

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Second Lien Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Vitaquest International LLC		05/11/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Fonjoint LLC
Street Address:	1251 Avenue of the Americass
Internal Address:	c/o DLA Piper Rudnick Gray Cary US LLC
City:	New York
State/Country:	NEW YORK
Postal Code:	10020
Entity Type:	Collateral Agent:

PROPERTY NUMBERS Total: 127

Property Type	Number	Word Mark
Registration Number:	2456044	ADVANCED APPETITE SATISFYING WAFER
Serial Number:	78606923	AIR IMMUNE
Registration Number:	2458741	ALOE ESSENCE
Registration Number:	2349923	BACK-EZE
Serial Number:	78398075	APHRODITE 136
Serial Number:	78587797	BIBLICAL FORMULATIONS
Registration Number:	2476063	BLUEPRINT BOTANICALS
Serial Number:	78397918	C-REACTIVE
Serial Number:	78321537	CARB COMPANION
Registration Number:	2889442	CARBO-BLOCK
Registration Number:	2304534	CARDIO COCKTAIL
Registration Number:	2303819	CARDIO COMPANION
Registration Number:	2332130	CELLUSLIM

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Registration Number:	1647835	CELLUSLIM
Registration Number:	2237956	CHANGES
Registration Number:	2456081	CHOLACTIVE
Registration Number:	2090048	CHROMERELEASE
Registration Number:	2991197	CIDER TRIM
Registration Number:	2005295	CITRI-LIFE
Serial Number:	78536588	COLD AVERT
Serial Number:	78397992	"CORAL FACTOR"
Serial Number:	78185678	CORAL RELIEF
Serial Number:	78397725	CORTIFIT
Registration Number:	1289772	COUNTRY FARMS
Registration Number:	2502567	CRAVE BLOCKER
Registration Number:	2568146	CREABOLIC FIZZ
Registration Number:	1409162	CYBERGENICS
Registration Number:	2546801	CYBERGENICS FOR HARD GAINERS
Registration Number:	1869194	CYBERGENICS QUICK TRIM
Registration Number:	2451747	CYBERSYSTEM 7
Registration Number:	1789094	CYBERTRIM
Registration Number:	2209583	CYBERXTREME
Registration Number:	1908085	CYTOGUARD
Registration Number:	2346877	DIET SLIM
Serial Number:	78788164	DIET SLIM
Registration Number:	2048355	DIETWORKS
Registration Number:	2448197	DRIVE ALERT
Registration Number:	2457817	ENERGIZE YOUR BRAIN
Serial Number:	76602916	ESSENTIAL GREENS
Registration Number:	2364082	ESSENTIAL K PLUS
Serial Number:	78514286	ESTROBOLICS 247
Serial Number:	78699007	EZCAL
Registration Number:	1132551	
Serial Number:	78264557	FIBERLEAN
Serial Number:	76296655	FIREFLY
Registration Number:	0735918	FOODS PLUS
Registration Number:	2146851	FOR MEN ONLY
Registration Number:	2126430	FOR WOMEN ONLY

Registration Number:	1681685	FOR WOMEN ONLY
Serial Number:	78487016	GARDEN GREENS
Registration Number:	2922324	GARLIC SUPREME
Registration Number:	2449655	GINKGO FORCE
Registration Number:	2498908	GLUCOFLEX
Registration Number:	2922358	HAIR FARE
Registration Number:	2298621	HERBAGESIC
Registration Number:	2506711	HERBSCIENCE
Registration Number:	1482129	HIDDEN STRENGTH
Registration Number:	2305206	HI-ENER-G
Registration Number:	2007162	INSIDE SECRET
Registration Number:	1654161	IRON BODIES
Registration Number:	2290090	KAVA SUPREME
Registration Number:	0615148	KIDZ
Registration Number:	2168112	L.D. COMPLETE
Registration Number:	3037390	LIP "E"
Registration Number:	2456045	LIPO PM
Registration Number:	2169656	LIPOSTAT
Registration Number:	2297025	MEGALEAN
Serial Number:	78397927	MENO-CAL
Registration Number:	2112341	MENOCOM
Registration Number:	2251848	MENOPRIM
Serial Number:	78248551	MENOSOY
Registration Number:	2999769	MILLTRIUM SENIOR
Serial Number:	78471978	MULTI-ACTIVE FOR MEN
Serial Number:	78472004	MULTI-ACTIVE FOR WOMEN
Serial Number:	78353756	MULTI-LEAN
Registration Number:	2991215	NATURE'S APHRODISIAC FOR WOMEN WITH GOAT WEED
Serial Number:	78550137	NIGHT SLIM
Serial Number:	78312681	NITRIC PUMP
Registration Number:	2863009	NITROX
Registration Number:	1690704	NUTRA BETIC
Registration Number:	2046318	NUTRIDERM
Registration Number:	2269542	NUTRITENSIVE
Registration Number:	2451498	NUTRITIONARY

Serial Number:	78758667	NUTRITIONWORKS
Serial Number:	78864559	OMEGAFRESH
Serial Number:	78736616	OPTILIFE
Registration Number:	1220527	OPTIPLEX +75
Serial Number:	78552903	O2ASIS
Serial Number:	78535327	O2 QUENCHER
Serial Number:	78534744	OXY-QUENCHER
Registration Number:	2347614	PERFECTING THE SCIENCE OF NATURE
Registration Number:	2976695	POLY-ZYME
Registration Number:	1931320	PRECISION POWER
Registration Number:	2337888	PROBIOLIN
Serial Number:	78428106	PSOREPLEX
Registration Number:	1820953	QUICK TRIM
Registration Number:	2337614	QUICK TRIM
Serial Number:	78734405	SELECT GREENS
Serial Number:	76602970	7-DAY CLEANSING DIET
Serial Number:	78397946	SMOKER'S SOLUTION
Serial Number:	78457134	SPIRUGREENS
Registration Number:	1982572	SUPER JUICE
Registration Number:	2606930	SUPER WEIGHT LOSS
Registration Number:	2991214	THERA-MILL
Registration Number:	2391143	THERMOBOLICS
Registration Number:	2478424	THERMO PURE
Serial Number:	76224671	THERMO-STACK
Serial Number:	78415677	VEGEFLEX
Serial Number:	78552891	VEGESLIM
Registration Number:	2922357	VIT-IMMUNE
Registration Number:	1652728	VITA BETIC
Serial Number:	78501818	VITA-PURE
Registration Number:	2080501	VITA VIDA
Serial Number:	78601501	VITA-QUENCH
Serial Number:	78601504	VITAQUENCHER
Registration Number:	2470143	VITAQUEST
Registration Number:	2657941	VITAQUEST INTERNATIONAL INC.
Registration Number:	2398199	VITAQUEST INTERNATIONAL INC.

Serial Number:	78855311	VITAVESCENT
Registration Number:	1786455	VORTEX
Registration Number:	1368559	WINDMILL
Registration Number:	977138	WINDMILL
Registration Number:	2485733	WINDMILL HEALTH PRODUCTS
Registration Number:	2585645	XTRA LITE
Registration Number:	2991196	XTRA TRIM EPHEDRA-FREE
Serial Number:	78539202	YOUTH FACTOR
Registration Number:	2046790	ZERO FAT

CORRESPONDENCE DATA

Fax Number: (212)884-8464

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

Phone: 2128356164

Email: nytrademarks@dlapiper.com

Correspondent Name: DLA Piper Rudnick Gray Cary US LLC

Address Line 1: 1251 Avenue of the Americas

Address Line 2: Attn: Monica P. McCabe

Address Line 4: New York, NEW YORK 10020

ATTORNEY DOCKET NUMBER:	359301-2
NAME OF SUBMITTER:	Monica P. McCabe
Signature:	/monica mccabe/
Date:	05/16/2006

Total Attachments: 12

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SECOND LIEN TRADEMARK SECURITY AGREEMENT

Second Lien Trademark Security Agreement, dated as of May 11, 2006, by VITAQUEST INTERNATIONAL LLC, a Delaware limited liability company (the "Pledgor"), in favor of FONJOINT LLC, a Delaware limited liability company, 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:

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.

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 Pledgor:

- (a) Trademarks of 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).

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.

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.

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.

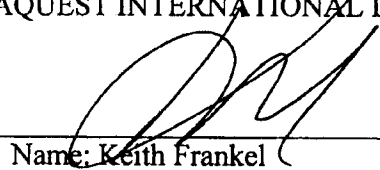
[Signature Page Follows]

IN WITNESS WHEREOF, the 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:



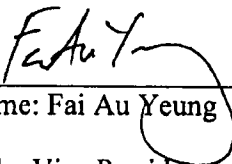
Name: Keith Frankel

Title: Chief Executive Officer

Accepted and Agreed:

FONJOINT LLC,
as Collateral Agent

By:



Name: Fai Au Yeung

Title: Vice President

SCHEDULE I
TO
SECOND LIEN TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Class</u>	<u>Status</u>
ADVANCED APPETITE SATISFYING WAFER	2,456,044	5/29/01	5	Registered
AIR IMMUNE	78/606923	4/12/05	5	Response to Office Action filed 4/6/06
ALOE ESSENCE	2,458,741	6/5/01	5	Registered (Supplemental Register)
BACK-EZE	2,349,923	5/16/00	5	Registered
APHRODITE 136	78/398075	4/7/04	5	Letter of suspension mailed 10/29/04
BIBLICAL FORMULATIONS	78/587797	3/15/05	5	Abandoned
BLUEPRINT BOTANICALS	2,476,063	8/7/01	5	Registered
C-REACTIVE	78/397918	4/7/04	5	Notice of Allowance issued 12/20/05
CARB COMPANION	78/321537	10/31/03	5	Notice of Allowance issued 11/9/04
CARBO-BLOCK	2,889,442	9/28/04	5	Registered
CARDIO COCKTAIL	2,304,534	12/28/99	5	Registered
CARDIO COMPANION	2,303,819	12/28/99	5	Registered
CELLUSLIM	2,332,130	3/21/00	5	Registered
CELLUSLIM	1,647,835	6/18/91	3, 42	Registered
CHANGES	2,237,956	4/13/99	5	Registered
CHOCOLACTIVE	2,456,081	5/29/01	5	Registered

<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Class</u>	<u>Status</u>
CHROMERELEASE	2,090,048	8/19/97	1	Registered
CIDER TRIM	2,991,197	9/6/05	5	Registered
CITRI-LIFE	2,005,295	10/1/96	5	Registered
COLD AVERT	78/536588	12/21/04	5	Notice of Allowance issued 12/13/05
"CORAL FACTOR"	78/397992	4/7/04	5	Notice of Allowance issued 12/20/05
CORAL RELIEF	78/185678	11/15/02	5	Notice of Allowance issued 6/1/04
CORTIFIT	78/397725	4/7/04	5	Notice of Allowance issued 5/10/05
COUNTRY FARMS	1,289,772	8/14/84	5	Registered
CRAVE BLOCKER	2,502,567	10/30/01	5	Registered
CREABOLIC FIZZ	2,568,146	5/07/02	5	Registered
CYBERGENICS	1,409,162	2/18/86	5	Registered
CYBERGENICS FOR HARD GAINERS	2,546,801	3/12/02	5	Registered
CYBERGENICS QUICK TRIM	1,869,194	12/27/94	5	Registered
CYBERSYSTEM 7	2,451,747	5/15/01	5	Registered
CYBERTRIM	1,789,094	8/24/93	5	Registered
CYBERXTREME	2,209,583	12/8/98	5	Registered

<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Class</u>	<u>Status</u>
CYTOGUARD	1,908,085	8/1/95	5	Registered
DIET SLIM	2,346,877	5/2/00	5	Registered
DIET SLIM	78/788164	1/10/06	32	Filed
DIETWORKS	2,048,355	3/25/97	5	Registered
DRIVE ALERT	2,448,197	5/1/01	5	Registered
ENERGIZE YOUR BRAIN	2,457,817	6/5/01	5	Registered
ESSENTIAL GREENS	76/602916	7/16/04	5	Office Action mailed 1/18/06
ESSENTIAL K PLUS	2,364,082	7/4/00	5	Registered
ESTROBOLICS 247	78/514286	11/10/04	5	Notice of Allowance issued 12/6/05
EZCAL	78/699,007	8/24/05		Publication Review completed 4/19/06
FARM SCENE AND DESIGN	1,132,551	4/8/80	5	Registered
FIBERLEAN	78/264557	6/19/03	5	Notice of Allowance issued 6/1/04
FIREFLY	76/296655	8/7/01	5	Notice of Allowance issued 12/6/05
FOODS PLUS	735,918	8/14/62	5	Registered
FOR MEN ONLY	2,146,851	3/24/98	5	Registered (Supplemental Register)
FOR WOMEN ONLY	2,126,430	12/30/97	5	Registered (Supplemental Register)

<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Class</u>	<u>Status</u>
FOR WOMEN ONLY	1,681,685	3/31/92	42	Registered
GARDEN GREENS	78/487016	9/21/04	5	Notice of Allowance issued 12/20/05
GARLIC SUPREME	2,922,324	2/1/05	5	Registered
GINKGO FORCE	2,449,655	5/8/01	5	Registered
GLUCOFLEX	2,498,908	10/16/01	5	Registered
HAIR FARE	2,922,358	2/1/05	5	Registered
HERBAGESIC	2,298,621	12/7/99	5	Registered
HERBSCIENCE	2,506,711	11/13/01	5	Registered
HIDDEN STRENGTH	1,482,129	3/29/88	5	Registered
HI-ENER-G	2,305,206	1/4/00	5	Registered
INSIDE SECRET	2,007,162	10/8/96	5	Registered
IRON BODIES	1,654,161	8/20/91	5	Registered
KAVA SUPREME	2,290,090	11/2/99	5	Registered
KIDZ	615,148	11/1/55	5	Registered
L.D. COMPLETE	2,168,112	6/23/98	5	Registered
LIP "E"	3,037,390	1/3/06	5	Registered

<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Class</u>	<u>Status</u>
LIPO PM	2,456,045	5/29/01	5	Registered
LIPOSTAT	2,169,656	6/30/98	5	Registered
MEGALEAN	2,297,025	11/30/99	5	Registered
MENO-CAL	78/397927	4/7/04	5	Notice of Allowance issued 12/20/05
MENOCOM	2,112,341	11/11/97	5	Registered
MENOPRIM	2,251,848	6/8/99	5	Registered
MENOSOY	78/248551	5/12/03	5	Letter of Suspension mailed 6/30/04
MILLTRIUM SENIOR	2,999,769	9/27/05	5	Registered
MULTI-ACTIVE FOR MEN	78/471978	8/23/04	5	Notice of Allowance issued 11/15/05
MULTI-ACTIVE FOR WOMEN	78/472004	8/23/04	5	Notice of Allowance issued 11/15/05
MULTI-LEAN	78/353756	1/19/04	5	Notice of Allowance issued 1/3/06
NATURE'S APHRODISIAC FOR WOMEN WITH GOAT WEED	2,991,215	9/6/05	5	Registered
NIGHT SLIM	78/550137	1/19/05	5	Notice of Allowance issued 12/27/05
NITRIC PUMP	78/312681	10/13/03	5	Notice of Allowance issued 4/19/05
NITROX	2,863,009	7/13/04	5	Registered
NUTRA BETIC	1,690,704	6/2/92	5	Registered

<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Class</u>	<u>Status</u>
NUTRIDERM	2,046,318	3/18/97	1	Registered
NUTRITENSIVE	2,269,542	8/10/99	5	Registered
NUTRITIONARY	2,451,498	5/15/01	5	Registered
NUTRITIONWORKS	78/758667	11/21/05	5	Filed
OMEGAFRESH	78/864559	4/19/06	5	Filed
OPTILIFE	78/736616	10/19/05	5	Letter of Suspension e-mailed 5/1/06
OPTIPLEX +75	1,220,527	12/21/82	5	Registered
O2ASIS	78/552903	1/24/05	5	Notice of Allowance issued 1/24/06
O2 QUENCHER	78/535327	12/20/04	5	Notice of Allowance issued 1/3/06
OXY-QUENCHER	78/534744	12/17/04	5	Published for Opposition 4/25/06
PERFECTING THE SCIENCE OF NATURE	2,347,614	5/2/00	5	Registered
POLY-ZYME	2,976,695	7/26/05	5	Registered
PRECISION POWER	1,931,320	10/31/95	5	Registered
PROBIOLIN	2,337,888	4/4/00	5	Registered
PSOREPLEX	78/428106	6/1/04	5	Notice of Allowance issued 8/9/05
QUICK TRIM	1,820,953	2/15/94	5	Registered

<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Class</u>	<u>Status</u>
QUICK TRIM	2,337,614	4/4/00	5	Registered
SELECT GREENS	78/734405	10/17/05	5	Office Action e-mailed 4/23/06
7-DAY CLEANSING DIET	76/602970	7/16/04	5	Published for Opposition 2/21/06
SMOKER'S SOLUTION	78/397946	4/7/04	5	Notice of Allowance issued 5/24/05
SPIRUGREENS	78/457134	7/27/04	5	Notice of Allowance issued 10/18/05
SUPER JUICE	1,982,572	6/25/96	5	Registered
SUPER WEIGHT LOSS	2,606,930	8/13/02	5	Registered
THERA-MILL	2,991,214	9/6/05	5	Registered
THERMOBOLICS	2,391,143	10/03/00	5	Registered
THERMO PURE	2,478,424	8/14/01	5	Registered
THERMO-STACK	76/224671	3/14/01	5	Letter of Suspension mailed 3/19/02
VEGEFLEX	78/415677	5/10/04	5	Notice of Allowance issued 5/24/05
VEGESLIM	78/552891	1/24/05	5	Letter of Suspension e-mailed 8/22/05
VIT-IMMUNE	2,922,357	2/1/05	5	Registered
VITA BETIC	1,652,728	7/30/91	5	Registered
VITA-PURE	78/501818	10/19/04	32	Letter of Suspension mailed 5/25/05

<u>Mark</u>	<u>Ser./ Reg. No.</u>	<u>Filing/ Reg. Date</u>	<u>Class</u>	<u>Status</u>
VITA VIDA	2,080,501	7/22/97	5	Registered
VITA-QUENCH	78/601501	4/4/05	5, 32	Letter of Suspension mailed 11/1/05
VITAQUENCHER	78/601504	4/4/05	5, 32	Letter of Suspension mailed 5/25/05
VITAQUEST	2,470,143	7/17/01	5	Registered
VITAQUEST INTERNATIONAL INC.	2,657,941	12/10/02	40, 42	Registered
VITAQUEST INTERNATIONAL INC. (logo)	2,398,199	10/24/00	5	Registered
VITAVESCENT	78/855311	4/6/06	5	Filed
VORTEX	1,786,455	8/10/93	5	Registered
WINDMILL (DIETARY FOOD SUPPLEMENTS)	1,368,559	11/5/85	3,5	Registered
WINDMILL (VITAMINS)	977,138	1/22/74	5	Registered
WINDMILL HEALTH PRODUCTS	2,485,733	9/4/01	5	Registered
XTRA LITE	2,585,645	6/25/02	5	Registered
XTRA TRIM EPHEDRA- FREE	2,991,196	9/6/05	5	Registered
YOUTH FACTOR	78/539202	12/28/04	3	Notice of Allowance issued 12/6/05
ZERO FAT	2,046,790	3/18/97	5	Registered