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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

1. Name of conveying party(ies):

DANIEL R. McFARLAND

6801

2. Name and address of receiving party(ies)

Name: FITNESS LABS NUTRITION CORPORATION

Internal Address: POST OFFICE BOX 3896

Street Address:

City: TORRANCE State: CA ZIP: 90510

- 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, Security Agreement, Other, Merger, Change of Name

Execution Date: APRIL 19, 2001

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

75/399,644



Trademark Registration No.(s)

06-08-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #11

Additional numbers attached? Yes No

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

Name: RICHARD S. KOPPEL

Internal Address: KOPPEL & JACOBS

Street Address: 555 ST. CHARLES DRIVE, #107

City: THOUSAND OAKS State: CA ZIP: 91360

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed, Any deficiency, Authorized to be charged to deposit account

8. Deposit account number:

11-1580

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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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.

RICHARD S. KOPPEL

Name of Person Signing

Richard S. Koppel Signature

6/8/01

Date

2

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

Assignment of Mark and Application for Registration

Whereas Daniel R. McFarland of 28 Sailview Ave., Rancho Palos Verdes, California 90275 has adopted, used and is using a mark for which an application for registration has been filed in the United States Patent and Trademark Office, Application Serial No. 75/399,644, dated December 3, 1997; and

Whereas Fitness Labs Nutrition Corporation, of P.O. Box 3896, Torrance, California 90510, is desirous of acquiring said mark and the application and any resulting registration thereof;

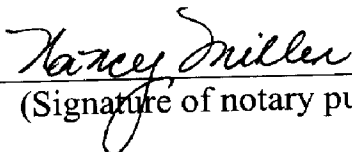
Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said Daniel R. McFarland, does hereby assign to the said Fitness Labs Nutrition Corporation all right, title and interest in and to the said mark, together with the good will of the business symbolized by the mark, and the above identified application and any resulting registration thereof.



State of California

County of Los Angeles SS

On this 19th day of April, 2001, before me appeared DANIEL R. MCFARLAND the person who signed this instrument, who acknowledged that he signed it as a free act on his own behalf


(Signature of notary public)

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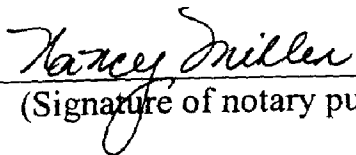
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