

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
M.D. Labs Acquisition Company, L.L.C.	AKA M.D. Labs Acquisition, L.L.C.	11/15/2004	Limited Liability Company: ARIZONA
RECEIVING PARTY DATA			
Name:	Freedom Wholesaler Distributor, LLC		
Street Address:	2555 E. Camelback Rd.		
Internal Address:	Suite 700		
City:	Phoenix		
State/Country:	ARIZONA		
Postal Code:	85016		
Entity Type:	Limited Liability Company: ARIZONA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	78345591	LIQUID STUFF	
Registration Number:	1883802	NATURALLY KLEAN	
Registration Number:	2775428	NATURALLY KLEAN	
CORRESPONDENCE DATA			
Fax Number:	(602)916-5651		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	602-916-5451		
Email:	ssmith@fclaw.com		
Correspondent Name:	Stacie K. Smith, Esq.		
Address Line 1:	3003 N. Central Ave.		
Address Line 2:	Suite 2600		
Address Line 4:	Phoenix, ARIZONA 85012		
NAME OF SUBMITTER:	Stacie K. Smith		

CH \$90.00 78345591

Signature:

/Stacie K Smith/

Date:

12/30/2004

Total Attachments: 3

source=freedom wholesaler assignment_1#page1.tif

source=freedom wholesaler assignment_2#page1.tif

source=freedom wholesaler assignment_3#page1.tif

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "*Assignment*"), dated November 15 2004, is entered into by and among M.D. Labs Holdings, L.L.C., an Arizona limited liability company and M.D. Labs Acquisition Company, L.L.C., also known as M.D. Labs Acquisition, L.L.C., an Arizona limited liability company as successor to M.D. Labs, Inc., a Delaware corporation (collectively "*Assignors*") having a principal place of business at 3925 East Watkins, Suite 200, Phoenix, Arizona 85034 and Freedom Wholesaler Distributor, LLC, an Arizona limited liability company ("*Assignee*"), a wholly owned subsidiary of Wellements, LLC, an Arizona limited liability company f/k/a MD Nutrition Acquisition, LLC (the "*Company*") having a principal place of business at 2555 East Camelback Road, Suite 700, Phoenix, Arizona 85016.

RECITALS

A. Assignors are the owner of the trademarks and service marks, registered trademarks and service marks, applications to register trademarks and service marks, intent-to-use applications and other registrations or applications related to trademarks and service marks listed on Schedule 1, attached hereto (the "*Assigned Marks*").

B. Pursuant to the Asset Contribution and Purchase Agreement dated September 27, 2004, among Assignors, along with other related or affiliated entities as sellers, the Company, as buyer, and the other parties identified therein, Assignors have agreed to assign their right, title and interest in the Assigned Trademarks to Assignee as a successor to and as part of the on-going business acquired by Assignee.

NOW, THEREFORE, in consideration of the foregoing and the mutual promises, covenants and conditions contained herein, the parties hereby agree as follows:

Assignor hereby assigns to Assignee all right, title and interest, including common law rights, in and to the Assigned Marks in the United States of America and in all countries and jurisdictions of the world, including the right to file for protection of the Assigned Marks throughout the world, together with the goodwill of the businesses symbolized by said Assigned Marks, and applications and registrations thereof, and that portion of the business which is ongoing and existing to which the Assigned Marks pertain. Assignors agree to perform, at Assignee's expense, all acts and to execute all documents necessary for Assignee to perfect its ownership in and to the Assigned Marks.

IN WITNESS WHEREOF, this Assignment has been signed on behalf of each of the parties hereto as of the date first written above.

M.D. LABS HOLDINGS, L.L.C.

M.D. LABS ACQUISITION COMPANY, L.L.C.,
ALSO KNOWN AS M.D. LABS ACQUISITION,
L.L.C, AS SUCCESSOR TO M.D. LABS, INC.

By: [Signature]
Name: BERNARD E. FRANCOIS
Title: MANAGER

By: [Signature]
Name: BERNARD E. FRANCOIS
Title: MANAGER

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

On NOVEMBER 5, 2004, before me, SHARON L. THORSBY Notary Public, personally appeared BERNARD E. FRANCOIS, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument of his/her own free will for the use and purposes set forth therein.

Witness my hand and official seal.

[Signature]
Notary Public



STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

On NOVEMBER 5, 2004, before me, SHARON L. THORSBY, Notary Public, personally appeared BERNARD E. FRANCOIS, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument of his/her own free will for the use and purposes set forth therein.

Witness my hand and official seal.

[Signature]
Notary Public



**SCHEDULE 1
ASSIGNED MARKS**

Trademark Applications

Trademark	Country	Status	Application Number	Application Date
LIQUID STUFF	United States	Pending	78/345591	12/24/2003

Trademark Registrations

Trademark	Country	Status	Registration Number	Registration Date
NATURALLY KLEAN	United States	Registered	1,883,802	3/14/1995
NATURALLY KLEAN	United States	Registered	2,775,428	10/21/2003