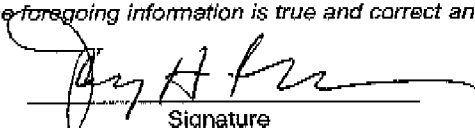


Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings $\leftrightarrow$ $\leftrightarrow$ $\leftrightarrow$	<b>RECORDATION FORM COVER SHEET</b> <b>TRADEMARKS ONLY</b>	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
<b>1. Name of conveying party(ies):</b> <u>Great Earth International, Inc.</u>  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>California</u> <input type="checkbox"/> Other _____  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	<b>2. Name and address of receiving party(ies)</b> Name: <u>Great Earth Companies, Inc.</u> Internal Address: _____  Street Address: <u>140 Lauman Lane</u> <u>Hicksville</u> City: _____ State: <u>NY</u> Zip: <u>11801</u>  <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No          (Designations must be a separate document from assignment)          Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small>	
<b>3. Nature of conveyance:</b> <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____  Execution Date: <u>Jan. 1, 1999</u>	<b>4. Application number(s) or registration number(s):</b> A. Trademark Application No.(s)  B. Trademark Registration No.(s) <u>2124247</u>  Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b> Name: <u>Jay H. Geller</u>  Internal Address: _____  Street Address: <u>West Tower, Suite 4000</u> <u>2425 W. Olympic Bl.</u>  <u>Santa Monica</u> City: _____ State: <u>CA</u> Zip: <u>90404</u>	<b>6. Total number of applications and registrations involved:</b> ..... <span style="border: 1px solid black; padding: 2px;">1</span>  <b>7. Total fee (37 CFR 3.41)</b> ..... \$ <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account  <b>8. Deposit account number:</b> <u>50-1284</u>  <small>(Attach duplicate copy of this page if paying by deposit account)</small>	
<b>DO NOT USE THIS SPACE</b>		
<b>9. Statement and signature.</b> <i>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.</i>  <u>Jay H. Geller</u>  <u>April 23, 2003</u> Name of Person Signing      Signature      Date  Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">2</span>		

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

ASSIGNMENT

Whereas Great Earth International, Inc. has adopted and is using the following trademark for which it has obtained United States Patent and Trademark Registration, No. 2,124,247;

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

Now, therefore, for valuable consideration, receipt of which is hereby acknowledged, said Great Earth International, Inc. does hereby assign unto said Great Earth Companies, Inc. all right, title and interest in and to the mark together with the good will of the business symbolized by the mark, and the above referenced trademark registration.

Dated this 1st day of January, 1999.

Great Earth International, Inc.

By Mel Rich  
Mel Rich  
President