

06-02-1999



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

101053518

TO: The Commissioner of Patents and Trademarks: Please record the attached 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 License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year
05 11 99

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year
05 11 99

Name NaturalMax, Inc., a Delaware corporation

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- ~~XXXXXXXXXX~~ State of Incorporation/Organization ~~XXXXXXXXXX~~ Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Healthway Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 7340 Smoke Ranch Road, Suite D

Address (line 2) _____

Address (line 3) Las Vegas Nevada 89128
City State/Country Zip Code

- 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
- Other _____
- ~~XXXXXXXXXX~~ State of Incorporation/Organization ~~XXXXXXXXXX~~ Delaware

05/23/1999 15:48:47 00000134 972176

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO ADDRESS.

Mail documents to be recorded with required cover sheet(s)
Commissioner of Patents and Trademarks, Box Assignments,

Express Mail
Airbill No. EE713726396US
Date of Deposit 05/24/99

TRADEMARK
REEL: 001905 FRAME: 0235

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="972,176"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<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.

Stanley E. Soper, Asst. Secretary

05/21/99

Name of Person Signing

Signature

Date Signed

Express Mail

TRADEMARK

EE713726396US

Date of Deposit:

05/24/99

REEL: 001905 FRAME: 0236

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the "Assignment") is made and entered into as of this 11th day of May, 1999 (the "Effective Date"), by and between NATURALMAX, INC., a Delaware corporation, with its principal office located at 1400 Kearns Boulevard, 2nd Floor, Park City, Utah 84060 ("Assignor"), and HEALTHWAY CORPORATION, a Delaware corporation, with its principal place of business located at 7340 Smoke Ranch Road, Suite D, Las Vegas, Nevada 89128 ("Assignee").

Assignor is the sole and exclusive owner of the entire right, title and interest in, to and under the United States trademark registration listed on Schedule "A" (the "Mark").

Assignee wishes to acquire and Assignor wishes to assign all right, title and interest in and to the Mark.

THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and set over to Assignee the entire right, title and interest in and to the Mark, and all registrations in the United States, including any renewals and extensions of the registrations that are or may be secured under the laws of the United States, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by the Assignor if this Assignment and sale had not been made; together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future, infringement or other unauthorized use of the Mark, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor requests the Commissioner of Patents and Trademarks to record Assignee as the assignee and owner thereof.

Assignor's right, title and interest is transferred subject to any liens and encumbrances of record. Assignor represents and warrants that it has full right to assign all of its interests therein, and that it has not executed and will not execute any agreement or other instrument in conflict herewith.

Express Mail
Airbill No.: EE713726396US
Date: **TRADEMARK** 05/24/99

REEL: 001905 FRAME: 0237

Assignor shall provide to Assignee, its successors, assigns or other legal representatives, cooperation and assistance at Assignee's request (including the execution and delivery of any and all affidavits, declarations, oaths, samples, exhibits, specimens and other documentation as may be reasonably required): (i) in the preparation and prosecution of any application for registration or any application for renewal of a registration covering the Mark; (ii) in the prosecution or defense of any interference, opposition, infringement or other proceedings that may arise in connection with the Mark, including, but not limited to, testifying as to any facts relating to the Mark assigned herein and this Assignment; (iii) in obtaining any additional trademark protection for the Mark that Assignee reasonably may deem appropriate that may be secured under the laws now or hereafter in effect in the United States or for all foreign countries; and (iv) in the implementation or perfection of this Assignment.

IN TESTIMONY WHEREOF, the Assignor and Assignee have caused this Assignment to be signed and executed by the undersigned officers thereunto duly authorized this 11th day of May, 1999.

ASSIGNOR:

NATURALMAX, INC., a
Delaware corporation

By: 

Frank W. Gay II
Chief Executive Officer

ASSIGNEE:


HEALTHWAY CORPORATION, a Delaware
corporation

By: 

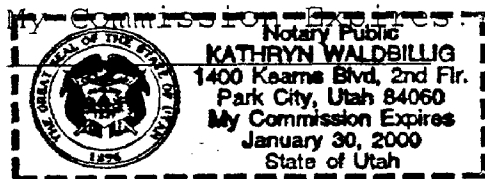
Stanley E. Soper
Assistant Secretary

STATE OF UTAH)
 : ss.
COUNTY OF SUMMIT)

On the 11th day of May, 1999, before me, the undersigned Notary, personally appeared FRANK W. GAY II, who proved to me his identity through documentary evidence to be the person whose name is signed on the foregoing document, and who being by me duly sworn, did say that he is the Chief Executive Officer of NATURALMAX, INC., a Delaware corporation, and that said instrument was signed on behalf of said corporation by authority of its bylaws, and said FRANK W. GAY II acknowledged to me that said corporation executed the same voluntarily for its stated purpose.




NOTARY PUBLIC
Residing at Summit County, Utah



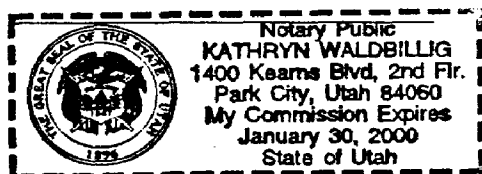
STATE OF UTAH)
 : ss.
COUNTY OF SUMMIT)

On the 11th day of May, 1999, before me, the undersigned Notary, personally appeared STANLEY E. SOPER, who proved to me his identity through documentary evidence to be the person whose name is signed on the foregoing document, and who being by me duly sworn, did say that he is the Assistant Secretary of HEALTHWAY CORPORATION, a Delaware corporation, and that said instrument was signed on behalf of said corporation by authority of its bylaws, and said STANLEY E. SOPER acknowledged to me that said corporation executed the same voluntarily for its stated purpose.



NOTARY PUBLIC
Residing at Summit County, Utah

My Commission Expires:



Schedule "A"

Trademark Registrations

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
HEALTHWAY	972,196	November 6, 1973