

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																																											
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 30%;">Name</th> <th style="width: 30%;">Formerly</th> <th style="width: 20%;">Execution Date</th> <th style="width: 20%;">Entity Type</th> </tr> <tr> <td>PBM Products, LLC</td> <td></td> <td>09/29/2006</td> <td>LIMITED LIABILITY COMPANY: DELAWARE</td> </tr> </table>	Name	Formerly	Execution Date	Entity Type	PBM Products, LLC		09/29/2006	LIMITED LIABILITY COMPANY: DELAWARE																																			
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RECEIVING PARTY DATA																																											
Name:	Wachovia Bank, National Association, as Administrative Agent																																										
Street Address:	201 S. 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: 19																																											
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 20%;">Property Type</th> <th style="width: 15%;">Number</th> <th style="width: 65%;">Word Mark</th> </tr> <tr> <td>Registration Number:</td> <td>3080290</td> <td>GLUCOBURST</td> </tr> <tr> <td>Registration Number:</td> <td>3136209</td> <td>BECAUSE TO A NEW MOM, EVERYTHING MATTERS</td> </tr> <tr> <td>Registration Number:</td> <td>2730871</td> <td></td> </tr> <tr> <td>Registration Number:</td> <td>2338166</td> <td></td> </tr> <tr> <td>Registration Number:</td> <td>2443260</td> <td>THE RIGHT NUTRITION, SENSIBLY PRICED</td> </tr> <tr> <td>Registration Number:</td> <td>2253560</td> <td>BABYMIL</td> </tr> <tr> <td>Serial Number:</td> <td>78934122</td> <td>LITTLE VEGGIES</td> </tr> <tr> <td>Serial Number:</td> <td>78934094</td> <td>LITTLE FRUITS</td> </tr> <tr> <td>Serial Number:</td> <td>78934055</td> <td>LITTLE PUFFS</td> </tr> <tr> <td>Serial Number:</td> <td>78852508</td> <td>GENTLE PROTEIN</td> </tr> <tr> <td>Serial Number:</td> <td>78746484</td> <td>THINK 15</td> </tr> <tr> <td>Serial Number:</td> <td>78734578</td> <td>QUICKSERVE</td> </tr> <tr> <td>Serial Number:</td> <td>78707395</td> <td>GLUCOBURST</td> </tr> </table>	Property Type	Number	Word Mark	Registration Number:	3080290	GLUCOBURST	Registration Number:	3136209	BECAUSE TO A NEW MOM, EVERYTHING MATTERS	Registration Number:	2730871		Registration Number:	2338166		Registration Number:	2443260	THE RIGHT NUTRITION, SENSIBLY PRICED	Registration Number:	2253560	BABYMIL	Serial Number:	78934122	LITTLE VEGGIES	Serial Number:	78934094	LITTLE FRUITS	Serial Number:	78934055	LITTLE PUFFS	Serial Number:	78852508	GENTLE PROTEIN	Serial Number:	78746484	THINK 15	Serial Number:	78734578	QUICKSERVE	Serial Number:	78707395	GLUCOBURST	
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TRADEMARK
REEL: 003410 FRAME: 0630

Serial Number:	78666838	DIVIDA
Serial Number:	78655046	ULTRA BEGINNINGS
Serial Number:	78601121	BEGINNINGS
Serial Number:	78601115	FIRST BEGINNINGS
Serial Number:	76553115	BRIGHT BEGINNINGS
Serial Number:	76505292	BRIGHT BEGINNINGS

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

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Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	512485.1389NGSITPBMJES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	10/17/2006

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of September 29, 2006 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors 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 on Schedule 1 to the Administrative Agent for the ratable benefit of the Lenders:

PBM HOLDINGS, INC. AND PBM NUTRITIONALS, LLC
NOTICE OF GRANT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY (TRADEMARKS)

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: James C. Reebals
Title: VP Finance

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name: _____
Title: _____

PBM HOLDINGS, INC. AND PBM NUTRITIONALS, LLC
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Very truly yours,

PBM PRODUCTS, LLC,
as Obligor

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: 
Name: L. Richard DiDonato
Title: Managing Director

TRADEMARKS

Mark	Registration No.	Registration Date
GLUCOBURST	3080290	04/11/06
BECAUSE TO A NEW MOM, EVERYTHING MATTERS	3136209	08/29/06
Design only	2730871	06/24/03
Design only	2338166	04/04/00
THE RIGHT NUTRITION, SENSIBLY PRICED	2443260	04/10/01
BABYMIL	2253560	06/15/99

TRADEMARK APPLICATIONS

Mark	Application No.	Filing Date
LITTLE VEGGIES	78934122	07/20/06
LITTLE FRUITS	78934094	07/20/06
LITTLE PUFFS	78934055	07/20/06
GENTLE PROTEIN	78852508	04/03/06
THINK 15	78746484	11/03/05
QUICKSERVE	78734578	10/17/05
GLUCOBURST	78707395	09/06/05
DIVIDA	78666838	07/08/05
ULTRA BEGINNINGS	78655046	06/21/05
BEGINNINGS	78601121	04/04/05
FIRST BEGINNINGS	78601115	04/04/05
BRIGHT BEGINNINGS	76553115	10/02/03
BRIGHT BEGINNINGS	76505292	04/09/03