

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

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

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

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

1. Name of conveying party(ies):  
Phoenix Laboratories, Inc.

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State      Delaware  
 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: \_\_\_\_\_

2. Name and address of receiving party(ies)  
 Name: Great Earth Companies, Inc.  
 Internal \_\_\_\_\_  
 Address: \_\_\_\_\_

Street Address: 140 Lauman Lane  
 City: Hicksville State: NY Zip: 11801

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 registration number(s):  
 A. Trademark Application No.(s)  
75395045

B. Trademark Registration No.(s)

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Jay H. Geller  
 Internal Address: \_\_\_\_\_

Street Address: West Tower, Suite 4000  
2425 W. Olympic Blv

City: Santa Monica State: CA Zip: 90404

6. Total number of applications and registrations involved: 1

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

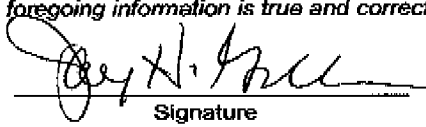
Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
501284

(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.*

Jay H. Geller            Jan. 4, 2002  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 2

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

## ASSIGNMENT

Whereas Phoenix Laboratories, Inc. has filed an application to register the trademark GOOD HEALTHKEEPING based upon a bona fide intent to use in the United States Patent and Trademark Office, Serial No. 75/395045; and

Whereas, Great Earth Companies, Inc. is desirous of acquiring said mark;

Now, therefore, for valuable consideration, receipt of which is hereby acknowledged, said Phoenix Laboratories, Inc. does hereby assign unto said Great Earth Companies, Inc. all right, title and interest in and to the mark, and the above referenced trademark application.

Dated this 7th day of July, 2001.

Phoenix Laboratories, Inc.

By  \_\_\_\_\_  
Mel Rich  
President