

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

HAUSER, INC.

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

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

2. Name and address of receiving party(ies)

Name: ZUELLIG BOTANICALS, INC.

Internal

Address:

Street Address: 2550 El Presidio

City: Long Beach State: CA Zip: 90810

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

Execution Date: 12/17/03

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) See Attached

B. Trademark Registration No.(s) See Attached

Additional number(s) attached Yes No

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

Name: Michelle L. Gursky, Esq.

Internal Address: O'MELVENY & MYERS LLP

Street Address: 400 South Hope Street

City: Los Angeles State: CA Zip: 90071-2899

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:

50-0639

DO NOT USE THIS SPACE

9. Signature.

Michelle L. Gursky, Esq.
Name of Person Signing


Signature

1/08/04
Date

Total number of pages including cover sheet, attachments, and document: 6

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

CH \$65.00 500639 2-103416

EXHIBIT A
TRADEMARKS

Trademarks	Application or Registration Number
ROSEOX®	2,103,416
ROSEOX660®	2,105,411
ROSSENTIA™	Common Law
ROSSENTIAL PLUS™	Common Law

TRADEMARK ASSIGNMENT AGREEMENT

December 17, 2003

WHEREAS, HAUSER, INC., a Delaware corporation, located and doing business at 840 Apollo Street, Suite 209, El Segundo, California 90245, and 4161 Specialty Place, Longmont, Colorado 80504, (hereinafter referred to as "Assignor"), is the owner of the trademarks and service marks listed in Exhibit A attached hereto and incorporated herein (the "Trademarks"), and the United States registrations and applications therefore; and

WHEREAS, ZUELLIG BOTANICALS, INC., a Delaware corporation, located and doing business at 2550 El Presidio, Long Beach, California 90810 (hereinafter referred to as "Assignee"), is desirous of acquiring all of the rights, title and interest of Assignor in, to and under the Trademarks, together with the goodwill and the portion of the business associated with the Trademarks.

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement, dated as of October 15, 2003 (the "Purchase Agreement"; capitalized terms used but not defined herein shall have the meanings ascribed to them in the Purchase Agreement) and the execution of this Assignment is a condition to the consummation of the transactions contemplated by the Purchase Agreement.

NOW, THEREFORE, in consideration of good and valuable consideration from Assignee to Assignor, the sufficiency and receipt of which is hereby acknowledged, Assignor confirms the transfer and hereby transfers and assigns to Assignee, the entire right, title and interest in and to the Trademarks, free and clear of any Indebtedness and Liens, together with the goodwill and the portion of the business associated with the Trademarks and all trademark registrations and applications therefore; and


Assignor does also hereby sell, assign, transfer and set over unto Assignee, its successors, legal representatives, and assigns, all claims for damages by reason of past infringement of the Trademarks, the right to sue for and collect the same for its own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives; and

Assignor hereby assigns all right, title and interest to the marks listed in Exhibit A in all jurisdictions and further agrees to execute such additional documents as may be required in such jurisdictions to effectuate the assignment of applications and registrations therein for the marks and to record the same.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first written above.

ASSIGNOR: HAUSER, INC.

By: 
Name: Kenneth C. Cleveland
Title: President and CEO

ASSIGNEE: ZUELLIG BOTANICALS, INC.

By: _____
Name: Peter Hafermann
Title: President

IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first written above.

ASSIGNOR:

HAUSER, INC.

By: _____
Name: _____
Title: _____

ASSIGNEE:

ZUELLIG BOTANICALS, INC.

By:  _____
Name: Peter Hafermann
Title: President

EXHIBIT A
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ROSEOX®	2,103,416
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