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J.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

103096462

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Country Life, LLC

- Individual(s)
General Partnership
Corporation-State
Other New York Limited Liability Co.

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
Security Agreement
Other
Merger
Change of Name

Execution Date: 03/30/2005

2. Name and address of receiving party(ies)

Name: JPMorgan Chsae Bank

Internal

Address:

Street Address: 395 North Service Road

City: Melville State: NY Zip: 11747

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other Bank

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

see attached

B. Trademark Registration No.(s)

see attached

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Amy Lee Brady

Internal Address: CSC

Street Address: 80 State Street, 6th Floor

City: Albany State: NY Zip: 12207

6. Total number of applications and registrations involved:

121

7. Total fee (37 CFR 3.41) \$ 3040.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Amy Lee Brady

Name of Person Signing

[Signature]

Signature

04/14/2005

Date

Total number of pages including cover sheet, attachments, and document: 14

04/15/2005 DBYRNE 00000217 78555986

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:8521 02 FC:8522

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TRADEMARK REEL: 003229 FRAME: 0115

**TRADEMARK SECURITY AGREEMENT
FOR RECORDATION**

WHEREAS, COUNTRY LIFE, LLC, a New York limited liability company (the "Company"), having its principal place of business at 180 Vanderbilt Motor Parkway, Hauppauge, New York 11788, is now the owner of all right, title and interest in and to the United States trademark and trademark applications set forth on Schedule A attached hereto (the "Trademarks");

WHEREAS, pursuant to the terms and conditions of the Patent and Trademark Security Agreement dated as of December 19, 2002 (as the same may be amended or modified from time to time, the "Patent and Trademark Agreement") made by Consac Industries Inc. and Tea Tree Solutions, Inc. in favor of **JPMORGAN CHASE BANK**, as Administrative Agent and **JPMORGAN CHASE BANK**, in its individual capacity (now known as JPMorgan Chase Bank, N.A., and collectively, the "Secured Party"), the Company is required to grant a security interest in, and lien on, the Trademarks to secure the Obligations (as defined in the Patent and Trademark Agreement); and

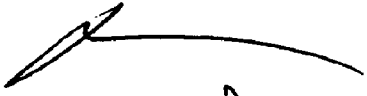
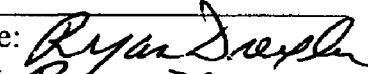

WHEREAS, the Company is willing to grant to Secured Party for itself and for the ratable benefit of the Credit Parties (as such term is defined in the Patent and Trademark Agreement), as applicable, the security interest in and lien on the Trademarks.

NOW, THEREFORE for good and valuable consideration, the receipt of which is hereby acknowledged, and subject to the terms and conditions of the Patent and Trademark Agreement, the Company hereby grants to Secured Party for itself and for the ratable benefit of the Credit Parties a security interest in, and a lien upon, the Trademarks, which security interest shall secure all the Obligations and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the Secured Party with respect to the security interest granted hereby are more fully set forth in the Patent and Trademark Agreement.


New York, New York
March 30, 2005

COUNTRY LIFE, LLC

By: 
Name: 
Title: 

STATE OF NEW YORK)
)SS:
COUNTY OF NEW YORK)

On the 30th day of March in the year 2005 before me, the undersigned, a Notary Public in and for said State, personally appeared Ryan Dwyer personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity(ies), and that by his/her signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.



Notary Public

EDWARD F. DULL
Notary Public, State of New York
No. 02DU6064374
Qualified in Nassau County
Commission Expires Sept. 24, 2005

Annex 1

COUNTRY LIFE BRAND MARKS		TRADEMARK	
Product Name	Class	Registration No.	Issue Date
17A Oxo-Malone	Dietary Food Supplements, Class 05	78555986	January 28, 2005
4 Thought	Dietary Food Supplements, Class 05	2195718	August 29, 1997
Action Max	Vitamins and Nutritional Supplements, Class 05	2003032	October 5, 1995
Baby Dophilus	Dietary Supplements, Class 05	2331428	September 23, 1998
Beyond Food	Nutritional Supplements, Class 05	2826156	October 17, 2002
Bone Density Factors	Dietary Food Supplements, Class 05	2106206	August 1, 1999
Cardio Factors	Dietary Food Supplements, Class 05	2106207	July 31, 1995
Cell Factors	Dietary Food Supplements, Class 05	2635858	May 11, 1999
Circulation Factors	Dietary Food Supplements, Class 05	2192685	November 1, 1996
Circu-Pressure	Dietary Supplements, Class 05	2214636	December 2, 1997
Cocoa Noir	Candies, chocolates, confectioneries; Class 030	78416559	May 11, 2004
Country Life	Vitamins, Class 05	1086784	July 22, 1977
Country Life (Design)	Dietary Food Supplements, Class 05	1824832	December 24, 1992
Country Life (Words Only)	Cosmetics and Hair, Class 03	1824833	December 24, 1992
Cran-Complete	Dietary Food Supplements, Class 05	2475984	January 23, 1996
Daily Dophilus	Dietary Food Supplements, Class 05	78401105	April 13, 2004
Daily Total One	Vitamins and Nutritional Supplements, Class 05	78510811	November 3, 2004
Diet Power	Vitamins and Nutritional Supplements, Class 05	1962201	June 7, 1993
Essential Life	Vitamins and Nutritional Supplements, Class 05	1906276	June 7, 1993

Fat Defense	Vitamins and Nutritional Supplements, Class 05	December 2, 1997	2255072	June 22, 1999	June 22, 2005
Flex-Factors	Vitamins, Minerals, Nutritional Supp., Class 05	June 29, 1995	2058675	April 29, 1997	April 28, 2007
Glycemic Factors	Dietary Food Supplements, Class 05	December 13, 1995	2106302	October 21, 1997	October 21, 2007
Grain Complete	Vitamins and Nutritional Supplements, Class 05	January 23, 1996	2060082	May 6, 1997	May 8, 2007
Homocysteine Shield	Dietary Food Supplements, Class 05	May 15, 1998	2281036	September 28, 1999	September 28, 2005
Lipo-Tend	Dietary Supplements, Class 05	December 2, 1997	2214635	December 29, 1998	December 29, 2008
Liquid Pharmacy	Liquid Herbal Dietary Supplement, Class 05	April 24, 1996	2087239	August 12, 1997	August 12, 2007
Liver Support Factors	Dietary Food Supplements, Class 05	July 31, 1995	2098603	September 23, 1997	September 23, 2007
Maxi Baby Care	Dietary Food Supplements, Class 05	February 4, 1997	2130507	January 20, 1998	January 20, 2008
Maxi Baby-C	Dietary Food Supplements, Class 05	February 4, 1997	2129020	January 13, 1998	January 13, 2008
Maxi-Cal	Dietary Food Supplements, Class 05	February 4, 1997	2354326	June 6, 2000	June 6, 2006
Maxi Pre-Natal	Dietary Food Supplements, Class 05	February 5, 1997	2130511	January 20, 1998	January 20, 2008
Maxi-Hair	Dietary Food Supplements, Class 05	January 27, 1997	2127340	January 6, 1998	January 6, 2008
Maxi-Mins	Dietary Food Supplements, Class 05	February 4, 1997	2130552	January 20, 1998	January 20, 2008
Maximized	Dietary Food Supplements, Class 05	January 5, 1990	1619391	October 30, 1990	October 30, 2010
Maxine	Vitamins and Nutritional Supplements, Class 05	February 26, 1990	1622006	November 13, 1990	November 13, 2010
Maxi-Zinc	Dietary Food Supplements, Class 05	February 4, 1997	2129018	January 13, 1998	January 13, 2008

Max-Zyme	Dietary Food Supplements, Class 05	February 4, 1997	2224999	February 23, 1999	February 23, 2005
Methyl Speed	Dietary Supplements, Class 05	February 25, 2005	78575319		
Mood Factors	Dietary Food Supplements, Class 05	December 13, 1995	2106308	October 21, 1997	October 21, 2007
Nature's Elements	Vitamins, Mineral Supplements and Nutritional Supplements, Class 05	September 26, 2000	2732712	July 1, 2003	July 1, 2009
Nutri Chol-Less	Dietary Food Supplements, Class 05	December 2, 1997	2216374	January 5, 1999	January 5, 2005
Phospho-Zyma	Nutritional Supplements, Class 05	September 7, 1995	2002990	September 24, 1996	September 24, 2008
Power-Dophilus-new registration	Dietary Food Supplements, Class 05	April 27, 2004	78408840		
Prosta-Max	Dietary Food Supplements, Class 05	December 2, 1997	2205779	November 24, 1998	November 24, 2008
Rapid Release	Nutritional Supplements, Class 05	April 19, 1985	1393744	May 20, 1986	May 20, 2008
OM-1	Vitamins and Nutritional Supplements, Class 05	December 4, 2002	76473411		
Sleep Tight Factors	Dietary Supplements, Class 05	December 13, 1995	2106300	October 21, 1997	October 21, 2007
Soft-Licious	Dietary Food Supplements, Class 05	April 2, 1998	2298924	December 7, 1999	December 7, 2005
Stress "M"	Dietary Food Supplements, Class 05	June 3, 1988	2313340	February 1, 2000	February 1, 2006
Well-Max	Dietary Food Supplements, Class 05	December 2, 1997	2511339	November 27, 2001	November 27, 2007
Zyme-Aid	Dietary Supplements, Class 05	December 2, 1997	2214634	December 29, 1998	December 29, 2008
2-METHYL-13C	Dietary Supplements, Class 05	December 10, 2004	78530526		
OMEGA RELIEF	Dietary Supplements, Class 05	January 28, 2005	78555948		
OMEGA MOM	Dietary Supplements, Class 05	December 8, 2004	78529268		
OMEGA FIBER	Dietary Supplements, Class 05	December 8, 2004	78529233		
CELL FACTORS	Vitamins and Nutritional Supplements, Class 05	May 11, 1999	2635858	October 15, 2002	October 15, 2008
INSTA-FIZZ	Dietary Supplements, Class 05	January 7, 1998	2221625	February 2, 1999	February 2, 2005
TALL TREE	Dietary Supplements, Class 05	December 9, 1997	2224116	February 16, 1999	February 16, 2005
Well-Max	Dietary Supplements, Class 05	December 2, 1997	2511339	November 27, 2001	November 27, 2007
LONG LIFE	Dietary Supplements, Class 05	November 6, 1997	2384491	September 12, 2000	September 12, 2006
ANABOLIC MAX	Dietary Supplements, Class 05	October 7, 1997	2254956	June 22, 1999	June 22, 2005

Andro-Surge	Dietary Supplements, Class 05	October 7, 1997	2256054	June 22, 1999	June 22, 2005
Biochem	Nutritional Supplements, Vitamins and Minerals; Class 05	November 10, 1999	2406050	November 21, 2000	November 21, 2006
Burn Up	Dietary Supplements, Class 05	November 13, 1998	2386408	September 12, 2000	September 12, 2006
Carb Phaser 1000	Dietary Supplements and Nutritional Supplements, Class 05	January 6, 2004	78348241		
Chrom-Axyl Surge	Dietary Supplements, Class 05	October 7, 1997	2259955	July 6, 1999	July 6, 2005
L-Glutamine Muscle Surge	Dietary Supplements, Class 05	October 7, 1997	2240399	April 20, 1999	April 20, 2005
Ultimate Athlete's Pain Formula	Dietary Supplements, Class 05	October 7, 1997	2248943	June 1, 1999	June 1, 2005
Ultimate Fat Metabolizer	Dietary Supplements, Class 05	October 7, 1997	2252737	June 15, 1999	June 15, 2005
Ultimate Protein Bar	Dietary Supplements, Class 05	October 7, 1997	2266290	August 3, 1999	August 3, 2005
Ultimate Protein System	Dietary Food Supplements	June 4, 1996	2131826	January 27, 1998	January 27, 2008
Ultimate Sports Multiple	Dietary Supplements, Class 05	October 7, 1997	2252738	June 15, 1999	June 15, 2005

Product Name	Class	Registration Date	Serial Number	Registration Date	Registration Date
7-Limetol AC	Dietary Supplements, Class 05	June 8, 2004	78431733	August 28, 2000	August 28, 2006
Advanced Muscleguard Technology	Dietary Supplements, Class 05	September 16, 2002	2381827	July 4, 2000	July 4, 2006
Creo-Tek	Dietary Supplements, Class 05	September 16, 2002	2365248	April 10, 2001	April 10, 2007
Iron-Tek	Dietary Supplements, Class 05	April 4, 2004	2442665		
Max-Growth P.M.	Dietary Supplements, Class 05	July 8, 2004	78447860	February 6, 2001	February 6, 2008
Nor-Tek	Dietary Supplements, Class 05	January 22, 2004	2426920	January 16, 2001	January 16, 2007
OptiCam	Dietary Supplements, Class 05	October 22, 2004	78504607	June 13, 2000	June 13, 2006
Lithro-Tek	Dietary Supplements, Class 05	February 9, 2004	2421365		
Wiley-Tek	Dietary Supplements, Class 05	November 25, 1998	2358676	June 15, 2004	June 15, 2010
5-CREACYAMINE	Dietary Supplements and Nutritional Supplements, Class 05	July 2, 2003	2853890	June 27, 2000	June 27, 2006
THERMO-TEK	Class 05	August 21, 1998	2363179	December 25, 2001	December 25, 2007
IRON-TEK ADVANCED PERFORMANCE	Class 05	August 6, 1998	2523004		

Age Reversal	Cosmetics and Hair, Class 03	June 23, 2002	2863376	June 27, 2000	June 27, 2005
Aroma Essence (Words Only)	Cosmetics and Hair, Class 03	April 29, 1998	2539496	March 21, 2000	March 21, 2008
Aroma Essence	Cosmetics and Hair, Class 03	April 29, 1999	2166628	June 16, 1998	June 16, 2008
Desert Essence	Cosmetics and Hair, Class 03	May 23, 1985	1256510	November 8, 1993	November 8, 2013
Desert Essence Eco-Harvest II	Essential Oils for Personal Use, Class 03	February 22, 2001	2257605	June 29, 1999	June 28, 2006
Eco-Harvest	Essential Oils for Personal Use, Class 03	February 22, 2001	2191903	December 29, 1998	December 29, 2006
Desert Essence 100% Pure Tea Tree	Essential Oils for Personal Use, Class 03, 21	July 22, 2001	2242477	May 4, 1999	May 4, 2005
Desert Essence 100% Pure Tea Tree	non medicated lozenges, Class 030	October 27, 2002	2281725	September 28, 1999	September 28, 2005
Lip Rescue	Cosmetics and Hair, Class 03	December 13, 1999	2073343	June 24, 1997	June 24, 2007
Miscellaneous Design	Dental Floss/Dental Tape, Class 021	October 27, 2002	2313812	February 2, 2004	February 2, 2010

STRI-REVERSAL	Skin creams, skin moisturizers, skin toners, astringents for cosmetic purposes; Class 03	December 8, 2004	78529225	June 18, 1998	June 18, 2008
DESERT ESSENCE AROMA ESSENCE	Cosmetics and Hair, Class 03	July 21, 1997	2182369	August 10, 1998	August 18, 2008
DESERT ESSENCE 100% PURE TEA TREE	Essential Oils for Personal Use, Class 3	July 21, 1997	2182368	May 4, 1999	May 4, 2005
DESERT ESSENCE	Classes 3, 21, and 30	July 21, 1997	2242476		

Product Name	Class	Date	Serial No.	Registration No.	Effective Date
Long Life (Milds Only)	Teas, Class 030	November 7, 2001	2394491	001304	09/13/10
Breeze Freely	Teas, Class 030	November 6, 2002	2762032	0409103	09/09/09
Calmng Organic Camomile	Teas, Class 030	April 27, 2005	2547123	03/12/02	03/12/06
Calmng Organic Camomile	Teas, Class 030	December 6, 2001	2244021	05/04/99	05/04/05
Early Morning Riser	Teas, Class 030	December 6, 2001	2445414	04/24/01	04/24/07
Energy Enhancer	Teas, Class 030	December 6, 2001	2239968	04/13/99	04/13/09
Enhance	Teas, Class 030	June 13, 2003	2943217	03/18/04	05/18/10
Essential Teas	Teas, Class 030	November 11, 2003	78325708		
Ming Dynasty Original Blend	Teas, Class 030	December 6, 2001	2258895	07/06/99	07/06/05
Soothe-A-Relax Tea	Teas, Class 030	December 6, 2001	2241307	04/20/98	04/20/05
Tran-Kvill Tea	Teas, Class 030	December 6, 2001	2262378	07/20/99	07/20/05
Wellness For Women	Class 030	December 6, 2001	2258894	07/06/99	07/07/05
Zesty Lemon Drop	Class 030	December 6, 2000	2256682	06/29/99	06/29/05
TEA FOR THOUGHT	Class 030	April 29, 1998	2323361	03/16/99	03/16/05
ORANGE GINSENG MAGIC	Class 030	January 7, 1998	2258982	07/06/99	07/16/05
LONG LIFE	Class 030	January 8, 1990	1626170	12/04/90	12/04/10

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Annex III

Trade Names

Biochem
Biochem Platinum Series
Biochem Sports & Fitness
Biochem Sports & Fitness Systems
Country Life
Country Life Vitamins
Desert Essence
Desert Essence Spa Series
Iron-Tek
Iron-Tek Advanced Performance Nutrition
Iron-Tek Essentials
Iron-Tek Performance Nutrition
Long Life
Long Life Beverages
Long Life Teas
Tea Tree Solutions
Vitamin Solutions

Annex 11

Vitamin Solutions	Dietary Food Supplements, Class 05	February 21, 1997	2142532	March 9, 1994	J&H	March 9, 2004
Lean Results	Dietary Supplements, Class 05	September 29, 1998	2935359	March 21, 2001	S&A	March 21, 2011
Tea Tree Solutions	Dietary Supplements, Class 05	September 24, 1996	2245307	May 18, 1999	J&H	May 18, 2005
Tea Tree Solutions	Essential Oils for Personal Use, Class 03	November 18, 1994	2050169	April 7, 1993	J&H	April 8, 2003
Sleep-Night	Dietary Supplements, Class 05	July 15, 1993	2175079	July 20, 1994	J&H	July 20, 2004
Stress Management	Dietary Supplements, Class 05	July 6, 1993	2242207	April 26, 1995	J&H	April 26, 2005

Annex III

Trade Names

Biochem
Biochem Platinum Series
Biochem Sports & Fitness
Biochem Sports & Fitness Systems
Country Life
Country Life Vitamins
Desert Essence
Desert Essence Spa Series
Iron-Tek
Iron-Tek Advanced Performance Nutrition
Iron-Tek Essentials
Iron-Tek Performance Nutrition
Long Life
Long Life Beverages
Long Life Teas
Tea Tree Solutions
Vitamin Solutions