

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

11/06/2006
900061970

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Good Health Natural Foods, Inc.	FORMERLY Good Health Operating Corporation, successor in interest to Good Health Natural Foods, Inc. and Energywell Natural Foods, LLC	12/29/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BET Associates, L.P.
Composed Of:	COMPOSED OF BRU Holding Co., LLC, general partner
Street Address:	3103 Filmont Avenue
City:	Huntington Valley
State/Country:	PENNSYLVANIA
Postal Code:	19006
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	2729656	BISTRO CHIPS
Registration Number:	2988184	CARB BE GONE
Registration Number:	2982916	CARB X
Registration Number:	2988183	ENERGYWELL NATURAL FOODS
Registration Number:	2768509	GARDEN STICKS
Registration Number:	2848177	GATOR BITES
Registration Number:	2450380	GOOD HEALTH
Registration Number:	2608127	MELANGE
Registration Number:	2802414	ROSEE
Registration Number:	2252045	SOUTH OF FRANCE
Registration Number:	2293775	VEGGIE BITZ

OP S790.00 2729656

Registration Number:	2796316	VEGGIE CRINKLE
Registration Number:	3086256	VEGGIE PARTY
Registration Number:	2673332	VEGGIE RINGS
Registration Number:	2287911	VEGGIE STICKS
Registration Number:	2143742	VEGGIE STIX
Registration Number:	2903184	VEGGIE STIX
Registration Number:	2845185	VEGIMALS
Registration Number:	2917542	X OUT THE CARBS
Serial Number:	78140914	COOL COOKED
Serial Number:	78348392	DREAM POPS
Serial Number:	78431582	ENERGYWELL
Serial Number:	78828026	ENERGYWELL
Serial Number:	78404336	MAC N' CRUNCH
Serial Number:	78310572	POLENTA CHIPS
Serial Number:	78399241	PROCHIPS
Serial Number:	78398230	PROSTIX
Serial Number:	78356088	SOLEA
Serial Number:	78111219	VEGSTIX
Serial Number:	78893449	WHY SETTLE FOR THE ORDINARY WHEN YOU CAN EXPERIENCE THE EXTRAORDINARY?
Serial Number:	78893846	WHY SETTLE FOR THE ORDINARY WHEN YOU CAN EXPERIENCE THE EXTRAORDINARY?

CORRESPONDENCE DATA

Fax Number: (215)405-3789
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215-977-2166
 Email: inocella@wdfblock.com
 Correspondent Name: Peter T. Wakiyama, Esquire
 Address Line 1: 1650 Arch Street
 Address Line 2: 22nd Floor
 Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:

MYF002-221542

NAME OF SUBMITTER:

Peter T. Wakiyama

Signature:

/petertwakiyama/

Date:

11/06/2006

Total Attachments: 5

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NOTICE OF GRANT OF SECURITY INTEREST

(Trademarks)

WHEREAS, on December 29, 2005, GOOD HEALTH NATURAL FOODS, INC., a California corporation ("Good Health California"), and ENERGYWELL NATURAL FOODS, LLC, a California limited liability company ("EnergyWell"), were merged (the "Merger") with and into GOOD HEALTH OPERATING CORPORATION, a Delaware corporation ("Good Health Delaware"), and in connection with the Merger the name of Good Health Delaware was changed to GOOD HEALTH NATURAL FOODS, INC.;

WHEREAS, Good Health Delaware, as successor in interest to Good Health California and EnergyWell pursuant to the Merger ("Grantor"), has adopted, used and is using the trademarks and service marks listed on the annexed Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, each of Good Health California and EnergyWell has entered into a Trademark Security Agreement dated as of August 3, 2004 (the "Security Agreement") in favor of BET Associates, L.P. (the "Grantee") and, pursuant to the Merger, Good Health Delaware has assumed all of the obligations of Good Health California and EnergyWell under the Security Agreement;

WHEREAS, pursuant to the Security Agreement, Grantor granted to the Grantee a security interest in all right, title and interest of Grantor in, to and under the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and restrictions thereof, and all proceeds thereof, including, without limitation, any and all causes of action that may exist by reason of infringement thereof (all of the foregoing collectively, the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

WHEREAS, pursuant to the Intercreditor and Subordination Agreement, dated as of December 30, 2005 (the "Subordination Agreement"), by the Grantee for the benefit of Wells Fargo Bank, National Association (with its participants, successors and assigns, the "Senior Lender"), acting through its Wells Fargo Business Credit operating division, the Grantee agreed to subordinate the payment of the Grantee's loans and other financial accommodations to the payment of any and all indebtedness of the Grantor to the Senior Lender;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby acknowledge and affirm its grant to the Grantee of a security interest in the Collateral pursuant to the Security Agreement to secure the prompt payment, performance and observance of the Obligations, subject to the rights of the Senior Lender pursuant to the Subordination Agreement.


Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement and the Subordination Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

NYC-544687.1/MYP002-Z21541
12646040.5 BUSINESS

TRADEMARK

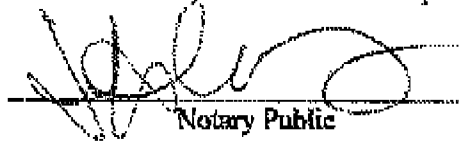
IN WITNESS WHEREOF, Grantor has caused this Notice of Grant of Security Interest to be duly executed by its officer thereunto duly authorized as of October 9, 2006.

GOOD HEALTH NATURAL FOODS, INC., a Delaware corporation

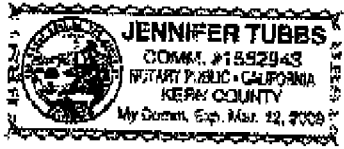
By: 
Name: _____
Title: _____

California
 STATE OF NEW YORK)
)
 San Francisco) ss.:
 COUNTY OF SUFFOLK)

On this 9 day of October, 2006, before me personally came Eric C. Root, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the CEO of Good Health Natural Foods, Inc., a Delaware corporation, and that he executed the foregoing instrument in the name of such corporation and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said corporation for the uses and purposes therein mentioned.



 Notary Public



SCHEDULE A TO ASSIGNMENT FOR SECURITY**(TRADEMARKS AND TRADEMARK APPLICATIONS)****U.S. TRADEMARK APPLICATIONS**

Trademark	Serial No.	Filing Date
Cool Cooked	78-140914	July 2, 2002
Dream Pops	78-348392	January 6, 2004
Energywell	* 78-431582	June 8, 2004
ENERGYWELL	78-828026	March 2, 2006
Mac N' Crunch	78-404336	April 19, 2004
Polenta Chips	78-310572	October 7, 2003
Prochips	78-398241	April 7, 2004
Prostix	78-398230	April 7, 2004
Solea	78-356071	January 22, 2004
Solea	78-356068	January 22, 2004
* Vegstix	* 78-111219	February 26, 2002
WHY SETTLE FOR THE ORDINARY WHEN YOU CAN EXPERIENCE THE EXTRAORDINARY?	78-893449	May 25, 2006
WHY SETTLE FOR THE ORDINARY WHEN YOU CAN EXPERIENCE THE EXTRAORDINARY?	78-893846	May 26, 2006

* indicates to be abandoned

NYC:44687.1/MYV002-221542
126460401.5.BUSINESS

TRADEMARK

U.S. TRADEMARK REGISTRATIONS

Trademark	Registration No.	Registration Date
Bistro Chips	2729656	June 24, 2003
** Carb Be Gone	2988184	August 23, 2005
Carb X	2982916	August 9, 2005
** Energywell Natural Foods	2988183	August 23, 2005
Garden Sticks	2768509	September 30, 2003
Gator Bites	2848177	June 1, 2004
Good Health	2450380	May 15, 2001
Melange	2608127	August 13, 2002
Roscoe	2602414	July 30, 2002
South of France	2252045	June 8, 1999
Veggie Bitz	2293775	November 16, 1999
Veggie Crinkle	2796316	December 16, 2003
Veggie Party	3086256	April 25, 2006
Veggie Rings	2673332	January 7, 2003
Veggie Sticks	2267911	May 19, 1998
Veggie Stix	2143742	March 16, 1998
Veggiestix	2903184	November 16, 2004
Vegimals	2845195	May 25, 2004
X Out The Carbs	2917542	January 11, 2005

**indicates current owner of indicated trademark is "EnergyWell Natural Foods, Terry Hunt and Dean Karnazes, U.S. citizens, Partnership". The Borrower is successor to EnergyWell Natural Foods, LLC by merger.