

01-14-1999



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RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
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Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

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Name

DBA/AK/A TA

Composed of

Address (line 1)

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- Individual General Partnership Limited Partnership 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.)
- Corporation Association
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01/13/1999 DNGUYEN 00000166 1522350

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01 FC:481 40.00 DP
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REEL: 1838 FRAME: 0993

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers 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)		
<input type="text" value="75083067"/>	<input type="text" value="75406295"/>	<input type="text"/>	<input type="text" value="1522350"/>	<input type="text" value="2044933"/>	<input type="text"/>
<input type="text" value="75083065"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2057177"/>	<input type="text" value="2049836"/>	<input type="text"/>
<input type="text" value="75192013"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1822295"/>	<input type="text"/>	<input type="text"/>

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

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

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

Authorization to charge additional fees: Yes 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.

David H. Ben-Meir

Dec. 28, 1998

Name of Person Signing

Signature

Date Signed

ASSIGNMENT

WHEREAS, **F.A.M.G., INC.** (hereinafter "Assignor"), a corporation formed under the laws of the State of California, with its principal place of business at 27655 -B North Avenue Hopkins, Valencia, California 91355-3493 has adopted, owns all rights, title and interest in and to, and is using the following identified federal registrations on the Principal Register of the United States Patent and Trademark Office for the goods and/or services identified therein ("the Registered Marks"):

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
HEALTH TECH	1,522.350	January 31, 1989
SPORTS VITE	2,057.177	April 29, 1997
VITRUM	1,822.295	February 22, 1994
LIFERHYTHM	2,044.933	March 11, 1997
FUN 'N HEALTHY	2,049.836	April 1, 1997;

WHEREAS, Assignor owns and has a bona fide intent to use in commerce, in connection with vitamins and vitamin supplements, the following marks (hereinafter "the Application Marks") which Assignor has applied to register on the Principal Register of the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Application Serial No.</u>	<u>Filing Date</u>
GET OVER IT	75/083,067	April 3, 1996
WHERE THE FUTURE OF NUTRITION IS HERE TODAY	75/083,065	April 3, 1996
VITRUM SENIOR	75/192,013	November 4, 1996
GENERAL SOFTGELL	75/406,295	December 16, 1997

; and

WHEREAS, **PURITAN-QUARTZ, INC.** a corporation formed on November 26, 1997 under the laws of the State of California, with its principal place of business at 27655-B North Avenue Hopkins, Valencia, California 91355-3493 (hereinafter "Assignee"), desires to acquire the exclusive right, title and interest in and to the Registered Marks, the above-referenced Registrations therefor, and their goodwill in the United States of America and its territories and possessions, and all countries foreign thereto, and desires to acquire the business of Assignor in connection with which Assignor has a bona fide intent to use the Application Marks and the pending applications;

NOW, THEREFORE, in accordance with the ORDER CONFIRMING FOURTH AMENDED JOINT PLAN OF REORGANIZATION PROPOSED BY THE DEBTOR AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, AS MODIFIED entered November 19, 1997 in the United States Bankruptcy Court for the Central District of California (Case No. SV 97-11665-AG) in which all assets of Assignor are vested in Assignee as of the Effective Date of December 1, 1997, and

IN CONSIDERATION of good and valuable consideration paid by Assignor to Assignee, the receipt and adequacy of which is hereby acknowledged by Assignee, Assignor hereby sells, transfers, assigns, and sets over unto Assignee, its successors and assigns, the full right, title and interest in and to each of the Registered Marks, together with the goodwill of the business associated with the Registered Marks, and the registrations thereof, and the Application Marks, and pending applications therefor, and that portion of Assignor's business in connection with which it has a bona fide intent to use the Application Marks, and the right to sue for past, present and future infringement of any of the foregoing, and the right to collect and own any monetary or other damages as a result thereof, not only for, to and in the United States of America, its territories and possessions, but for, to and in all other countries including all priority rights under the International Convention.

