

# TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT																												
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST																												
<b>CONVEYING PARTY DATA</b>																													
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**TRADEMARK**  
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**CORRESPONDENCE DATA**

Fax Number: (703)415-1557

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

Phone: 703-415-1555

Email: mail@specializedpatent.com

Correspondent Name: Christopher E. Kondracki

Address Line 1: 2001 Jefferson Davis, Hwy., Suite 1007

Address Line 4: Arlington, VIRGINIA 22202

ATTORNEY DOCKET NUMBER:

6060170TM

NAME OF SUBMITTER:

Christopher E. Kondracki

Signature:

/Christopher E. Kondracki/

Date:

07/07/2006

**Total Attachments: 5**

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## FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

Reference is made to that certain Amended and Restated Credit Agreement, dated as of September 30, 2005 (as amended, supplemented or modified from time to time, the "Credit Agreement"), by and among **AMERIFIT NUTRITION, INC.**, a Delaware corporation, **AMERIFIT, INC.**, a Delaware corporation, **AMERIFIT PHARMA, INC.** (f/k/a PolyMedica Pharmaceuticals (U.S.A.), Inc.), a Massachusetts corporation, and **AMERIFIT PHARMA (PUERTO RICO), INC.** (f/k/a PolyMedica Pharmaceuticals (Puerto Rico), Inc.), a Delaware corporation, (individually, a "Borrower" and collectively, the "Borrowers"), **CHARTER AMERIFIT LLC**, a Delaware limited liability company, and **CHARTER AMERIFIT HOLDING CORPORATION**, a Delaware corporation (individually, a "Guarantor" and collectively, the "Guarantors", and together with the Borrowers, individually, a "Credit Party", and collectively, the "Credit Parties"), CapitalSource Finance LLC, as a Lender and agent for the Lenders (in such capacity, the "Agent") and certain other Lenders party thereto from time to time.

Reference is also hereby made to that certain Intellectual Property Security Agreement dated as of April 1, 2005, as supplemented by that certain Joinder to Intellectual Property Security Agreement dated as of September 30, 2005 (as amended, supplemented or modified from time to time, the "IP Security Agreement") by and among certain of the Credit Parties and the Agent. All capitalized terms not otherwise defined herein shall have the meaning given such terms in the IP Security Agreement or the Credit Agreement, as applicable.

Pursuant to that certain Asset Purchase Agreement dated as of May 31, 2006, Amerifit, Inc. has purchased certain assets, including without limitation, certain Intellectual Property, from ConAgra Functional Foods, Inc. and certain of its Affiliates. In accordance with the terms of the IP Security Agreement, the Credit Parties hereby deliver to the Agent an updated Schedule I to the IP Security Agreement.

The Credit Parties hereby represent, warrant and covenant to and with the Agent that Schedule I hereto sets forth the Intellectual Property presently owned by the Grantors under the IP Security Agreement. Schedule I attached hereto shall supersede the Schedule I presently attached to the IP Security Agreement and shall hereafter be attached as Schedule I to the IP Security Agreement.

IN WITNESS WHEREOF, each of the parties hereto have caused this Delivery Pursuant to Intellectual Property Security Agreement to be executed by its duly authorized representatives as of the date first above written.

CREDIT PARTIES:

AMERIFIT NUTRITION, INC.

By: 

Name: Victor H. Emerson, Jr.

Title: Senior Vice President Finance, CFO

AMERIFIT, INC.

By: 

Name: Victor H. Emerson, Jr.

Title: Senior Vice President Finance, CFO

AMERIFIT PHARMA, INC.

By: 

Name: Victor H. Emerson, Jr.

Title: Senior Vice President Finance, CFO

AMERIFIT PHARMA (PUERTO RICO),  
INC.

By: 

Name: Victor H. Emerson, Jr.

Title: Senior Vice President Finance, CFO

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CHARTER AMERIFIT LLC

By:

Name: Victor H. Emerson, Jr.  
Title: Senior Vice President Finance, CFO

CHARTER AMERIFIT HOLDING  
CORPORATION

By:

Name: Victor H. Emerson, Jr.  
Title: Senior Vice President Finance, CFO

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*Signature Page to Amerifit Amendment to  
IP Security Agreement*

Acknowledged and Accepted:

CAPITALSOURCE FINANCE LLC, as Agent

By:

  
Name: Peggy Balsawer

Title: Associate General Counsel  
Corporate Finance

**SCHEDULE I**

<b><u>Trademark</u></b>	<b><u>Owner</u></b>	<b><u>Country</u></b>	<b><u>Status</u></b>	<b><u>Application Number and/or Registration Number</u></b>	<b><u>Filing Date and/or Registration Date</u></b>
SOFTOUCH	Amerifit, Inc.	USA	Pending	78/855506	April 6, 2006
URICEUTICAL	Amerifit Pharma, Inc.	USA	Pending	78/773906	December 15, 2005
CULTURELLE	Amerifit, Inc.	USA	Registered	2,309,490	January 18, 2000
THE PREMIER PROBIOTIC	Amerifit, Inc.	USA	Pending	78/766,898	December 5, 2005
THE PREMIER PROBIOTIC CULTURELLE (AND DESIGN)	Amerifit, Inc.	USA	Pending	78/766,904	December 5, 2005

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