

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Assignment of Rights and Interests of First Lien Collateral Agent

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A., as First Lien Collateral Agent		09/20/2005	New York Banking Corporation:

**RECEIVING PARTY DATA**

<b>Name:</b>	General Electric Capital Corporation
<b>Street Address:</b>	500 Monroe Street
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60661
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 109**

Property Type	Number	Word Mark
Registration Number:	1993549	
Registration Number:	2643391	ADVANCED ANTIOXIDANT SHIELD
Registration Number:	2476286	ADVANCED BIOSOLUTIONS
Registration Number:	2900370	ADVANCED Q PLUS
Registration Number:	1873837	ALTERNATIVES
Registration Number:	2643242	ANXIETY EASE
Registration Number:	2858840	BP ESSENTIALS
Registration Number:	2456029	CHOLESTEROL SOLUTIONS
Registration Number:	2565886	CRANBERRY ESSENTIALS
Registration Number:	2585577	DAILY BALANCE
Registration Number:	2958952	DAILY BALANCE BONE HEALTH
Registration Number:	2731409	DAILY BALANCE COQ10
Registration Number:	2706371	DAILY BALANCE HOT FLASH

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Registration Number:	2706370	DAILY BALANCE IRON
Registration Number:	2866072	DAILY BALANCE JOINT ANSWER FOR WOMEN
Registration Number:	2775611	DAILY BALANCE L-CARNITINE
Registration Number:	2709066	DAILY BALANCE MEAL REPLACEMENT SHAKE
Registration Number:	2703912	DAILY BALANCE MENORRHAGIA
Registration Number:	2993196	DAILY BALANCE PAIN RELIEF CREAM
Registration Number:	2706372	DAILY BALANCE PMS
Registration Number:	2775612	DAILY BALANCE SOY ISOFLAVONES
Registration Number:	2889046	DAILY BALANCE VISION ANSWER
Registration Number:	2706895	DAILY BALANCE WEIGHT LOSS BOOSTER
Registration Number:	2832897	DAILY VITALITY
Registration Number:	2391857	DOCTORS' PREFERRED
Registration Number:	2353134	DOCTORS' PREFERRED
Registration Number:	2760171	EFA ADVANTAGE
Registration Number:	2834841	ELDERBERRY ADVANTAGE
Registration Number:	1979761	ENERGY ESSENTIALS
Registration Number:	2575637	ENERGY VITALIZER
Registration Number:	2163547	EPA-GLA ESSENTIALS
Registration Number:	2408587	FEELING ALIVE
Registration Number:	2448246	FLORA SOLUTIONS
Registration Number:	1976798	FORWARD
Registration Number:	2101255	FORWARD PLUS DAILY REGIMEN
Registration Number:	2680246	GLUCOSE ESSENTIALS
Registration Number:	1679079	HEALTH & HEALING
Registration Number:	2127412	HEALTH & HEALING
Registration Number:	2085633	HEALTH WISDOM FOR WOMEN
Registration Number:	1979760	HEALTHY DIRECTIONS
Registration Number:	2455733	HEART ADVANTAGE
Registration Number:	2011168	HEARTSENSE
Registration Number:	2235281	HERBAL PAIN ESSENTIALS
Registration Number:	2589018	HERBAL SUPERFOOD BOOSTER
Registration Number:	2434013	IMMUNE BOOST
Registration Number:	2434014	JOINT & MUSCLE COMFORT
Registration Number:	2239656	JOINT ESSENTIALS
Registration Number:	2513109	JOINT SOLUTIONS

Registration Number:	2815780	MEMORY DEFENSE
Registration Number:	2278025	MEMORY ESSENTIALS
Registration Number:	2586786	MENOPAUSE MULTINUTRIENT
Registration Number:	2664736	MENOPAUSE NUTRITIONAL SYSTEM
Registration Number:	2451566	MOOD HEALTH
Registration Number:	2317016	MOUNTAIN HOME DAILY ADVANTAGE
Registration Number:	2222042	MOUNTAIN HOME NUTRITIONALS
Registration Number:	2750895	NATURAL PAIN ADVANTAGE
Registration Number:	2875431	NATURAL PAIN ESSENTIALS
Registration Number:	2674418	NEURO-VASCULAR SUPPORT
Registration Number:	2860515	ONESOY
Registration Number:	2984084	OSTEOBUILD ADVANTAGE
Registration Number:	2545397	PERIMENOPAUSE MULTINUTRIENT
Registration Number:	2684842	PERIMENOPAUSE NUTRITIONAL SYSTEM
Registration Number:	2476579	POTENCE
Registration Number:	2846130	PROBIOTIC ADVANTAGE
Registration Number:	2513311	SEARCHING THE WORLD FOR BETTER HEALTH
Registration Number:	2762536	SKIN ADVANTAGE
Registration Number:	2665185	THE LARK LETTER
Registration Number:	2776404	THE NATURAL BEDCOZY
Registration Number:	2598508	VISION ADVANTAGE
Registration Number:	2846122	VITAL BRAIN
Serial Number:	76471079	ADVANCED Q
Serial Number:	78366037	DAILY BALANCE ESSENTIAL FATTY ACID COMPLEX
Serial Number:	78403231	DAILY BALANCE MEMORY ANSWER
Serial Number:	78425607	DAILY BALANCE RADIANCE
Serial Number:	75808185	DEFIENCE
Serial Number:	78218620	PEARLBOTICS
Serial Number:	78406492	PREZYME
Serial Number:	78428771	PROSTATE SOLUTIONS
Serial Number:	78422446	ULTRAFLEX SOOTHING COMFORT
Serial Number:	78406484	VITAL MOOD
Serial Number:	78686728	BIOSERENE
Serial Number:	78689842	BLOOD SUGAR ADVANTAGE
Serial Number:	78637878	CIRCULATE

Serial Number:	78540122	DAILY ANSWER MULTINUTRIENT FOR WOMEN
Serial Number:	78472672	DAILY BALANCE ALKALINIZER
Serial Number:	78704212	DAILY BALANCE APPETITE SUPPRESSANT
Serial Number:	78472739	DAILY BALANCE BONE REVITALIZER
Serial Number:	78578718	DAILY BALANCE PROBIOTIC ANSWER
Serial Number:	78478446	DAILY CHOLESTEROL
Serial Number:	78519411	DR. STEPHEN SINATRA'S HEART, HEALTH & NUTRITION A CARDIOLOGIST'S GUIDE TO TOTAL WELLNESS
Serial Number:	78583635	FORWARD NUTRITION
Serial Number:	78583680	HEALTHY DIRECTIONS
Serial Number:	78583670	HEALTHY DIRECTIONS PUBLISHING
Serial Number:	78540110	NATTOFLOW
Serial Number:	78678544	NEW DIMENSIONS IN HEALING
Serial Number:	78656063	O-3 ESSENTIALS
Serial Number:	78472722	PHASECLEAR
Serial Number:	78676009	PHYTONUTRIENT ESSENTIALS
Serial Number:	78488639	PROTEIN ADVANTAGE ENERGY SHAKE
Serial Number:	78637735	RIBOBOOST
Serial Number:	78472466	SHENANDOAH NUTRITION
Serial Number:	78507440	SIMPLE LIVING
Serial Number:	78478464	VISION CARE
Serial Number:	78465496	VITAL COMFORT
Serial Number:	78529070	VITAL DIGESTION
Serial Number:	78529158	VITAL EFA
Serial Number:	78529077	VITAL H FACTOR
Serial Number:	76336046	Q10 ADVANTAGE
Serial Number:	78667777	PROSTACOMPLETE

**CORRESPONDENCE DATA**

Fax Number: (404)572-5145

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

Phone: 404.572.4691

Email: JHannon@kslaw.com

Correspondent Name: James M. Hannon, Esq.

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ATTORNEY DOCKET NUMBER:	09631.009091
NAME OF SUBMITTER:	Vicky R. Bantug, Paralegal
Signature:	/Vicky R. Bantug/
Date:	10/12/2005
Total Attachments: 5 source=JPMorgan-GECC-1st#page1.tif source=JPMorgan-GECC-1st#page2.tif source=JPMorgan-GECC-1st#page3.tif source=JPMorgan-GECC-1st#page4.tif source=JPMorgan-GECC-1st#page5.tif	

**EXECUTION COPY****ASSIGNMENT OF TRADEMARK COLLATERAL**

THIS ASSIGNMENT OF TRADEMARK COLLATERAL, dated as of September 30, 2005 (hereinafter, this "First Lien Collateral Assignment"), by JPMORGAN CHASE BANK, N.A., as resigning First Lien Collateral Agent (the "Assignor") to GENERAL ELECTRIC CAPITAL CORPORATION, as successor First Lien Collateral Agent (hereinafter, the "Assignee");

WHEREAS, the Assignor acquired a security interest in the property described in that certain (i) Trademark Security Agreement, dated as of August 31, 2004 and amended from time to time, by HEALTHY DIRECTIONS PUBLISHING, LLC f/k/a ASP-ACI PHL ACQUISITION, LLC in favor of the Assignor for the benefit of the Administrative Agent and the several banks and other financial institutions (the "Lenders") from time to time parties to that certain the First Lien Collateral Agreement, dated as of August 31, 2004 (as amended, supplemented or otherwise modified from time to time, the "First Lien Credit Agreement"), among PH Holdco, LLC, HEALTHY DIRECTIONS, LLC (the "Borrower"), the Lenders and the Assignor, as recorded in the United States Patent and Trademark Office (the "USPTO") on September 20, 2004 on Reel 002939, Frame 0633 and (ii) Trademark Security Agreement, dated as of August 31, 2004 and amended from time to time, by DOCTORS' PREFERRED, LLC f/k/a PH DPI, LLC in favor of the Assignor for the benefit of the Administrative Agent and the Lenders from time to time parties to the First Lien Credit Agreement, as recorded in the USPTO on September 21, 2004 on Reel 002941, Frame 0001 (all such trademark registrations and applications attached hereto as Schedule 1, the "Trademark Collateral"); and

WHEREAS, pursuant to that certain Second Amendment to First Lien Credit Agreement and First Amendment to First Lien Guarantee and Collateral Agreement regarding, among other things, the resignation and appointment of the First Lien Collateral Agent (the "Resignation Agreement"), dated as of September 30, 2005, among the Borrower, the Assignor, the Assignee, and the other Lenders, whereby the Assignor resigned as First Lien Collateral Agent (as such term is defined in the Resignation Agreement) and the Assignee was appointed as successor First Lien Collateral Agent thereunder; and

WHEREAS, the Assignor is desirous of assigning and the Assignee is desirous of acquiring said security interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor by these presents does assign and transfer unto the Assignee the full, exclusive and entire right, title, and interest in the Trademark Collateral and all trademarks, trade names, corporate names, company names, business names, trade styles, service marks, certification marks, collective marks, logos and other source business identifiers, and all good will of the business associated therewith.

IN WITNESS WHEREOF, the undersigned has caused this First Lien Collateral Assignment to be executed by its duly authorized officers and its seal to be affixed, this 30th day of September, 2005.

JPMORGAN CHASE BANK, N.A., as Assignor

[Corporate Seal]

By: Kathryn A. Duncan  
Name: **KATHRYN A. DUNCAN**  
Title: **VICE PRESIDENT**

**Certificate of Acknowledgement**

STATE OF New York  
COUNTY OF New York

Before me, the undersigned attesting officer duly authorized to administer oaths, a Notary Public in and for the county aforesaid, on this 29<sup>th</sup> day of September, 2005, personally appeared Kathryn A. Duncan, to me known personally, and who, being by me duly sworn, deposes and says that she is the Vice President of JPMORGAN CHASE BANK, N.A., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and acknowledged said instrument to be the free act and deed of said corporation.

Elsa V. Griffith  
NOTARY PUBLIC

(SEAL)

My Commission Expires:

ELSA V. GRIFFITH  
Notary Public, State of New York  
No. 01GR4938119  
Qualified in Kings County  
Commission Expires March 30, 2007

Schedule 1**U.S. Trademark Registrations**

<u>Trademark</u>	<u>Registration #</u>	<u>Issuance Date</u>
(Design Mark)	1,993,549	8/13/1996
ADVANCED ANTIOXIDANT SHIELD	2,643,391	10/29/2002
ADVANCED BIOSOLUTIONS	2,476,286	8/7/2001
ADVANCED Q PLUS	2,900,370	11/2/2004
ALTERNATIVES	1,873,837	1/17/1995
ANXIETY EASE	2,643,242	10/29/2002
BP ESSENTIALS	2,858,840	6/29/2004
CHOLESTEROL SOLUTIONS	2,456,029	5/29/2001
CRANBERRY ESSENTIALS	2,565,886	4/30/2002
DAILY BALANCE	2,585,577	6/25/2002
DAILY BALANCE BONE HEALTH	2,958,952	6/7/2005
DAILY BALANCE COQ10	2,731,409	7/1/2003
DAILY BALANCE HOT FLASH	2,706,371	4/15/2003
DAILY BALANCE IRON	2,706,370	4/15/2003
DAILY BALANCE JOINT ANSWER FOR WOMEN	2,866,072	7/27/2004
DAILY BALANCE L-CARNITINE	2,775,611	10/21/2003
DAILY BALANCE MEAL REPLACEMENT SHAKE	2,709,066	4/22/2003
DAILY BALANCE MENORRHAGIA	2,703,912	4/8/2003
DAILY BALANCE PAIN RELIEF CREAM	2,993,196	9/6/2005
DAILY BALANCE PMS	2,706,372	4/15/2003
DAILY BALANCE SOY ISOFLAVONES	2,775,612	10/21/2003
DAILY BALANCE VISION ANSWER	2,889,046	9/28/2004
DAILY BALANCE WEIGHT LOSS BOOSTER	2,706,895	4/15/2003
DAILY VITALITY	2,832,897	4/13/2004
DOCTORS' PREFERRED	2,391,857	10/3/2000
DOCTORS' PREFERRED (Design)	2,353,134	5/30/2000
EFA ADVANTAGE	2,760,171	9/2/2003
ELDERBERRY ADVANTAGE	2,834,841	4/20/2004
ENERGY ESSENTIALS	1,979,761	6/11/1996
ENERGY VITALIZER	2,575,637	6/4/2002
EPA-GLA ESSENTIALS	2,163,547	6/9/1998
FEELING ALIVE	2,408,587	11/28/2000
FLORA SOLUTIONS	2,448,246	5/1/2001
FORWARD	1,976,798	5/28/1996
FORWARD PLUS DAILY REGIMEN	2,101,255	9/30/1997
GLUCOSE ESSENTIALS	2,680,246	1/28/2003
	1,679,079	
HEALTH & HEALING	Supplemental Register	3/10/1992
HEALTH & HEALING	2,127,412	1/6/1998



<u>Trademark</u>	<u>Registration #</u>	<u>Issuance Date</u>
HEALTH WISDOM FOR WOMEN	2,085,633	1/5/1997
HEALTHY DIRECTIONS	1,979,760	6/11/1996
HEART ADVANTAGE	2,455,733	5/29/2001
HEARTSENSE	2,011,168	10/22/1996
HERBAL PAIN ESSENTIALS	2,235,281	3/23/1999
HERBAL SUPERFOOD BOOSTER	2,589,018	7/2/2002
IMMUNE BOOST	2,434,013	3/6/2001
JOINT & MUSCLE COMFORT	2,434,014	3/6/2001
JOINT ESSENTIALS	2,239,656	4/13/1999
JOINT SOLUTIONS	2,513,109	11/27/2001
MEMORY DEFENSE	2,815,780	2/17/2004
MEMORY ESSENTIALS	2,278,025	9/14/1999
MENOPAUSE MULTINUTRIENT	2,586,786	6/25/2002
MENOPAUSE NUTRITIONAL SYSTEM	2,664,736	12/17/2002
MOOD HEALTH	2,451,566	5/15/2001
MOUNTAIN HOME DAILY ADVANTAGE	2,317,016	2/8/2000
MOUNTAIN HOME NUTRITIONALS	2,222,042	2/2/1999
NATURAL PAIN ADVANTAGE	2,750,895	8/12/2003
NATURAL PAIN ESSENTIALS	2,875,431	8/17/2004
NEURO-VASCULAR SUPPORT	2,674,418	1/14/2003
ONESOY	2,860,515	7/6/2004
OSTEOBUILD ADVANTAGE	2,984,084	8/9/2005
PERIMENOPAUSE MULTINUTRIENT	2,545,397	3/5/2002
PERIMENOPAUSE NUTRITIONAL SYSTEM	2,684,842	2/4/2003
POTENCE	2,476,579	8/7/2001
PROBIOTIC ADVANTAGE	2,846,130	5/25/2004
SEARCHING THE WORLD FOR BETTER HEALTH	2,513,311	11/27/2001
SKIN ADVANTAGE	2,762,536	9/9/2003
THE LARK LETTER	2,665,185	12/24/2002
THE NATURAL BEDCOZY	2,776,404	10/21/2003
VISION ADVANTAGE	2,598,508	7/23/2002
VITAL BRAIN	2,846,122	5/25/2004

## U.S. Trademark Applications for Registration

<u>Trademark</u>	<u>Serial #</u>	<u>Filing Date</u>
ADVANCED Q	76-471,079	11/19/2002
DAILY BALANCE ESSENTIAL FATTY ACID COMPLEX	78-366,037	2/11/2004
DAILY BALANCE MEMORY ANSWER	78-403,231	4/16/2004
DAILY BALANCE RADIANCE	78-425,607	5/26/2004
DEFIENCE	75-808,185	9/24/1999
PEARLBIOTICS	78-218,620	2/25/2003
PREZYME DIGESTIVE COMPLEX	78-406,492	4/22/2004
PROSTATE SOLUTIONS	78-428,771	6/2/2004
Q10 ADVANTAGE	76-336,046	11/9/2001
UltraFlex Soothing Comfort	78-422,446	5/20/2004
VITAL MOOD	78-406,484	4/22/2004
BioSerene	78-686,728	8/5/2005
Blood Sugar Advantage	78-689,842	8/10/2005
CIRCULATE	78-637,878	5/26/2005
DAILY ANSWER MULTINUTRIENT FOR WOMEN	78-540,122	12/30/2004
DAILY BALANCE ALKALINIZER	78-472,672	8/24/2004
Daily Balance Appetite Suppressant	78-704,212	8/31/2005
DAILY BALANCE BONE REVITALIZER	78-472,739	8/24/2004
DAILY BALANCE PROBIOTIC ANSWER	78-578,718	3/2/2005
DAILY CHOLESTEROL	78-478,446	9/3/2004
Dr. Stephen Sinatra's Heart, Health & Nutrition A Cardiologist's Guide to Total Wellness	78-519,411	11/18/2004
FORWARD NUTRITION	78-583,635	3/9/2005
HEALTHY DIRECTIONS	78-583,680	3/9/2005
HEALTHY DIRECTIONS PUBLISHING	78-583,670	3/9/2005
NATTOFLOW	78-540,110	12/30/2004
New Dimensions in Healing	78-678,544	7/26/2005
O-3 ESSENTIALS	78-656,063	6/22/2005
PhaseClear	78-472,722	8/24/2004
PHYTONUTRIENT ESSENTIALS	78-676,009	7/22/2005
PROSTACOMPLETE	78-677,777	7/11/2005
PROTEIN ADVANTAGE ENERGY SHAKE	78-488,639	9/23/2004
RIBOBOOST	78-637,735	5/26/2005
SHENANDOAH NUTRITION	78-472,466	8/24/2004
SIMPLE LIVING	78-507,440	10/28/2004
VISION CARE	78-478,464	9/3/2004
VITAL COMFORT	78-465,496	8/11/2004
VITAL DIGESTION	78-529,070	12/8/2004
VITAL EFA	78-529,158	12/8/2004
VITAL H FACTOR	78-529,077	12/8/2004