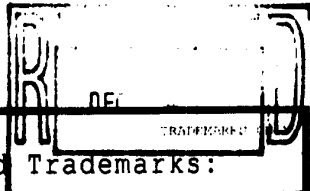


MAD 12-4-99

12-17-1999



TRADE
101225948

Commissioner of Patents and Trademarks:
Attached original document or copy thereof.

1. Name of Party(ies) conveying an interest
Advanced Nutritional Products, LLC

Entity:
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State _____
 Other **Limited Liability Company, organized in Delaware**

Additional name(s) of conveying party(ies) attached:
 yes no

2. Name and Address of Party(ies) receiving an interest

Name: **Amrion, Inc.**
Internal Address: **3563 Oval Place**
Street Address: _____
City: **Boulder**
State/Zip: **CO, 80301**

Entity:
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Colorado**
 Other _____

Citizenship _____

3. Description of the interest conveyed:
 Assignment Change of Name Other _____
 Security Agreement Merger _____
Date of execution of attached document **November 24, 1999**

If not domiciled in the United States, a domestic representative designation is attached:
 yes no

(The attached document must not be an assignment.)
Additional name(s) and addresses attached: / no

4. Application number(s) or registration number(s) Additional sheet attached? yes no

A. Trademark Application No.(s)
75/433,064

B. Trademark Registration No.(s)

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

Name: **Travis C. Stephenson**
Address: **Duff, Graziano & Forest, P.C.**
1790 30th Street, Suite 140
City: **Boulder**
State/Zip: **CO, 80301-1018**

6. Number of applications and registrations involved: **1**

7. The \$40 filing fee is enclosed.

8. Please charge the \$ _____ filing fee to Deposit Account No. _____ (duplicate copy of this page attached)

9. Please charge any deficiencies in fees or correct any overpayment to Deposit Account No. **DA-1697**

DO NOT USE THIS SPACE

10. 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.

Travis C. Stephenson, Reg. No.: 45,132
Name of Person Signing _____ Signature *Travis C. Stephenson* Date **12/1/99**
Total number of pages comprising coversheet: **1**

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TRADEMARK
REEL: 002000 FRAME: 0279

Trademark Assignment

WHEREAS, Advanced Nutritional Products, LLC., a Delaware Limited Liability Company, with its principal place of business at 1300 Picard Drive, Rockville, MD (Assignor), has adopted, owns and is using the Mark CARDIOCYSTEINE FORMULA (the Mark) in connection with the following goods and/or services: dietary supplements; namely, vitamins and nutritional supplements, in International Class 005; and

WHEREAS, Assignor has applied to register the Mark on the Principal Register in the United States Patent and Trademark Office in connection with the above-described goods and/or services, Application Serial No. 75/433,064 filed on February 12, 1998; and

WHEREAS, Amrion, Inc., a Colorado Corporation, with its principal place of business at 6565 Odell Place, Boulder, CO 80301 (Assignee), desires to acquire the Mark together with the goodwill of the business associated with the Mark, the pending application for registration Serial No.: 75/433,064 and any registration that issues therefrom.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title, and interest in and to the Mark together with the goodwill of the business associated with the Mark, the pending application for registration Serial No.: 75/433,064 and any registration that issues therefrom.

NOW THEREFORE, by signing below Assignor hereby agrees to the terms and conditions of this Assignment. Assignor also agrees that Assignor may have a nine month time period effective on October 27, 1999 and ending on July 27, 2000 in which to sell off current existing inventory, after which Assignor agrees to forthwith cease and desist all use of the Mark and relinquish to Assignee all labels and promotional materials remaining in its possession, and all other goodwill associated with the Mark.

The Commissioner of Patents and Trademarks is requested to issue the Certificate of Registration to Assignee, Amrion, Inc.

Signature: *Rick Popowitz*
Printed Name: Rick Popowitz
Title: Managing Member/President

Dated effective as of: this 4th day of November, 1999.

SUBSCRIBED AND SWORN to before me this 29th day of November, 1999

Scott M. Miller

Notary Public
My Commission Expires: _____
SCOTT M. MILLER
Notary Public, State of New York
No. 4874723
Qualified in New York County
Commission Expires Oct. 6, 2000

RECORDED: 12/04/1999

TRADEMARK
REEL: 002000 FRAME: 0280