



08-16-1999

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

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08-09-1999

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #66

Commissioner of

101119217

Attached original document or copy thereof.

1. Name of conveying party(ies):

Inholtra Inc. (Florida corporation)

- Individual(s)
- General Partnership
- Corporation-State
- 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: March 10, 1999

8-9-99

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

Name: Irwin Naturals/4Health, Inc.

Internal Address: _____

Street Address: 10549 West 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)

2,135,818

Additional numbers attached?

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)

DO NOT USE THIS SPACE

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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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08/13/1999 MTHAI1

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Mail documents to be recorded with required cover sheet information to:

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Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

U.S. TRADEMARK ASSIGNMENT

WHEREAS INHOLTRA INC., a corporation organized under the laws of the State of Florida, whose business address is 1918 Harrison Street, Hollywood, Florida 33020, United States of America, has, in connection with its business, registered its trademark:

INHOLTRA
(Reg. No. 2,135,818)

(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 such registration number 2,135,818.

WHEREAS IRWIN NATURALS/4HEALTH, INC., a corporation organized under the laws of the State of Utah, whose business address is 10549 West Jefferson Boulevard, Culver City, California 90232, is desirous of acquiring all of the business of INHOLTRA 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 2,135,818.

NOW, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, INHOLTRA 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. This TRADEMARK ASSIGNMENT shall be effective upon execution by each of the parties to this agreement, and upon the later date set forth below.

INHOLTRA INC.

Date: March 10, 1999

By: [Signature]
PRESIDENT (name)
(position)

IRWIN NATURALS/4HEALTH, INC.

Date: _____, 1999

By: _____
(name)
(position)

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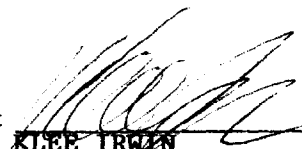
INHOLTRA INC.

Date: _____, 1999

By: _____
(name)
(position)

IRWIN NATURALS/4HEALTH, INC.

Date: _____, 1999

By: 
KLEE IRWIN (name)
CHIEF EXECUTIVE OFFICER (position)

13

INHOLTRA
Reg. No. 2,135,818

NOTARIAL ACKNOWLEDGEMENT

United States of America)
State of _____) SS.
County of _____)

On the _____ th day of _____, 1999 before me the undersigned, a Notary Public for the State of California, personally appeared

_____, 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.

[seal]

Notary Public

TESTIMONIO DE LEGITIMACION DE FIRMA : YO MIGUEL GINER ALBALATE, Notario del Ilustre Colegio de Valencia con residencia en Denia; DOY FE: Que las firmas que anteceden de DON HER JAN VAN ASSELT, con pasaporte número M1206843 y DOÑA EDWINA MARIA RODRIGUES PAIS, de casada VAN ASSELT, con pasaporte número N76868177, extendidas en las páginas números UNO, DOS, TRES, CUATRO, CINCO, SEIS, Y SIETE, las considero legítimas por coincidir con sus pasaportes que tengo a la vista. Denia, a diez de marzo de mil novecientos noventa y nueve.



[Handwritten signature]

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