

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PBM Products, LLC, as Obligor		07/26/2005	limited liability company: DELAWARE

RECEIVING PARTY DATA

Name:	Wachovia Bank, National Association, as Administrative Agent
Street Address:	201 South College Street
Internal Address:	CP-8
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	78601121	BEGINNINGS
Serial Number:	78601115	FIRST BEGINNINGS
Serial Number:	76566262	PUMPMATE
Serial Number:	76623583	GLUCOBURST
Serial Number:	76553115	BRIGHT BEGINNINGS
Serial Number:	76551712	BECAUSE TO A NEW MOM, EVERYTHING MATTERS
Serial Number:	76505292	BRIGHT BEGINNINGS
Registration Number:	2338166	
Registration Number:	2443260	THE RIGHT NUTRITION, SENSIBLY PRICED
Registration Number:	2268753	BABYSOY
Registration Number:	2253560	BABYMIL
Registration Number:	2730871	

OP \$315.00 78601121

CORRESPONDENCE DATA

Fax Number: (919)416-8339

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 919 286-8049

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27560

NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	09/13/2005

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of July 26, 2005 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligor thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
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SEE ATTACHED SCHEDULE A

TRADEMARK APPLICATIONS

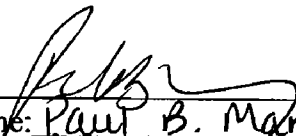
<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
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SEE ATTACHED SCHEDULE A

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

PBM PRODUCTS, LLC,
as Obligor

By: 
Name: Paul B. Manning
Title: President

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name: _____
Title: _____

PBM Products, LLC
IP Notice - Trademarks

TRADEMARK
REEL: 003158 FRAME: 0598

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

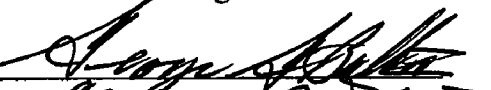
Very truly yours,

PBM PRODUCTS, LLC,
as Obligor

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: 
Name: GEORGE G. BAUM
Title: SENIOR VICE PRESIDENT

SCHEDULE A

**PBM Products, LLC
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
Design only	2338166	04/04/00
THE RIGHT NUTRITION, SENSIBLY PRICED	2443260	04/10/01
BABYBOY	2268753	08/10/99
BABYMIL	2253560	06/15/99
Design only	2730871	06/24/03

Pending Applications

Mark	Application No.	Filing Date
BEGINNINGS	78601121	04/04/05
FIRST BEGINNINGS	78601115	04/04/05
PUMPMATE	76566262	12/11/03
GLUCOBURST	76623583	12/07/04
BRIGHT BEGINNINGS	76553115	10/02/03
BECAUSE TO A NEW MOM, EVERYTHING MATTERS	76551712	09/25/03
BRIGHT BEGINNINGS	76505292	04/09/03