

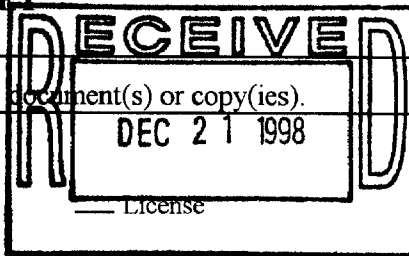
12-24-1998



SHEET

Our Ref.: 42648-0191

100929155



TO: The Commissioner of Patents and Trademarks, 1100 Pennsylvania Avenue, N.W., Washington, D.C. 20540 Original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
 - Security Agreement
 - Merger
 - Change of Name
 - Other _____
 - License
 - Nunc Pro Tunc Assignment
- Effective Date
Month Day Year
December 12, 1998

Conveying Party

____ Mark if additional names of conveying parties attached

Name Nelson's Drug Stores, Inc.

Execution Date
Month Day Year

Formerly _____

December 12, 1998

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization West Virginia

Receiving Party

____ Mark if additional names of receiving parties attached

Name Name Rite, L.L.C.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 31797 Highway 79 South

Address (line 2) Temecula, California 92592

Address (line 3) _____

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other Limited Liability Company
- ____ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Delaware

12/23/1998 DNGUYEN 00000144 2193860

FOR OFFICE USE ONLY

01 FC:481

40.00 OP

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number (202) 467-7846

Name Brett I. Miller, Esq.

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

4

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers are attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

2,193,860

Number of Properties Enter the total number of properties involved. 1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment: Enclosed X Deposit Account _____

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: 13-4520

Authorization to charge additional fees: Yes X No _____

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. Charges to deposit account are authorized, as indicated herein.

Brett I. Miller

Name of Person Signing

Signature

December 21, 1998

Date Signed

TRADEMARK ASSIGNMENT

This Trademark Assignment is made on this 12th day of Dec., 1998, by Nelson's Drug Stores, Inc., a West Virginia corporation, having a principal business address at 641 6th Street, Parkersburg, West Virginia 26102, (hereinafter "Assignor"), in favor of Name Rite, L.L.C., a Delaware Limited Liability Company, having a principal business address at 31797 Highway 79 South, Temecula, California 92592, (hereinafter "Assignee").

WHEREAS, Assignor is the owner of all right, title and interest in and to the mark listed on the attached Schedule A (hereinafter "Mark"), the federal registration therefor, and the goodwill developed through the use of the Mark;

WHEREAS, Assignee is desirous of acquiring all right, title, and interest to the Mark, the federal registration therefor, and the goodwill developed through the use of the Mark;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby assigns and transfers to Assignee, the entire right, title, interest in and to the Mark, any federal registration therefor as identified on Schedule A, and the goodwill of the business symbolized by the Mark. All rights and privileges, including the right to sue for and receive all damages from past infringements of the Mark, will be held and enjoyed by the Assignee, its successors, assigns and other legal representatives.

Signed this 12th day of Dec., 1998.

NELSON'S DRUG STORES, INC.

By: 

Name:

Title:

**ELLIOT S. GERSON
SENIOR VICE-PRESIDENT**

SCHEDULE A

REGISTRATION

Mark

Registration No.

THE DIABETES CONNECTION

2,193,860