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02-25-2002

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

101991292

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

1. Name of conveying party(ies): ZonePerfect Nutrition Company, f/k/a Eicotech Corporation
Individual(s) Association
General Partnership Limited Partnership
Corporation-State Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Barry D. Sears, Ph.D
Internal Address:
Street Address: 42 Stanwood Road
City: Swampscott State: MA Zip: 01907
Individual(s) citizenship USA
Association
General Partnership
Limited Partnership
Corporation-State
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: October 15, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1964522, 2005351
Additional number(s) attached Yes No

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5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jennifer K. Lawson
Internal Address: Testa, Hurwitz & Thibault, LLP
Street Address: 125 High Street
City: Boston State: MA Zip: 02100

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41) \$ 65.00
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.
Jennifer K. Lawson
Signature
Date: 1/29/02
Total number of pages including cover sheet, attachments, and document: 3

02/22/2002 DBYRNE 00000167 1964522
01 FC:481
02 FC:482

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

TRADEMARK
REEL: 002450 FRAME: 0261

SCHEDULE A

ZonePerfect Nutrition Company

<u>Mark</u>	<u>Registration No.</u>
BIOZONE	1,964,522
EICODERM	2,005,351

ASSIGNMENT OF TRADEMARKS

WHEREAS ZonePerfect Nutrition Company (formerly known as "Eicotech Corporation") ("Assignor"), a Delaware corporation with offices at 120 Boylston Street, Suite 800, Boston, Massachusetts 02116, is the owner of record of certain U.S. registrations for the trademarks set forth on Schedule A hereto (the "Trademarks");

WHEREAS, Barry D. Sears ("Assignee"), an individual with an address at 42 Stanwood Road, Swampscott, Massachusetts 01907, and Assignor and various other persons and entities are parties to an Agreement, dated as of the date hereof (the "Agreement"), pursuant to which Assignee acquired certain assets and property from Assignor;

AND WHEREAS, Assignee is desirous of acquiring Assignor's rights in and to the Trademarks, the registrations of the Trademarks shown in Schedule A, and the goodwill of the business symbolized by the Trademarks;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee all Assignor's right, title and interest in and to the Trademarks, together with the registrations of the Trademarks shown in Schedule A, and the goodwill of the business symbolized by the Trademarks, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made. Except as set forth in the Agreement, Assignor makes no representations or warranties with respect to the Trademarks, expressly disclaims all such representations or warranties, express or implied, and sells, assigns and transfers its rights in and to such Trademarks to Assignee on an "as is" basis.

Dated: October 15, 2001

ZONEPERFECT NUTRITION COMPANY

By 

Christopher P. Baker
Chief Executive Officer