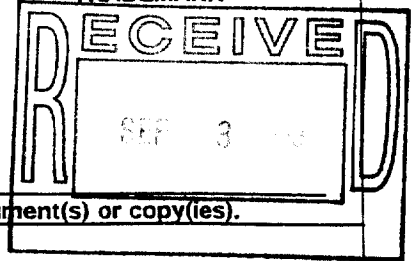


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TRADEMARK



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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other _____

Effective Date
Month Day Year
06/02/98

Conveying Party Mark if additional names of conveying parties attached

Name B.E. MARKETING, INC. Execution Date
Month Day Year 08/26/99

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Nevada

Receiving Party Mark if additional names of receiving parties attached

Name METABOLIFE INTERNATIONAL, INC.

DBA/AKATA _____

Composed of _____

Address (line 1) 5070 Santa Fe Street

Address (line 2) San Diego, California 92109

Address (line 3) _____ 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 _____

Citizenship/State of Incorporation/Organization California

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Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

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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)

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.)

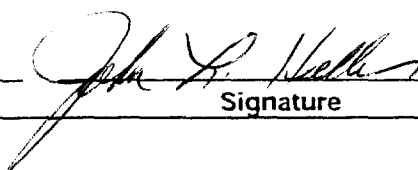
Deposit Account Number: #

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.

John L. Haller



8/31/99

Name of Person Signing

Signature

Date Signed

**NUNC PRO TUNC ASSIGNMENT
B.E. MARKETING, INC. TO
METABOLIFE INTERNATIONAL, INC.
REAL WOMAN**

WHEREAS, B.E. MARKETING, INC., a Nevada corporation, having a principal place of business at 5974 Corte Playa Cartegena, San Diego, California 92124, having had adopted and used the trademark REAL WOMAN on magazine devoted to health and beauty products and issues, which mark has been issued as U.S. Trademark, Registration No. 2,193,767; and

WHEREAS, METABOLIFE INTERNATIONAL, INC., a California corporation, having a principal place of business at 5070 Santa Fe Street, San Diego, California 92109, acquired said mark on June 2, 1998.

NOW, THEREFORE, as consideration of and in exchange for the sum of ten dollars (\$10.00) plus other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, B.E. MARKETING, INC., did assign, transfer and set over unto METABOLIFE INTERNATIONAL, INC., all right, title and interest in and to said mark, together with the related trade dress rights and the entire goodwill of the business in connection with which the mark is used as of the date indicated above.

B.E. MARKETING, INC.

Dated: 8/26/99

By: MJ Elli
Name: MICHAEL J ELLIS
Title: CEO

METABOLIFE INTERNATIONAL, INC.

Dated: 8/26/99

By: MJ Elli
Name: MICHAEL J ELLIS
Title: CEO

[ASND5MET99.H20]