

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

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):  
Numico Financial Services, S.A.

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation-State  
 Other Swiss Corporation

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                               Merger  
 Security Agreement                     Change of Name  
 Other \_\_\_\_\_

Execution Date: July 1, 2003

2. Name and address of receiving party(ies)  
Name: Unicity Network, Inc.  
Internal Address: \_\_\_\_\_  
Address: \_\_\_\_\_  
Street Address: 748 North 1340 West  
City: Orem State: UT Zip: 84057

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State of Utah  
 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) 75/642,773  
75/622,010

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) 2,326,739  
1,526,482

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Holly Miller  
Internal Address: \_\_\_\_\_  
Vedder, Price, Kaufman & Kammholz  
Street Address: 222 North LaSalle St. - 24th Floor  
City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 50

7. Total fee (37 CFR 3.41) ..... \$ 1265.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
22-0259

DO NOT USE THIS SPACE

9. Signature.  
Michael J. Turgeon                                      Michael J. Turgeon                                      August 8, 2003  
 Name of Person Signing                                      Signature                                      Date

Total number of pages including cover sheet, attachments, and document: 7

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

CH \$1266.00 220269 76642773

**CONTINUATION OF RECORDATION FORM COVER SHEET - Item 4**

Additional Trademark Serial Numbers:

75/596,417  
 75/733,106  
 75/448,453  
 75/709,141  
 75/642,774  
 75/733,105  
 75/596,418  
 75/733,108  
 75/464,544  
 75/622,019  
 75/642,740  
 75/755,759  
 75/622,011  
 75/464,547

Additional Trademark Registration Numbers:

1,901,449	2,443,362
1,840,261	2,446,614
2,017,145	2,192,834
1,967,435	2,019,896
2,018,183	
1,810,655	
2,139,784	
2,446,905	
1,986,330	
1,977,388	
1,882,762	
2,326,740	
2,373,365	
1,997,578	
1,751,784	
2,322,401	
2,322,403	
2,322,402	
2,133,382	
1,843,459	
2,564,133	
2,335,872	
1,834,312	
2,209,369	
2,417,572	
2,441,575	
1,843,458	
2,211,820	

**Assignment of Trademarks**

THIS ASSIGNMENT ("Assignment") is entered into as of the 1st day of July 2003 (the "Effective Date") by and among Numico Financial Services, S.A. ("Numico"); and Unicity Network, Inc. ("Unicity").

WHEREAS, Royal Numico, N.V. intends to divest its subsidiary Unicity; and

WHEREAS, Numico Financial Services, S.A. ("Numico"), a subsidiary of Royal Numico, N.V., is the owner of all right, title and interest in and to the trademarks set forth on Attachment "A" (the "Trademarks") and desires to assign the same to Unicity;

WHEREAS, concurrently herewith, Rexall Sundown, Inc. is consenting to and approving the terms and conditions of this Agreement;

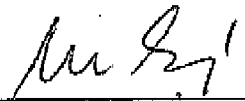
FOR THE CONSIDERATION stated herein and for other good and valuable consideration, the sufficiency of which is hereby acknowledged, the parties agree as follows.


1. Numico assigns to Unicity all of its right, title, and interest in and to the Trademarks, including all goodwill associated therewith, free from any notice or claim asserted or threatened by any third party due to the infringement of any trade name, trademark, service mark, copyright, or license of any person or organization, and the above identified registration of such trademark.
2. Unicity accepts the foregoing assignment of the Trademarks.
3. As consideration for the assignment of the Trademarks, Unicity shall pay Numico the sum of ten dollars (\$10.00).

IN WITNESS WHEREOF, the parties have caused this Trademark License Agreement to be executed by their duly authorized officers on the date first set forth above.

NUMICO FINANCIAL SERVICES, S.A.  
("Numico")

UNICITY NETWORK, INC.  
("Unicity")

By:   
 Name: M. By  
 Title: attorney

By:   
 Name: TREVOR WILLIAMS  
 Title: CFO

Rexall Sundown International, Inc. hereby consents to and approves the terms and conditions of this Assignment.

REXALL SUNDOWN, INC.

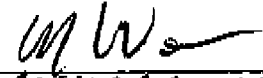
By:   
 Name: RICHARD WERBER  
 Title: VP

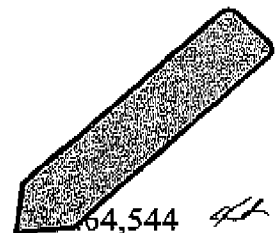
Exhibit "A"  
to the  
Assignment

UNITED STATES  
Registered Rexall/Numico Financial Services Trademarks

AESTIVAL DESIGN	2,326,841	MENO-BLEND	2,322,403
BIOS & Design	1,526,482	MENO-ESSENTIALS	2,322,402
BIOS LIFE 2	1,901,449	META-ESSENT-OL	2,133,382
CALMPLEX	1,830,261	METABA-TROL	1,843,459
CALMPLEX-2000	2,017,145	MYOCAP P.M.	2,564,133
CARDIO-BASICS	1,967,435	NUTRITIONALS DESIGN	2,335,872
CELLULAR ESSENTIALS	2,018,183	NATURE FORCE	1,834,312
CLEAR SOURCE	1,801,655	PERFORMANCE ESSENTIALS	2,209,369
CLEAR THOUGHTS	2,139,784	POWER GENERATION	2,417,572
COGNO BLEND	2,446,905	QUAD-PLEX	2,441,575
DEFEND-OL	1,986,330	RELIEV-OL	1,843,458
ENZYGEN	1,977,388	SMOKEASE	2,211,820
GLYCO-ACTIVE	1,882,762	TRAUM-EX	2,019,896
HERBALS DESIGN	2,326,740	ULTIMATE PERFORMANCE	2,443,362
H-CARE	2,373,365	VASCULAR COMPLETE	2,446,614
INTERN-OL	1,967,435	VISION ESSENTIALS	2,192,834
IN-VIGOR-OL	1,751,784		
MENO-BASICS	2,322,401		

Rexall Pending Trademarks

BALANCE BLEND	75/642,773	MENS= FORMULA PLUS	75/464,544
BODY SYNERGY	75/622,010	<del>NUTRIKIDS SCHOOL AID</del>	<del>75/724,922</del>
CALMING BLEND	75/596,417	OSTEO-BASICS	75/622,019
CARB EXLPOSITION!	75/733,106	PASSION BLEND	75/642,740
CARDIO BALANCE	75/448,453	ULTIMATE PERFORMANCE	-----
CLEAR SOURCE DESIGN	75/709,141	& Design	75/755,759
COGNO BLEND	75/642,774	VISION COMPLETE	75/464,547
CREATINE NOW!	75/733,105	WOMENS= FORMULA PLUS	75/464,547
IMMUNO BLEND	75/596,418		
LOW OZ	75/733,108		



Handwritten initials or mark.

**CANADA****Rexall/Numico Financial Services Trademarks**

AESTIVAL DESIGN	1,033,808	NATURE FORCE	554,872
CLEAR SOURCE	1,035,383	NUTRITIONALS DESIGN	554,709
DEFEND-OL	1,043,345	ORAREX	559,229
ENZYGEN	1,035,398	PASSION BLEND	557,198
HERBALS DESIGN	1,033,807	RELIEV-OL	554,826
INTERN-OL	1,035,382	SHOWCASE NUTRITIONALS	559,277
MENO-BLEND	554,745	SMOKEASE	554,825
META-ESSENT-OL	544,742		
METABA-TROL	544,775		

**Pending Trademarks**

BIOS LIFE2	1,035,384	OPTIMAL PERFORMANCE	1,043,337
CALMPLEX 2000	1,043,343	OSTEO-BASICS	1,043,341
COGNO BLEND	1,042,979	PMS BALANCE	1,043,585
DIET ESSENTIALS	1,059,436	SENIOR ESSENTIALS	
H-CARE	1,035,386	TEEN ESSENTIALS	1,059,437
IMMUNO BLEND	1,042,978	TRAUMEX	1,043,338
IN-VIGOR-OL	1,043,344	WOMENS= FORMULA PLUS	
MENS= FORMULA PLUS	1,043,339	1,043,340	

**HONG KONG****REXALL/NUMICO FINANCIAL SERVICES  
REGISTERED TRADEMARKS**

AESTIVAL IN CC	10258/1999	ENZYGEN	04269/1999
AESTIVAL DESIGN	3778/2000	GLYCO-ACTIVE	B12428/1998
BEAUTY BLEND	B12405/2000	GLYCO-ACTIVE	B04965/1999
BIO C IN CC	B2474/2000	HERBALS DESIGN	13547/2000
BIOS LIFE2	B10843/1998	IMMUNO BLEND IN CC	B00851
BIOS LIFE2 IN CC	B3404/2000	INTERN-OL	B11049/1998
CALMING BLEND IN CC	3408/2000	IN-VIGOR-OL	B04966/1999
CALMPLEX 2000	7888	META-ESSENT-OL	01584/199
CLEAR SOURCE	B16388/2000	METABA-TROL	07844/1999
CLEAR SOURCE IN CC	B5129/2000	NATURE FORCE	B11050/1998
CLEAR SOURCE DESIGN	B10744/2001	NATURE FORCE IN CC	B6203/2000
CLEAR THOUGHTS	B10844	NUTRITIONALS DESIGN	3779/2000
CLEAR THOUGHTS IN CC	B4902/2001	NUTRITIONALS DESIGN	3780/2000
DEFEND-OL	B11048/1998	OPTIMAL PERFORMANCE	B24222
DIGESTION BLEND IN CC	B16190/2000	ORAREX IN CC	B16189/2000

ORAREX	9549	SMOKEASE	B15788/1999
PROTECT BLEND	B5134/2000	TRAUMEX	11051/1998
RX FOR LIFE	B06265/1999	VISION ESSENTIALS	B5135/2000
RX FOR LIFE PACK	B12174/1999		

**JAPAN**

**Rexall/Numico Financial Services Registered Trademarks**

AESTIVAL DESIGN	4395101	DAILY FORMULA	-----
BODY SYNERGY	-----	WITH KATAKANA	
WITH KATAKANA	4452254	NUTRITIONALS DESIGN	4396419
CARDIO BASICS	-----	NEW CLEAR SOURCE Design	4404142
WITH KATAKANA	4370407		

**KOREA**

**Rexall/Numico Financial Services Registered Trademarks**

AESTIVAL Design	349,651	HERBALS Design	486,077
AESTIVAL Design	486,076	IMMUNOBLEND	500,099
CLEAR SOURCE	361,948	NUTRITIONAL Design	486,075
CLEAR THOUGHTS	486,078	PASSIONBLEND	500,098
ENZYGEN	500,100		

**MEXICO**

**Rexall/Numico Financial Services Registered Trademarks**

AESTIVAL	504052	INTERN-OL	492342
ARMONIA NATURAL	637292	METABA-TROL	490635
BIOS LIFE 2	497187	NATURE FORCE	497188
CALMPLEX 2000	490636	OPTIMAL PERFORMANCE	504220
CARDIO BASICS	506358	ORAREX	490634
CELLULAR ESSENTIALS	506357	OSTEO ESSENTIALS	641074
CHILDREN-S ESSENTIALS		PASSION NATURAL	637294
DEFEND-OL	409698	PRESCRIPTION FOR LIFE	500315
DIET ESSENTIALS	643223	PROTECT-01	490633
ENZYGEN	498299	RELIEV-OL	490632
GLYCOACTIVE	513301		

TAIWAN

Rexall/Numico Financial Services Registered

AESTIVAL	911165	GLYCO-ACTIVE	986486
AESTIVAL	896487	GLYCO-ACTIVE	952409
AESTIVAL IN CC	908722	HERBALS DESIGN	88060057
AESTIVAL DESIGN	918572	NATURE FORCE IN CC	908724
BIOS LIFE	911163	NUTRITIONALS DESIGN	932205
BIOS LIFE IN CC	908723	NUTRITIONALS DESIGN	927233
CLEAR SOURCE	879750	OPTIMAL	
CLEAR SOURCE IN CC	889487	PERFORMANCE IN CC	929880
CLEAR SOURCE DESIGN	925196	OPTIMAL PERFORMANCE	911164