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U.S. Patent & TMOic/TM Mail Ropt Dt. #39

DEPARTMENT OF COMMERCE

Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of conveying party(ies):

4Health, Inc.

- Individual(s)
- General Partnership
- Corporation-State- California
- 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

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

A. Trademark Application No.(s)

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

Name: Irwin Naturals/ 4Health, Inc.

Internal Address:

Street Address: 10549 W. Jefferson Blvd.

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

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

B. Trademark Registration No.(s)

1,902,335

Additional numbers attached?

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

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

June 1, 2000

Date

Total number of pages comprising cover sheet: 1

Do not detach this portion

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

Commissioner of Patents and Trademarks
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TRADEMARK
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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:

WITH HERBALGEST and Design (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 1,902,335.

WHEREAS Irwin Naturals/4Health, Inc., a corporation organized under the laws of the State of Utah, whose business 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 1,902,335.

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



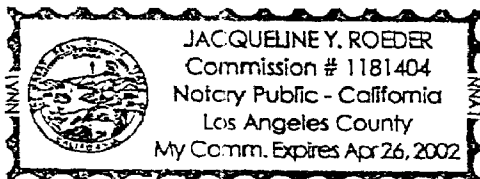
06-06-2000

U.S. Patent & TMOrc/TM Mail Rcpt Dt. #39

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.

(seal)



Jacqueline Y. Roeder
Notary Public

TRADEMARK

RECORDED: 06/06/2000

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