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To the Honorable Commissioner of Patents and Trademarks 101724980

attached original documents or copy thereof.

1. Name of conveying party(ies):

OMNI NUTRACEUTICALS, INC.

- Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: May 1, 2001

2. Name and address of receiving party(ies)

Name: VITACOST.COM, INC.

Internal Address:

Street Address: 2049 High Ridge Road

City: Boynton Beach State: FL ZIP: 33426

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Delaware
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

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

A. Trademark Application No.(s)

- 76/074,009
76/074,010
76/074,011
76/074,012

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Stewart L. Gitler, Esq.

Internal Address: HOFFMAN, WASSON & GITLER

Street Address: 2361 Jefferson Davis Hwy.

Suite 522

City: Arlington State: VA ZIP: 22202

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): \$ 115.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number: -Deficiencies Only

08-2455

(Attach 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.

Stewart L. Gitler

Name of Person Signing

Signature

Signature

5-17-01

Date

Total number of pages including cover sheet, attachments, and document: 3

**ASSIGNMENT OF TRADEMARKS**

Whereas OMNI NUTRACEUTICALS, INC., a Delaware corporation, doing business at 5310 Beethoven Avenue, Los Angeles, California 90026, has intended to use the marks listed on Appendix A in commerce and has filed applications therefor, but has not yet filed allegations of use under §1(d) of The Trademark Act, and

Whereas, OMNI NUTRACEUTICALS, INC. is assigning the trademarks identified in the applications as part of the entire business or portion thereof to which the marks pertain as required by 15 U.S.C. §1060; and

Whereas, VITACOST.COM, INC., a Delaware corporation, doing business at 2049 High Ridge Road, Boynton Beach, Florida 33426, the successor of the ongoing and existing business of OMNI NUTRACEUTICALS, INC. to which the marks pertain, is desirous of acquiring the trademarks and the pending intent-to-use applications in the United States and in all foreign countries (Appendix A) therefor;

Now, therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, OMNI NUTRACEUTICALS, INC. does hereby assign to VITACOST.COM, INC. all right, title and interest in and to all the trademarks in the United States and in all foreign countries and the goodwill of the business symbolized thereby.

OMNI NUTRACEUTICALS, INC.

By   
Name \_\_\_\_\_ Klee Irwin  
Title \_\_\_\_\_ President & CEO

5/1/01  
Date

**APPENDIX A**

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>
HEALTHZONE	U.S.	76/074,009	June 21, 2000
HEALTHZONE	U.S.	76/074,010	June 21, 2000
HEALTHZONE	U.S.	76/074,011	June 21, 2000
HEALTHZONE	U.S.	76/074,012	June 21, 2000