of Publication
CRAVE BLOCKER	2,502,567	10/30/01	Registered	Section 8 & 15 due between 10/30/06-07
COUNTRY FARMS	1,289,772	8/14/84	Registered	Renewal due 8/14/14

ALL MARKS LISTED ON THIS CHART ARE REGISTERED TO VITAQUEST INTERNATIONAL LLC

<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
CRAVE CONTROL	78/295685	9/3/03	Office Action sent 10/25/04	Response to Office Action due 4/25/05
CREABOLIC FIZZ	2,568,146	5/07/02	Registered	Section 8 & 15 Declaration due between 5/07/07-08
CREATINE PUMP	2,277,568	9/14/99	CANCELLED	Cancellation terminated per Proceeding
CYBERBLAST	1,789,093	8/24/93	CANCELLED	No specimen for Renewal
CYBERXTREME	2,209,583	12/8/98	Registered	Awaiting Acceptance of Sec. 8 & 15 Decl.
CYBERGENICS	1,409,162	2/18/86	Registered	Renewal due 2/18/06
CYBERGENICS FOR HARD GAINERS	2,546,801	3/12/02	Registered	Section 8 & 15 Declaration due between 3/12/07-08
CYBERGENICS QUICK TRIM	1,869,194	12/27/94	Registered	Renewal due 12/27/04
CYBERPLEX	2,203,084	11/10/98	Registered	Section 8 & 15 Declaration due between 11/10/03-04

**ALL MARKS
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INTERNATIONAL
LLC**

<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
CYBERSYSTEM 7	2,451,747	5/15/01	Registered	Section 8 & 15 Declaration due between 5/15/06-07
CYBERTRIM	1,789,094	8/24/93	Registered	Renewal due 8/24/13
CYTOGUARD	1,908,085	8/1/95	Registered	Renewal due 8/01/05
DIET SLIM	2,346,877	5/2/00	Registered	Section 8 & 15 Declaration due between 5/2/05-06
DIETER'S COMPLETE	78/442235	6/28/04	Filed	Awaiting Notice of Publication or Office Action
DIETWORKS	2,048,355	3/25/97	Registered	Renewal due 3/25/07
DRIVE ALERT	2,448,197	5/1/01	Registered	Section 8 & 15 Declaration due between 5/1/06-07
EDEN BIBLICAL BOTANICAL BLEND	78/360899	2/2/04	Office Action mailed 8/24/04	Response to Office Action Filed

**ALL MARKS
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INTERNATIONAL
LLC**

<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
ENERGIZE YOUR BRAIN	2,457,817	6/5/01	Registered	Section 8 & 15 Declaration due between 6/5/06-07
ESSENTIAL GREENS	76/602916	7/16/04	Filed	Awaiting Notice of Publication or Office Action
ESSENTIAL K PLUS	2,364,082	7/4/00	Registered	Section 8 & 15 Declaration due between 7/4/05-06
ESTROBOLICS 247	78/514286	11/10/04	Filed	Awaiting Notice of Publication or Office Action
FARM SCENE AND DESIGN	1,132,551	4/8/80	Registered	Renewal due 4/8/10
FIBERLEAN	78/264557	6/19/03	Notice of Allowance issued 6/1/04	Second Extension or Statement of Use due 6/1/05
FIREFLY	76/296655	8/7/01	Letter of suspension mailed 9/21/01	Awaiting Suspension being lifted
FOODS PLUS	735,918	8/14/62	Registered	Renewal due 8/14/12

<u>ALL MARKS LISTED ON THIS CHART ARE REGISTERED TO VITAQUEST INTERNATIONAL LLC</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
FOR MEN ONLY	2,146,851	3/24/98	Registered (Supplemental Register)	Renewal due 3/24/08
FOR WOMEN ONLY	2,126,430	12/30/97	Registered (Supplemental Register)	Renewal due 12/30/07
FOR WOMEN ONLY	1,681,685	3/31/92	Registered	Renewal due 3/31/12
GARDEN GREENS	78/487016	9/21/04	Filed	Awaiting Notice of Publication or Office Action
CASTROPLEX	2,211,770	12/15/98	Registered	Section 8 & 15 Declaration due between 12/15/03-04
GARLIC SUPREME	76/568529	12/19/03	Published for Opposition 11/9/04	Awaiting Notice of Allowance
GEROTROPIN	78/398040	4/17/04	Office Action mailed 11/2/04	Response to Office Action due 5/2/05
GINKGO FORCE	2,449,655	5/8/01	Registered	Section 8 & 15 Declaration due between 5/8/06-07

ALL MARKS LISTED ON THIS CHART ARE REGISTERED TO VITAQUEST INTERNATIONAL LLC

<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
GLACIAL SPRING	78/501178	10/18/04	Filed	Awaiting Notice of Publication or Office Action
GLUCOFLEX	2,498,908	10/16/01	Registered	Section 8 & 15 Declaration due between 10/16/06-07
GLUCO SELTZER	78/428162	6/1/04	Filed	Awaiting Receipt of Office Action
HAIR FARE	76/570012	12/19/03	Published for Opposition 11/19/04	Awaiting Notice of Allowance
HEALTHY MALE	78/428115	6/1/04	Filed	Awaiting Receipt of Office Action
HERBAGESIC	2,298,621	12/7/99	Registered	Section 8 & 15 Declaration due between 12/7/04-05
HERBSCIENCE	2,506,711	11/13/01	Registered	Section 8 & 15 Declaration due between 11/13/06-07
HIDDEN STRENGTH	1,482,129	3/29/88	Registered	Renewal due 3/29/08

ALL MARKS LISTED ON THIS CHART ARE REGISTERED TO VITAQUEST INTERNATIONAL LLC

<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
HI-ENER-B	78/546128	1/12/05	Filed	Awaiting Notice of Publication or Office Action
HI-ENER-G	2,305,206	1/4/00	Registered	Section 8 & 15 Declaration due between 1/4/05-06
INFINITI	1,833,619	5/3/94	To Be Cancelled	(Per client no longer in use)
INSIDE SECRET	2,007,162	10/8/96	Registered	Renewal due 10/8/06
IRON BODIES	1,654,161	8/20/91	Registered	Renewal due 8/20/11
IRON CUTS	2,197,661	10/20/98	Registered	Section 8 & 15 Declaration due between 10/20/03-04 (No label available)
KAVA SUPREME	2,290,090	11/2/99	Registered	Section 8 & 15 Declaration due between 11/2/04-05
KIDZ	615,148	11/1/55	Registered	Renewal due 11/1/05

ALL MARKS LISTED ON THIS CHART ARE REGISTERED TO VITAQUEST INTERNATIONAL LLC

<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
KILLSHOT	78/305022	9/24/03	Notice of Allowance issued 9/28/04	First Extension or Statement of Use due 3/28/05
L.D. COMPLETE	2,168,112	6/23/98	Registered	Renewal due 6/23/08
LIP "E"	76/619337	11/4/04	Filed	Awaiting Notice of Publication or Office Action
LIPO PM	2,456,045	5/29/01	Registered	Section 8 & 15 Declaration due between 5/29/06-07
LIPOSTAT	2,169,656	6/30/98	Registered	Renewal due 6/30/08
MEGALEAN	2,297,025	11/30/99	Registered	Section 8 & 15 Declaration due between 11/30/04-05
MENOCOM	2,112,341	11/11/97	Registered	Awaiting Acceptance of Sec. 8 & 15 filed 5/11/04
MENOPRIM	2,251,848	6/8/99	Registered	Renewal due 6/8/09

ALL MARKS LISTED ON THIS CHART ARE REGISTERED TO VITAQUEST INTERNATIONAL LLC

Mark	Ser./ Reg. No.	Filing/ Reg. Date	Status	Next Action
MENOSOY	78/248551	5/12/03	Letter of Suspension mailed 6/30/04	Awaiting Suspension being lifted
MILLTRILUM SENIOR	76/570013	12/19/03	Response to Office Action Sent 2/21/05	Awaiting Notice of Publication
MULTI-ACTIVE FOR MEN	78/471978	8/23/04	Filed	Awaiting Notice of Publication or Office Action
MULTI-ACTIVE FOR WOMEN	78/472004	8/23/04	Filed	Awaiting Notice of Publication or Office Action
MULTI-GREENS	78/505897	10/26/04	Filed	Awaiting Notice of Publication or Office Action
MULTI-LEAN	78/353756	1/19/04	Letter of Suspension mailed 8/18/04	Awaiting Suspension being lifted
MULTI-MATURE FOR MEN	78/471927	8/23/04	Filed	Awaiting Notice of Publication or Office Action
MULTI-MATURE FOR WOMEN	78/471943	8/23/04	Filed	Awaiting Notice of Publication or Office Action

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<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
NATURAL FORMULAS FOR HEALTHY LIVING	78/103205	1/17/02	Notice of Allowance issued 11/12/02	Fifth & FINAL Extension of Statement of Use due 5/12/05
NATURAL SOLUTIONS	78/113962	3/11/02	Office Action mailed 8/18/04	Response to Office Action Filed
NATURE'S APHRODISIAC FOR WOMEN WITH GOAT WEED	76/570009	12/19/03	Response to Office Action filed 1/10/05	Awaiting Notice of Publication
NEURROMAX	2,211,769	12/15/98	Registered	Section 8 & 15 Declaration due between 12/15/03-04
NIGHT SLIM	78/550173	1/19/05	Filed	Awaiting Notice of Publication or Office Action
NITRIC PUMP	78/312681	10/13/03	Approved for Publication	Awaiting Notice of Publication
NITROX	2,863,009	7/13/04	Registered	Section 8 & 15 Declaration due between 7/13/09-10
NUTRA BETIC	1,690,704	6/2/92	Registered	Renewal due 6/2/12

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<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
NUTRIDERM	2,046,318	3/18/97	Registered	Renewal due 3/18/07
NUTRIGESIC	2,215,328	12/29/98	Registered	Section 8 & 15 Declaration due between 12/29/03-04
NUTRITENSIVE	2,269,542	8/10/99	Registered	Section 8 & 15 Declaration due between 8/10/04-05
NUTRITIONARY	2,451,498	5/15/01	Registered	Section 8 & 15 Declaration due between 5/15/06-07
NUTRITION WORKS	2,210,617	12/15/98	Registered	Section 8 & 15 Declaration due between 12/15/03-04
O-CRÈME	78/055537	3/28/01	Notice of Allowance issued 10/1/02	Fifth & FINAL Extension or Statement of Use due 4/1/05
OMEGA LEAN	78/371117	2/20/04	Reviewed for Publication	Awaiting Notice of Publication
OMEGA PURE	78/550267	1/19/05	Filed	Awaiting Notice of Publication or Office Action

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<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
OMEGA TRIM	78/371132	2/20/04	Reviewed for Publication	Awaiting Notice of Publication
OPTIPLEX +75	1,220,527	12/21/82	Registered	Renewal due 12/21/12
OSTEOSELTZER	78/295676	9/3/03	Office Action sent 10/25/04	Response to Office Action due 4/25/05
O2ASIS			Newly Filed	Not in PTO Website as yet
O2 QUENCHER			Newly Filed	Not in PTO Website as yet
OXY-QUENCHER	78/534744	12/17/04	Filed	Awaiting Notice of Publication or Office Action
PERFECTING THE SCIENCE OF NATURE	2,347,614	5/2/00	Registered	Section 8 & 15 Declaration due between 5/2/05-06
POLY-ZYME	76/280063	7/3/01	Notice of Allowance issued 4/2/02	Statement of Use due 4/2/05
PRAIRIE WAGON	1,329,862	4/9/85	Registered	Renewal due 4/9/05

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<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
PRECISION POWER	1,931,320	10/31/95	Registered	Renewal due 10/31/05
PREVENTACOL	78/103210	1/17/02	Notice of Allowance issued 9/24/02	Fifth & FINAL Extension or Statement of Use due 3/24/05
PROBIOLIN	2,337,888	4/4/00	Registered	Section 8 & 15 Declaration due between 4/4/05-06
PRO-DIGEST	78/103200	1/17/02	Notice of Allowance issued 9/24/02	Fifth & FINAL Extension or Statement of Use due 3/24/05
PSOREPLEX	78/428106	6/1/04	Approved for Publication	Awaiting Notice of Publication
QUICK TRIM	1,820,953	2/15/94	Registered	Renewal due 2/15/14
QUICK TRIM	2,337,614	4/4/00	Registered	Section 8 & 15 Declaration due between 4/4/05-06
RESPIRON	2,215,327	12/29/98	Registered	Section 8 & 15 Declaration due between 12/29/03-04

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Mark	Ser./ Reg. No.	Filing/ Reg. Date	Status	Next Action
SEVEN DAY CLEANSING DIET	2,090,213	8/19/97	CANCELLED	Section 8 & 15 Declaration not filed
7-DAY CLEANSING DIET	76/602970	7/16/04	Filed	Awaiting Notice of Publication or Office Action
SLIM RIGHT	78/434810	6/14/04	Filed	Awaiting Notice of Publication or Office Action
SMOKER'S SOLUTION	78/397946	4/7/04	Reviewed for Publication	Awaiting Notice of Publication
SPIRUGREENS	78/457134	7/27/04	Filed	Awaiting Notice of Publication or Office Action
SUPER JUICE	1,982,572	6/25/96	Registered	Renewal 6/25/06
SUPER WEIGHT LOSS	2,606,930	8/13/02	Registered	Section 8 & 15 Declaration due between 8/13/07-08
SYNDROME T	75/927,968	2/25/00	Notice of Allowance issued 12/16/03	Third Extension or Statement of Use due 6/16/05

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<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
THERMAMILL	76/570,008	12/19/03	Response to Office Action Filed 1/10/05	Awaiting Notice of Publication
THERMOBOLICS	2,391,143	10/03/00	Registered	Section 8 & 15 Declaration due between 10/03/05-06
THERMOGEL	78/133303	6/05/02	Notice of Allowance issued 2/11/03	Fourth Extension Filed
THERMO PURE	2,478,424	8/14/01	Registered	Section 8 & 15 Declaration due between 8/14/06-07
THERMO-CARB	78/110458	2/22/02	Notice of Allowance issued 12/23/03	Third Extension or Statement of Use due 6/23/05
THERMO-STACK	76/224671	3/14/01	Letter of Suspension mailed 03/19/02	Awaiting Suspension being lifted
3-G	78/103194	1/17/02	Notice of Allowance issued 11/12/02	Fifth & FINAL Extension Request or Statement of Use due 5/12/05
VEGFLEX	78/415677	5/10/04	Approved for Publication	Awaiting Notice of Publication

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<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Status</u>	<u>Next Action</u>
VEGESLIM			Newly Filed	Not in PTO Website as yet
VIT-IMMUNE	76/570007	12/19/03	Published for Opposition 11/9/04	Awaiting Notice of Allowance
VITA BETIC	1,652,728	7/30/91	Registered	Renewal due 7/30/11
VITA-PURE	78/501818	10/19/04	Filed	Awaiting Notice of Publication or Office Action
VITA VIDA	2,080,501	7/22/97	Registered	Renewal due 7/22/07
VITAQUEST	2,470,143	7/17/01	Registered	Section 8 & 15 Declaration due between 7/17/06-07
VITAQUEST INTERNATIONAL INC.	2,657,941	12/10/02	Registered	Sec. 8 & 15 Declaration due between 12/10/07-08
VITAQUEST INTERNATIONAL INC. (logo)	2,398,199	10/24/00	Registered	Section 8 & 15 Declaration due between 10/24/05-06
VORTEX	1,786,455	8/10/93	Registered	Renewal due 8/10/13

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Mark	Ser./ Reg. No.	Filing/ Reg. Date	Status	Next Action
WINDMILL (DIETARY FOOD SUPPLEMENTS)	1,368,559	11/5/85	Registered	Renewal due 11/5/05
WINDMILL (VITAMINS)	977,138	1/22/74	Registered	Renewal due 1/22/14
WINDMILL HEALTH PRODUCTS	2,485,733	9/4/01	Registered	Section 8 & 15 Declaration due between 9/4/06-07
XTRA LITE	2,585,645	6/25/02	Registered	Section 8 & 15 Declaration due between 6/25/07-08
XTRA TRIM EPHEDRA-FREE	76/568527	12/19/03	Response to Office Action Filed	
YOUTH FACTOR	78/539202	12/28/04	Filed	Awaiting Notice of Publication or Office Action
YOUTH FACTORS	78/534342	12/17/04	Filed	Awaiting Notice of Publication or Office Action
ZERO FAT	2,046,790	3/18/97	Registered	Renewal due 3/18/07

<u>ALL MARKS LISTED ON THIS CHART ARE REGISTERED TO VITAQUEST INTERNATIONAL LLC</u>			<u>Status</u>	<u>Next Action</u>
Mark ZYFLEX	Ser./ Reg. No. 78/131374	Filing/ Reg. Date 5/28/02	Notice of Allowance issued 2/25/03	Fifth & Final Extension or Statement of Use due 8/25/05

<u>Registered Mark</u>	<u>Name of Registrant</u>	<u>Registration Number</u>	<u>Date of Registration</u>
CHROMERELEASE	ALL MARKS LISTED ON THIS CHART ARE REGISTERED TO VITAQUEST INTERNATIONAL LLC Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	2,090,048	8/19/1997
NUTRIDERM	Garden State Nutritional Products, Inc., assigned to Vitaquest Int'l	2,046,318	3/18/1997
CELLUSLIM	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	1,647,835	6/18/1991
DERMA-PURE	Celmark Int'l, assigned to Vitaquest Int'l	1,844,044	7/12/1994

WINDMILL	Windmill Natural Vitamin Company, assigned to Vitaquest Int'l	1,368,559	11/5/1985
ADVANCED APPETITE SATISFYING WAFER	Vitaquest Int'l	2,456,044	5/29/2001
ALOE ESSENCE	Vitaquest Int'l	2,458,741	6/5/2001
BACK-EZE	Vitaquest Int'l	2,349,923	5/16/2000
BLUEPRINT BOTANICALS	Vitaquest Int'l	2,476,063	8/7/2001
CARDIO COCKTAIL	Vitaquest Int'l	2,304,534	12/28/1999
CARDIO COMPANION	Vitaquest Int'l	2,303,819	12/28/1999
CELLUSLIM	Vitaquest Int'l	2,332,130	3/21/2000
CHANGES	Vitaquest Int'l	2,237,956	4/13/1999
CHOLACTIVE	Vitaquest Int'l	2,456,081	5/29/2001
CITRI-LIFE	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	2,005,295	10/1/1996
COUNTRY FARMS	Eden's Own, Inc., assigned to Vitaquest Int'l	1,289,772	8/14/1984
CRAVE BLOCKER	Cybergenics America Corp., assigned to Vitaquest Int'l	2,502,567	10/30/2001
CREABOLIC FIZZ	Vitaquest Int'l	2,568,146	5/7/2002
CYBERGENICS	L&S Research Corp., assigned to Vitaquest Int'l	1,409,162	9/16/1986
CYBERGENICS QUICK TRIM	Cybergenics Corp., assigned to Vitaquest Int'l	1,869,194	12/27/1994
CYBERGENICS SUPER FAT-LOSS	Cybergenics Corp., assigned to Vitaquest Int'l	1,831,038	4/19/1994
CYBERGENICS FOR HARD GAINERS	Vitaquest Int'l	2,546,801	3/12/2002
CYBERPLEX	Cybergenics America	2,203,084	11/10/1998

	Corp., assigned to Vitaquest Int'l		
CYBERSYSTEM 7	Cybergenics America Corp., assigned to Vitaquest Int'l	2,451,747	5/15/2001
CYBERTRIM	Cybergenics Corp., assigned to Vitaquest Int'l	1,789,094	8/24/1993
CYBERXTREME	Cybergenics America Corp., assigned to Vitaquest Int'l	2,209,583	12/8/1998
CYTOGUARD	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	1,908,085	8/1/1995
DIET SLIM	Vitaquest Int'l	2,346,877	5/2/2000
DIETWORKS	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	2,048,355	3/25/1997
DRIVE ALERT	Vitaquest Int'l	2,448,197	5/1/2001
ENERGIZE YOUR BRAIN	Vitaquest Int'l	2,457,817	6/5/2001
ESSENTIAL K PLUS	Vitaquest Int'l	2,364,082	7/4/2000
FOODS PLUS	Foods Plus, Inc., assigned to Vitaquest Int'l	735,918	8/14/1962
FOR MEN ONLY	Vitaquest Int'l	2,146,851	3/24/1998
FOR WOMEN ONLY	Vitaquest Int'l	2,126,430	12/30/1997
GASTROPLEX	Vitaquest Int'l	2,211,770	12/15/1998
GINKGO FORCE	Vitaquest Int'l	2,449,655	5/8/2001
GLUCOFLEX	Vitaquest Int'l	2,498,908	10/16/2001
HERBAGESIC	Vitaquest Int'l	2,298,621	12/7/1999
HERBSCIENCE	Vitaquest Int'l	2,506,711	11/13/2001
HI-ENER-G	Vitaquest Int'l	2,305,206	1/4/2000
HIDDEN STRENGTH	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	1,482,129	3/29/1988

INFINITI	Cybergenics Corp., assigned to Vitaquest Int'l	1,833,619	5/3/1994
INSIDE SECRET	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	2,007,162	10/8/1996
IRON BODIES	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	1,654,161	8/20/1991
IRON CUTS	Vitaquest Int'l	2,197,661	10/20/1998
KAVA SUPREME	Vitaquest Int'l	2,290,090	11/2/1999
L.D. COMPLETE	Vitaquest Int'l	2,168,112	6/23/1998
LIPO PM	Vitaquest Int'l	2,456,045	5/29/2001
LIPOSTAT	Vitaquest Int'l	2,169,656	6/30/1998
MAGALEAN	Vitaquest Int'l	2,297,025	11/30/1999
MENOCOM	Vitaquest Int'l	2,112,341	11/11/1997
MENOPRIM	Vitaquest Int'l	2,251,848	6/8/1999
NEURROMAX	Vitaquest Int'l	2,211,769	12/15/1998
NUTRA BETIC	Home Shopping Network, Inc., assigned to Vitaquest Int'l	1,690,704	2/21/1990
NUTRIGESIC	Vitaquest Int'l	2,215,328	12/29/1998
NUTRITENSIVE	Vitaquest Int'l	2,269,542	8/10/1999
NUTRITIONWORKS	Vitaquest Int'l	2,210,617	8/28/1997
PERFECTING THE SCIENCE OF NATURE	Vitaquest Int'l	2,347,614	5/2/2000
PRECISION POWER	Cybergenics Corp., assigned to Vitaquest Int'l	1,931,320	10/31/1995
PROBIOLIN	Vitaquest Int'l	2,337,888	4/4/2000
QUICK TRIM	Quick Trim Clinic of LA, Inc., assigned to Vitaquest Int'l	1,820,953	2/15/1994
QUICK TRIM	Cybergenics America Corp., assigned to Vitaquest Int'l	2,337,614	4/4/2000
RESPIRON	Vitaquest Int'l	2,215,327	12/29/1998

SUPER JUICE	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	1,982,572	6/25/1996
SUPER WEIGHT LOSS	Vitaquest Int'l	2,606,930	8/13/2002
THERMO PURE	Vitaquest Int'l	2,478,424	8/14/2001
VITA BETIC	Home Shopping Network, Inc., assigned to Vitaquest Int'l	1,652,728	7/30/1991
VITA VIDA	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	2,080,501	7/22/1997
VITAQUEST INTERNATIONAL INC. [logo]	Vitaquest Int'l	2,398,199	10/24/2000
VITAQUEST	Vitaquest Int'l	2,470,143	7/17/2001
VORTEX	Cybergenics Corp., assigned to Vitaquest Int'l	1,786,455	8/10/1993
WINDMILL HEALTH PRODUCTS	Vitaquest Int'l	2,485,733	9/4/2001
WINDMILL	Windmill Natural Vitamin Co., Inc., assigned to Vitaquest Int'l	977,138	1/22/1974
XTRA LITE	Vitaquest Int'l	2,585,645	6/25/2002
ZERO FAT	Windmill Marketing Services, Inc., assigned to Vitaquest Int'l	2,046,790	3/18/1997
[design only] [silhouette of 3 buildings and windmill]	Windmill Natural Vitamin Co., Inc., assigned to Vitaquest Int'l	1,132,551	4/8/1980
PRAIRIE WAGON	Windmill Natural Vitamin Co., Inc., assigned to Vitaquest Int'l	1,329,862	4/9/1985
VITAQUEST INTERNATIONAL	Vitaquest Int'l	2,657,941	12/10/2002

INC.			
FOR WOMEN ONLY	Windmill Marketing Services, Inc., assigned to Vitequest Int'l	1,681,685	3/31/1992
O-CREME	Vitequest Int'l	78-055,537	3/28/2001
BIBLE POWER	Vitequest Int'l	76-120,095	8/30/2000
BIBLICAL FORMULATIONS	Vitequest Int'l	78-121,775	4/15/2002
CARDIOSEL TZER	Vitequest Int'l	78-103,197	1/17/2002
CELEBRITY SLIM	Vitequest Int'l	78-041,803	1/5/2001
NATURAL FORMULAS FOR HEALTHY LIVING	Vitequest Int'l	78-103,205	1/17/2002
NATURAL SOLUTIONS	Vitequest Int'l	78-113,962	3/11/2002
HOLLYWOOD SLIM	Vitequest Int'l	76-122,270	11/10/2000
OMEGA SLIM	Vitequest Int'l	78-039,339	12/14/2000
OSTEO-FIZZ	Vitequest Int'l	76-093,870	7/21/2000
HERBAFLU	Vitequest Int'l	78-055,654	3/29/2001
PREVENTACOL	Vitequest Int'l	78-103,210	1/17/2002
PRO-DIGEST	Vitequest Int'l	78-103,200	1/17/2002
THERMO-CARB	Vitequest Int'l	78-110,458	2/22/2002
THERMO-STACK	Vitequest Int'l	76-224,671	3/14/2001
THERMOGEL	Vitequest Int'l	78-133,303	6/5/2002
ZYFLEX	Vitequest Int'l	78-131,374	5/28/2002
3-G	Vitequest Int'l	78-103,194	1/17/2002

TRADEMARK

RECORDED: 03/18/2005

REEL: 003142 FRAME: 0104