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06-13-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

101747425

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

1. Name of conveying party(ies):

Nutrition Professionals, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Nature's Way Products, Inc.

Internal Address:

Street Address: 1375 No. Mountain Springs Pkwy

City: Springville State: Utah Zip: 84663

- 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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: December 21, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

- see list attached

Additional number(s) attached Yes No

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

Name: Gordon M. Walker

Internal Address:

GTOM11 00000206 1265537

40.00 OP 300.00 OP

Street Address: 1375 No. Mountain Springs Pkwy

City: Springville State: Utah Zip: 84663

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 3.41): \$ 340.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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.

Gordon M. Walker Name of Person Signing

Signature

June 4, 2001 Date

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

4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

Item 4

Registration No(s)

1,265,537

1,505,552

1,500,160

1,496,522

1,541,197

1,693,952

1,491,927

1,617,301

1,538,881

1,096,432

1,617,302

1,530,497

1,264,675

TRADEMARK ASSIGNMENT

WHEREAS, Nutrition Professionals, Inc. with offices located at 10 Mountain Springs Parkway, Springville, Utah 84663, is the owner of the following trademarks now registered in the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Registration No.</u>	<u>Date of Registration</u>
Alfa-Max	1,265,537	01-31-84
ColdMed	1,505,552	09-27-88
CongestEnd	1,500,160	08-16-88
Critical Mass	1,496,522	07-19-88
Elimicol	1,541,197	05-30-89
Fem-H	1,693,952	06-16-92
Garlix	1,491,927	06-14-88
Medidophilus	1,617,301	10-16-90
Neo-Respin	1,538,881	05-16-89
NuPro & Design	1,096,432	07-18-78
Pediadophilus	1,617,302	10-16-90
Pure Power	1,530,497	03-21-89
RESP	1,264,675	01-24-84

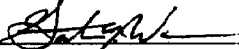
WHEREAS, Nature's Way Products, Inc. having its principal offices at 1375 North Mountain Springs Parkway, Springville, Utah 84663, is desirous of acquiring said registered trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Nutritional Professionals, Inc. hereby assigns, transfers and conveys to Nature's Way Products, Inc. all right, title and interest in the registered trademarks in the United States together with the goodwill of the business symbolized by the said trademarks.

Nutritional Professionals, Inc. warrants that it is the beneficial owner of the aforementioned registered and pending trademarks, that it has all requisite power and authority to enter into this Assignment, that this Assignment has been duly executed and delivered by Nutritional Professionals, Inc. and constitutes a valid and binding obligation and that the trademarks are owned free and clear of any liens, claims or encumbrances.

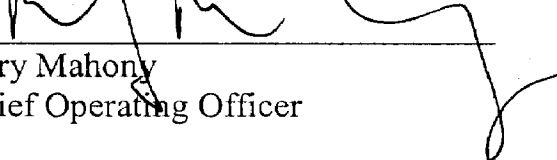
This Assignment is made at Springville, Utah, this 21st day of December, 2000.

NATURE'S WAY PRODUCTS, INC.

By: 

Gordon M. Walker
Secretary to the Corporation

NUTRITION PROFESSIONALS, INC.

By: 

Rory Mahony
Chief Operating Officer

TM/Assignment/NutritionProfessionalsTrademarks