

TRADEMARK ASSIGNMENT

This Trademark Assignment (this "Assignment") is effective as of the 20th day of June, 2000, by and between Source Natural, Inc., having a place of business at 23 Janis Way, Scotts Valley, California 95066, (hereinafter referred to as "Assignor"), and Threshold Enterprises Ltd having a place of business at 23 Janis Way, Scotts Valley, California 95066, a Delaware corporation, (hereinafter referred to as "Assignee").

WHEREAS, Assignor has adopted, used, is using and is, to the best of its knowledge and belief, the owner of the following trademarks: CHOLESTREX (Registration No. 2,008,453), MENTAL EDGE (Registration No. 1,888,195), SOLAR ECLIPSE DESIGN (Registration No. 1,954,412) and SOURCE NATURALS (Registration No. 1,909,705) and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights and the right to recover for past infringement worldwide (hereinafter collectively referred to as the "Trademarks");

WHEREAS, Assignee is desirous of acquiring all rights, title and interest in and to the Trademarks worldwide; and

WHEREAS, Assignor is willing to assign to Assignee all rights, title and interest as Assignor may possess in and to the Trademarks worldwide.

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor confirms that it assigns and sells to Assignee all rights, title and interest as Assignor may possess in and to the Trademarks worldwide, together with the goodwill symbolized by said Trademarks, concurrent with the transfer of certain tangible assets as indicia of said goodwill.

Executed at Scotts Valley, CA this 20th day of June, 2000.
City State

SOURCE NATURAL, INC.

Ira L. Goldberg
Signature

Ira L. Goldberg
Name/Title
Ira L. Goldberg, President

THRESHOLD ENTERPRISES LTD.

Ira L. Goldberg
Signature

Ira L. Goldberg
Name/Title
Ira L. Goldberg, President