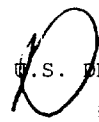




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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101119207

To the Honorable Commissioner of Patents and Trademarks ... original document or copy thereof.

1. Name of conveying party(ies):

4Health, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Change of Name
- Merger

Execution Date: July 29, 1999

2. Name and Address of receiving party(ies):

Name: Irwin Naturals/4Health, Inc.
Internal Address:

Street Address: 10549 W. Jefferson Boulevard

City: Culver City
State: California Zip: 90232

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,792,241

Additional numbers attached? No

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

Name: Thomas W. Cook
Internal Address:
Street Address: P.O. Box 1989
3030 Bridgeway, Suite 425
City: Sausalito
State: California Zip: 94965

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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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.

Thomas W. Cook
Name of Person Signing

Signature

August 3, 1999

Date

Total number of pages comprising cover sheet:

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U.S. TRADEMARK ASSIGNMENT

WHEREAS 4Health, Inc., a corporation organized under the laws of the State of Colorado, whose business address is 5485 Conestoga Court, Boulder, Colorado 80301, has, in connection with its business, registered its mark:

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(the "Mark") with the United States Patent and Trademark Office, and has continuously used the mark in commerce on or in connection with the goods identified in registration number 1,792,241.

WHEREAS Irwin Naturals/4Health, Inc., a corporation organized under the laws of the State of Utah, whose address is 10549 W. Jefferson Boulevard, Culver City, California 90232, is desirous of acquiring all of the business of 4Health, Inc. symbolized by the Mark as its successor in such business, and is desirous of acquiring the Mark and the federal registration thereof in conjunction with the acquisition of such business, and use the Mark in commerce on or in connection with the goods identified in registration number 1,792,241.

NOW, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, 4Health, Inc. does, in connection with the sale of its entire ongoing and existing business to which the Mark pertains, hereby assign unto said Irwin Naturals/4Health, Inc., all right, title and interest in and to the Mark, together with the good will of the business symbolized by the Mark, and the above-identified registration thereof.

I, Louis Mancini, President of said 4Health, Inc., do hereby execute this assignment document on the date set forth below.

4Health, Inc.

Date: July 29, 1999

By: *Louis Mancini*
Louis Mancini
President

NOTARIAL ACKNOWLEDGMENT

United States of America)
State of California) SS.
County of Los Angeles

On this 29th day of July, 1999, before me the undersigned, a Notary Public for the State of California, personally appeared Louis Mancini, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument

Jacqueline Y. Roeder
Notary Public

(seal)

