

06-19-2001

Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

6-12-01

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

1. Name of conveying party(ies):
Food for Health Co., Inc. (dba Food for
3655 West Washington St. Health, Inc.)
Phoenix, Arizona 85009

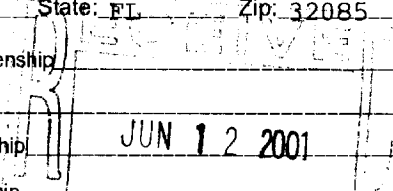
Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Arizona
 Other _____

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

2. Name and address of receiving party(ies)
Name: Tree of Life, Inc.
Internal
Address: _____
Street Address: PO Box 410
St. _____
City: Augustine State: FL Zip: 32085

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



3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/856,267; 75/737,245; 75/830,918

B. Trademark Registration No.(s) 2,382,194;
2,323,482; 2,289,040; 2,079,525;
2,079,524; 2,393,213; 1,882,201

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence
concerning document should be mailed:
Name: John W. Burke III
Internal Address: McGuireWoods LLP
One James Center
901 East Cary Street
Street Address: _____
City: Richmond State: VA Zip: 23219

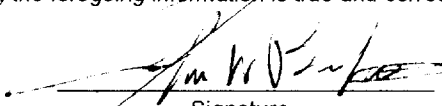
6. Total number of applications and
registrations involved: 10

7. Total fee (37 CFR 3.41).....\$ 265.00
 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.

John W. Burke III
Name of Person Signing  Signature 6/12/01 Date

Total number of pages including cover sheet, attachments, and document: 4

06/19/2001 9:08:11 00000029 7585626

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

1 00:421
10 50:448
40.00 OF
235.00 OF

TRADEMARK
REEL: 002315 FRAME: 0560

**ASSIGNMENT OF TRADEMARKS
FROM FOOD FOR HEALTH CO., INC. TO TREE OF LIFE, INC.**

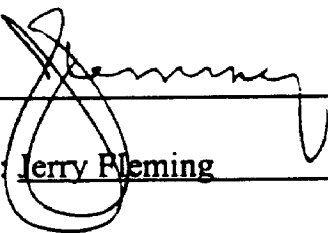
This assignment is from FOOD FOR HEALTH CO., INC., an Arizona corporation with its principal offices at 3655 West Washington Street, Phoenix, Arizona 85009 ("Assignor") to TREE OF LIFE, INC. a Delaware corporation with its principal offices at 1750 Tree Boulevard, P.O. Box 410, St. Augustine, Florida 32085 ("Assignee").

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns and grants to Assignee the Assignor's entire right, title and interest in all of the marks listed in Schedule A to this assignment and the portion of Assignor's business associated with these marks; and all goodwill associated therewith, along with the associated applications and registrations. Assignor further assigns all rights as a licensor and all rights to sue for any acts of infringement occurring prior to the effective date of this Assignment.

Dated to be effective this 23 day of March, 2001

ASSIGNOR:

Food For Health Co., Inc.,
an Arizona corporation




By: Jerry Fleming

Its: President

Dated: March 23, 2001

ASSIGNEE:

Tree of Life, Inc.,
a Delaware corporation



By: Dennis Oistacher


Its: Senior Vice President - Finance and
Chief Financial Officer

Dated: March 23, 2001

SCHEDULE A
TO ASSIGNMENT OF TRADEMARKS
FROM FOOD FOR HEALTH CO., INC. TO TREE OF LIFE, INC.

<i>Mark</i>	<i>Registration Number</i>
FOOD FOR HEALTH and Design	2,382,194
NUTRI VALUE	2,323,482
NUTRI VALUE	2,289,040
NUTRI VALUE	2,079,525
NUTRI VALUE	2, 079,524
U.S. HEALTH DISTRIBUTORS INC.	2,393,213
SLICED APPLE DESIGN MARK	1,882,201

<i>Mark</i>	<i>Application Number</i>
INSTA-SET	75/856,267
NUTRICLUB	75/830,918
U.S. HEALTH DISTRIBUTORS, INC. and Design	75/737,245

Assignor's Initials 
Assignee's Initials 