

01-02-2001

12-12-00

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



101566618

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

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
 - Corporation Association
 - Other
- 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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002204 FRAME: 0229

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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.

Scott S. Havlick, Esq.

12/12/00

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

1,832,578	<input type="text"/>	<input type="text"/>
0,954,315	<input type="text"/>	<input type="text"/>
1,075,365	<input type="text"/>	<input type="text"/>
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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT ("Assignment") is made and entered into as of this 26th day of May, 2000 ("Effective Date"), by and between Rexall Sundown, Inc., a Florida corporation ("Assignor"), and Thompson Nutritionals, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor and Assignee have entered into that certain Asset Purchase Agreement dated as of the same date hereof (the "Purchase Agreement"), pursuant to which Assignor has agreed, *inter alia*, to sell, convey, assign, transfer and deliver to Assignee certain assets of Assignor's business, including, without limitation, those trademarks and trademark registrations and applications identified and set forth on Schedule A (referred to herein as the "Marks") and the goodwill of the business associated with the Marks: and

WHEREAS, execution of this Assignment is a condition to the consummation of the transactions contemplated by the Purchase Agreement:

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and set over to Assignee, the entire right, title and interest in and to the Marks, together with the goodwill of the business with which the Marks are used, for the United States and for all foreign countries, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment and sale had not been made; together with all income, royalties, damages or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's

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own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives.

Assignor authorizes and requests the Commissioner of Patents and Trademarks to record Assignee as owner of the Marks.

Assignor shall provide to Assignee, its successors, assigns or other legal representatives, cooperation and assistance at Assignee's request and expense (including the execution and delivery of any and all affidavits, declarations, oaths, samples, exhibits, specimens and other documentation as may be reasonably required): (1) in the preparation and prosecution of any application for registration or any application for renewal of a registration covering any of the Marks; (2) in the prosecution or defense of any opposition, infringement or other proceedings that may arise in connection with any of the Marks including, but not limited to, testifying as to any facts relating to the Marks assigned herein and this Assignment; (3) in obtaining any additional trademark protection for the Marks that Assignee reasonably may deem appropriate that may be secured under the laws now or hereafter in effect in the United States or for all foreign countries; and (4) in the implementation or perfection of this Assignment.

This Assignment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

* * * * *

IN TESTIMONY WHEREOF, Assignor and Assignee have caused this Assignment to be signed and executed by the undersigned officers thereunto duly authorized on the date first written above.

REXALL SUNDOWN, INC.

THOMPSON NUTRITIONALS, INC.

By: *Damon DeSantis*

By: _____

Name: *DAMON DESANTIS*

Name: _____

Title: *PRESIDENT + CHIEF EXECUTIVE OFFICER*

Title: _____

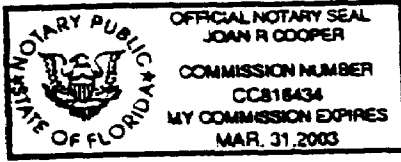
trademark assignment

STATE OF FLORIDA)

) ss.:

COUNTY OF PALM BEACH)

On this 25th day of May 2000, there appeared before me DAMON DE SANTIS, personally known to me, who acknowledged that he signed the foregoing Assignment as his/her voluntary act and deed on behalf and with full authority of _____.




Notary Public

trademark assignment

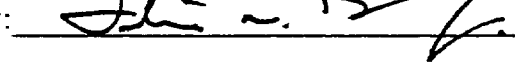
IN TESTIMONY WHEREOF, Assignor and Assignee have caused this Assignment

to be signed and executed by the undersigned officers thereunto duly authorized on the date first written above.

REXALL SUNDOWN, INC.

THOMPSON NUTRITIONALS, INC.

By: _____

By: 

Name: _____

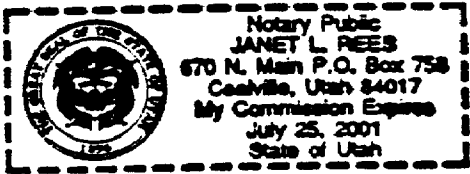
Name: LESLIE M. BROWN JR.

Title: _____

Title: VICE PRESIDENT

STATE OF Utah)
) ss.:
COUNTY OF Summit)

On this 26 day of May 2000, there appeared before me Leslie M. Brown, Jr., personally known to me, who acknowledged that he signed the foregoing Assignment as his/her voluntary act and deed on behalf and with full authority of Thompson Nutritionals, Inc.



Janet L. Rees
Notary Public

SCHEDULE A

I. U.S. Trademarks

MARK	STATUS	REG./APP. NO.
ADULT-PLEX	Registered	1,133,957
BUFFERED-C	Registered	1,146,331
COACH'S FORMULA	Registered	1,167,980
DIETARY-4	Registered	1,038,660
ENZAPLEX	Registered	1,409,164
MEGA 80	Registered	1,233,263
NUPLEX	Registered	1,083,134
PRIMARY HEALTH	Registered	1,639,502
TEENPLEX	Registered	1,133,956
THOMPSON	Registered	1,832,578
THOMPSON LOGO	Registered	954,315
VITAPLEX	Registered	1,075,365

II. Foreign Trademarks

MARK	TERRITORY	STATUS	REG./APP. NO.
Thompson	Benelux	Registered	Reg. No. 537089
Thompson	Brazil	Registered	Reg. No. 816273715
Thompson	China	Pending	Application No. 9800113
Thompson	Colombia	Registered	Reg. No. 160.105
Thompson	Costa Rica	Registered	Reg. No. 98.127
Thompson	Denmark	Registered	Reg. No. VR 1999 04577
Thompson	Ecuador	Registered	Reg. No. DNP 3603 96 MICIP
Thompson	Indonesia	Registered	Reg. No. 382048
Thompson	Japan	Pending	Application No. H11- 7087
Thompson	Nicaragua	Registered	Reg. No. 39,632CC
Thompson	Panama	Registered	Reg. No. 80849
Thompson	Saudi Arabia	Pending	Application No. 46590
Thompson	Uruguay	Registered	Reg. No. 274.062

BOX ASSIGNMENT FEE
Express Mail No. EL539955308US
Attorney Docket No. 38170.840000.000

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Trademark Assignment

Conveying Party: Rexall Sundown, Inc.
a Florida corporation

Receiving Party: Thompson Nutritionals, Inc.
a Delaware corporation

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS:

Registration Numbers: 1,133,957; 1,146,331; 1,167,980; 1,038,660;
1,409,164; 1,233,263; 1,083,134; 1,639,502;
1,133,956; 1,832,578; 0,954,315; and 1,075,365

CERTIFICATE OF MAILING BY EXPRESS MAIL

U.S. Patent and Trademark Office
Office of Public Records
Crystal Gateway 4, Room 335
Washington, D.C. 20231

Sir:

The undersigned hereby certifies that the attached Trademark Recordation Form Cover Sheet, Trademark Assignment, check in the amount of \$315.00, and return card, relating to the above registrations was deposited as "Express Mail," Mailing Label No. EL539955308US with the United States Postal Service, addressed to U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington. D.C. 20231, on

Dec. 12, 2000.

December 12, 2000
Date

Reborah A. Ricker
Mailer

Dec. 12, 2000
Date

Scott S. Havlick
Scott S. Havlick
HOLLAND & HART
555 Seventeenth Street, Suite 3200
Denver, Colorado 80202
(303) 473-2710