

07-31-2002

TRA

To the Commissioner of Trademarks: Please record



of receiving party(ies)

of receiving party(ies)

1. Name of conveying party(ies):

102174205

FFF Enterprises, Inc.

7.11.02

Name Lifetree Technologies, LLC

- Individual(s)
- General Partnership
- Corporation-State California
- Other _____

- Association
- Limited Partnership

Additional name of conveying party attached? Yes No

Internal Address: _____

Street Address: 3500 Sunrise Highway, #T111

City: Great River State NY ZIP 11739

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - State Delaware
- Other Limited Liability Company (Delaware)

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) and address(es) attached? Yes No

3.

Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: June 11, 2002

4. Application number(s) or registration numbers:

A. Trademark Application No.(s)
76/301860

B. Trademark No.(s)
2,540,519
2,540,520

Additional numbers attached? Yes No

JUL 11 2002

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

Oppenheimer Wolff & Donnelly LLP
840 Newport Center Drive, Suite 700
Newport Beach, CA 92660

Attn: Louis C. Cullman

6. Total number of applications and trademarks involved: 3

7. Total fee (37 CFR 3.41)\$120.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account number:

50-1901

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

07/30/2002 DBYRNE 00000200 501901 76301860

01 FC:481 40.00 CH
02 FC:482 50.00 CH

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.

Louis C. Cullman

Signature

July 9, 2002

Date

Name of Person Signing

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Trademarks, Box Assignments, North Tower Building, 2800 Crystal Drive, Arlington, VA 22202

TRADEMARK ASSIGNMENT

WHEREAS, FFF Enterprises, Inc., a California corporation, having an office and place of business at 41093 County Center Drive, Temecula, CA 92591, hereinafter referred to as "Assignor" has adopted and is using the trademarks listed in Exhibit A (the "Marks"); and

WHEREAS, Assignor has registered or applied to register the Marks identified in Exhibit A on the Principal Register of the United States Trademark Office and such application and registrations are currently in good standing; and

WHEREAS, Lifetree Technologies, LLC, a Delaware limited liability company, having an office and place of business at Long Island Technology Center, 3500 Sunrise Highway #T111, Great River, NY 11739, hereinafter referred to as "Assignee" is desirous of acquiring the entire right, title and interest in and to the Marks; and

WHEREAS, Assignor is willing to assign all of its rights, title and interest in and to the Marks and to cease any further use of the Marks for any purpose;

NOW, THEREFOR, in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby irrevocably sells, assigns and transfers to Assignee, its successors and assigns, the entire worldwide right, title and interest in and to the Marks, including all U. S., state and foreign registrations and applications for registration thereof, all common law rights in the Marks, the goodwill of the business pertaining to the Marks and the portion of the ongoing business pertaining to the Marks, all treaty and convention rights pertaining to the Marks, and the right to sue for past, present, and future infringement of the Marks. Assignor agrees to execute such other documents as may be necessary to effectuate and record the assignment of the Marks and any rights granted hereby.

IN WITNESS WHEREOF, Assignor has caused this assignment to be duly executed on this 11th day of June, 2002.

FFF ENTERPRISES, INC.

By: Patrick M. Schmidt
Patrick M. Schmidt, President

STATE OF CALIFORNIA)
)ss.
COUNTY OF RIVERSIDE)

On this 11th day of June, 2002, before me personally appeared Patrick M. Schmidt, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

Laura S. Cortez
Notary Public

(SEAL)

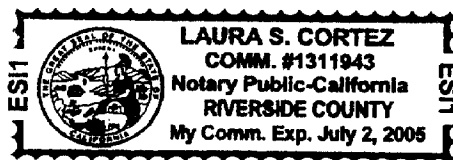


EXHIBIT A

UNITED STATES TRADEMARKS OF
FFF ENTERPRISES, INC.

MARK

SERIAL OR REGISTRATION NO.

LIFETREE

2,540,519

LIFETREE & DESIGN

2,540,520

LIFETREE ICTM

76/301860