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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

09-18-2000



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year
03 13 2000

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
03 13 2000

Name **HEALTH DIRECT, LLC**

Formerly _____

75460161

- Individual General Partnership Limited Partnership Corporation Association
- Other **LIMITED LIABILITY COMPANY**
- Citizenship/State of Incorporation/Organization **NEW YORK**

Receiving Party

Mark if additional names of receiving parties attached

Name **TACTICA INTERNATIONAL, L.L.C.**

DBA/AKA/TA _____

Composed of _____

Address (line 1) **350 FIFTH AVENUE**

Address (line 2) _____

Address (line 3) **NEW YORK**

City

NEW YORK

State/Country

10118

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 **LIMITED LIABILITY COMPANY**
- Citizenship/State of Incorporation/Organization **NEW YORK**

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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"EXPRESS MAIL" EL 070 380 098 US

TRADEMARK

REEL: 002137 FRAME: 0604

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(214) 978-3052

Name

NICOLE B. EMMONS, ESQ.

Address (line 1)

BAKER & MCKENZIE

Address (line 2)

2001 ROSS AVENUE, SUITE 2300

Address (line 3)

DALLAS, TEXAS 75201

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

3

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)

75460161

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

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.

NICOLE B. EMMONS

Name of Person Signing

Signature

Date Signed

ASSIGNMENT

THIS ASSIGNMENT is made the 13th day of March, 2000, between HEALTH DIRECT, LLC, a limited liability company organized and existing under the laws of the State of New York (the "Assignor"), and TACTICA INTERNATIONAL, L.L.C., a limited liability company organized and existing under the laws of the State of New York (the "Assignee").

WHEREAS, the Assignor has adopted and used in the United States the trademark(s) listed in the Schedule hereto and is the owner of the applications therefor and registration(s) thereof shown in the said Schedule (the "Trademarks"); and

WHEREAS, the Assignee wishes to acquire all of Assignor's rights in and to the Trademarks and the good will associated therewith.

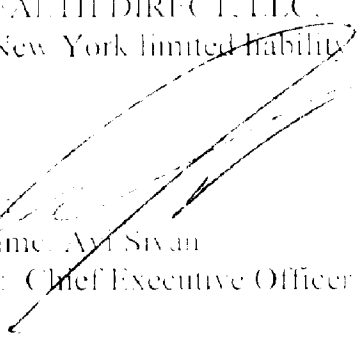
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee all rights, title and interests in and to the Trademarks and the applications therefor and registrations thereof together with the good will of the business which is symbolized by the Trademarks and with the right to recover for damages and profits and all other remedies for past infringements thereof.

THE SCHEDULE

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
TOTAL WHITE (word)	75-460161	April 1, 1998

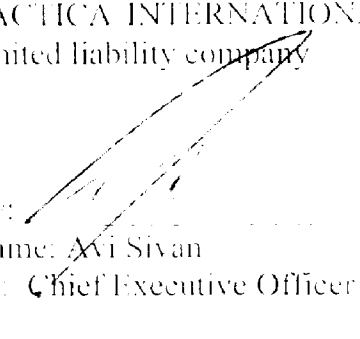
ASSIGNOR:

HEALTH DIRECT, LLC,
a New York limited liability company

By: 
Name: Avi Sivan
Its: Chief Executive Officer

ASSIGNEE:

TACTICA INTERNATIONAL, L.L.C., a New York
limited liability company

By: 
Name: Avi Sivan
Its: Chief Executive Officer