

11-25-2002



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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

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

1. Name of conveying party(ies): MOTHERNATURE.COM, INC. 11-18-02
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: MOTHERNATURE, INC.
Internal Address:
Street Address: 322 Seventh Avenue, 3rd Floor
City: New York State: NY Zip: 10001
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: 9/13/02

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/641,193
75/641,104 75/641,194
B. Trademark Registration No.(s)
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 3

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: JAMES A. QUINTON, ESQ.
Internal Address: FRISENDA QUINTON & NICHOLSON
Street Address: 425 Park Avenue, 5th Floor
City: New York State: NY Zip: 10022

7. Total fee (37 CFR 3.41) \$90.00
Enclosed
Authorized to be charged to deposit account

8. Deposit account number: 06-2145

DO NOT USE THIS SPACE

9. Signature.
JAMES A. QUINTON
Name of Person Signing

Signature

11/13/02
Date

Total number of pages including cover sheet, attachments, and document: 1

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

01 FC:8521 40.00 OP
02 FC:8522 50.00 OP

TRADEMARK REEL: 002621 FRAME: 0977

FINANCE SECTION
NOV 18 AM 7:50
RECORDS

ASSIGNMENT OF TRADEMARK

WHEREAS, MOTHERNATURE.COM, INC., a Delaware corporation having its principal place of business at 124 Washington Street, Suite 101, Foxboro, MA 02035, is the owner of certain trademarks which are the subject of trademark registrations and/or applications in the United States as set forth in Exhibit B-1 attached hereto.

WHEREAS, MOTHER NATURE, INC., a Delaware corporation having a principal place of business at 322 7th Avenue, 3rd Floor, New York, New York 10001 is desirous of acquiring said trademarks.

NOW, THEREFORE, for good and valuable consideration receipt of which is hereby acknowledged, said MOTHERNATURE.COM, INC., hereby assigns unto said MOTHER NATURE, INC., all right title and interest in and to said trademarks of Exhibit B-1 hereto together with the goodwill of the business symbolized by the trademarks, and the identified registrations and applications thereof of Exhibit B-1.

MOTHERNATURE.COM, INC., makes no representation or warranty, express or implied, and the trademarks of Exhibit B-1 are being assigned hereunder "AS IS, WHERE IS" and in their present condition.

MOTHERNATURE.COM, INC., hereby agrees to execute and deliver, at the reasonable request of the Assignee, all additional papers, instruments and assignments and to perform any other reasonable act the Assignee may require in order to vest title in and to the said marks.

MOTHERNATURE.COM, INC.

Dated 9/13/02

By: Keith Casey
Title: President & Treasurer

EXHIBIT B-1

<u>MARK</u> APPLICATION NO./	<u>COUNTRY</u>	<u>REG. NO</u>
MOTHERNATURE.COM and design	U.S.	75/641,193
MOTHERNATURE.COM and design	U.S.	75/641,104
DESIGN	U.S.	75/641,194
DESIGN	U.S.	75/646,812
GO ASK MOTHER @	U.S.	75/689,319
YOUR HEALTHY LIVING HEADQUARTERS	U.S.	75/689,963
NATURAL SHOPS NETWORK	U.S.	NOT FILED