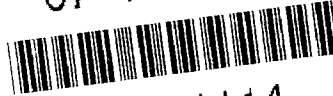


07-14-2005



103041114

RECO
TR

To the Director of the U. S. Patent and Trademark Office

enclose the attached documents or the new address(es) below.

7-11-05

1. Name of conveying party(ies)/Execution Date(s):

FB Botanicals, Inc.
6931 S. 66th E. Avenue, Suite 300
Tulsa, OK 74133

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

Citizenship (see guidelines) USA

Execution Date(s) 07/05/2005

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Toma's, L.L.C.

Internal Address: _____

Street Address: 6516 N. Olie, Suite G

City: Oklahoma City

State: Oklahoma

Country: USA Zip: 73116

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship US

Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

76/553,640; 76/553,632; 76/427,847

B. Trademark Registration No.(s)

2,883,999; 2,959,097; 2,892,221

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

SPARKLE BABE; LEGAL SUNBURN; BABE TOOLS; BRONZY BABE; CONVERTIBLE BABE; BRONZY BABE

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

Name: Glen M. Burdick

Internal Address: _____

Street Address: Dunlap, Coddling & Rogers, P.C.
P. O. Box 16370

City: Oklahoma City

State: OK Zip: 73113

Phone Number: 405-607-8600

Fax Number: 405-607-8686

Email Address: mike_burdick@okpatents.com

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 240.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 1103
Expiration Date 01/07

b. Deposit Account Number _____
Authorized User Name _____

9. Signature: Glen M. Burdick

07/11/2005

Signature

Date

Glen M. Burdick

Name of Person Signing

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

16

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003191 FRAME: 0848

07/13/2005
01 FC:8521
02 FC:8522
M 11: 23 AM
FINANCE
1103
40.00 OP
125.00 OP

TRADEMARK

ASSIGNMENT

WHEREAS, F.B. Botanicals, Inc., an Oklahoma Corporation having a principal place of business at 6931 S. 66th E. Avenue, Suite 300, Tulsa, Oklahoma 74133 ("ASSIGNOR"), has adopted and used the following trademark ("MARK"), which MARK is registered in the United States Patent and Trademark Office as follows:

<u>Trademark</u>	<u>Registration No.</u>	<u>Issue Date</u>
Bronzy Babe	2,829,221	04/06/2004

WHEREAS, Toma's L.L.C., an Oklahoma Limited Liability Corporation having a place of business at 6516 N. Olie, Suite G, Oklahoma City, Oklahoma 73116 ("ASSIGNEE") is desirous of acquiring the MARK and the registration therefor;

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, ASSIGNOR hereby assigns to ASSIGNEE all of its right, title and interest in and to the MARK and said registration therefor, together with the goodwill of the business symbolized by the MARK and said registrations, and including (but not by way of limitation) the right to sue and collect and keep damages for past infringements thereof.

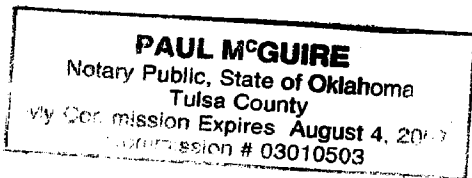
This Agreement is effective as of _____.

Signed this 5th day of July, 2005.

F.B. Botanicals, Inc.

By: _____

Steve Azar, President



ACKNOWLEDGMENT

STATE OF OK)
)
COUNTY OF Tulsa) §§
)

SK The foregoing instrument was acknowledged before me, a Notary Public, on this the 5th day of July, 2005, by Steve Azar, President of F. B. Botanicals, Inc.

My Comm. Expires: _____ Comm. Number: _____

Notary Public

ASSIGNMENT AGREEMENT

I. BACKGROUND AND STIPULATIONS

FB Botanicals, Inc. ("ASSIGNOR") has, by prior oral agreement, functioned as the Master Distributor for Toma's L.L.C. ("ASSIGNEE") for Toma's products. Pursuant to the prior oral agreement, ASSIGNEE provided Toma's products to ASSIGNOR for distribution/sale of such products to sub-distributors and/or the public throughout the United States. ASSIGNOR acknowledges that ASSIGNEE was and currently is the owner of all formulations of Toma's products and trademarks associated therewith. ASSIGNOR also acknowledges that any trademarks for which ASSIGNOR has sought and/or been granted federal registration was in fact on behalf of ASSIGNEE and all use of such products inured to the benefit of ASSIGNEE.

II. TRADEMARKS

<u>Trademark</u>	<u>Application No.</u>	<u>Filing Date</u>
CONVERTIBLE BABE	76/553,632	October 22, 2003

III. GRANT

As referenced by the ASSIGNMENT, attached hereto as Exhibit B, ASSIGNOR assigns to ASSIGNEE, all of its right, title and interest in and to said trademark and said application therefor, together with the goodwill of the business symbolized by said trademark and said application including (but not by way of limitation) the right to sue and collect and keep damages for past infringements thereof.

FB BOTANICALS, INC.

By: 

Name: Steve Azar

Title: President

ASSIGNMENT

WHEREAS, F.B. Botanicals, Inc., an Oklahoma Corporation having a principal place of business at 6931 S. 66th E. Avenue, Suite 300, Tulsa, Oklahoma 74133 ("ASSIGNOR"), is the owner of the following trademark ("MARK") for which application is pending in the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Application No.</u>	<u>Filing Date</u>
Convertible Babe	76/553,632	10/22/2003

WHEREAS, Toma's L.L.C., an Oklahoma Limited Liability Corporation having a place of business at 6516 N. Olie, Suite G, Oklahoma City, Oklahoma 73116 ("ASSIGNEE") is desirous of acquiring the MARK and the registration therefor;

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, ASSIGNOR hereby assigns to ASSIGNEE all of its right, title and interest in and to the MARK and said registration therefor, together with the goodwill of the business symbolized by the MARK and said registrations, and including (but not by way of limitation) the right to sue and collect and keep damages for past infringements thereof.

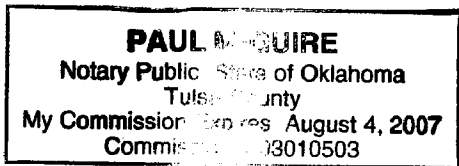
This Agreement is effective as of _____.

Signed this 5th day of July, 2005.

F.B. Botanicals, Inc.

By:

Steve Azar, President



ACKNOWLEDGMENT

STATE OF OK)
)
COUNTY OF Tulsa) §§
)

The foregoing instrument was acknowledged before me, a Notary Public, on this the 5th day of July, 2005, by Steve Azar, President of F. B. Botanicals, Inc.

Paul McGuire

My Comm. Expires: _____ Comm. Number: _____ Notary Public

ASSIGNMENT AGREEMENT

I. BACKGROUND AND STIPULATIONS

FB Botanicals, Inc. ("ASSIGNOR") has, by prior oral agreement, functioned as the Master Distributor for Toma's L.L.C. ("ASSIGNEE") for Toma's products. Pursuant to the prior oral agreement, ASSIGNEE provided Toma's products to ASSIGNOR for distribution/sale of such products to sub-distributors and/or the public throughout the United States. ASSIGNOR acknowledges that ASSIGNEE was and currently is the owner of all formulations of Toma's products and trademarks associated therewith. ASSIGNOR also acknowledges that any trademarks for which ASSIGNOR has sought and/or been granted federal registration was in fact on behalf of ASSIGNEE and all use of such products inured to the benefit of ASSIGNEE.

II. TRADEMARKS

<u>Trademark</u>	<u>Application No.</u>	<u>Filed</u>
BRONZY BABE	76/427,847	June 28, 2002

III. GRANT

As referenced by the ASSIGNMENT, attached hereto as Exhibit B, ASSIGNOR assigns to ASSIGNEE, all of its right, title and interest in and to said trademark and said application therefor, together with the goodwill of the business symbolized by said trademark and said application including (but not by way of limitation) the right to sue and collect and keep damages for past infringements thereof.

FB BOTANICALS, INC.

By: 

Name: Steve Azar

Title: President

ASSIGNMENT AGREEMENT

I. BACKGROUND AND STIPULATIONS

FB Botanicals, Inc. ("ASSIGNOR") has, by prior oral agreement, functioned as the Master Distributor for Toma's L.L.C. ("ASSIGNEE") for Toma's products. Pursuant to the prior oral agreement, ASSIGNEE provided Toma's products to ASSIGNOR for distribution/sale of such products to sub-distributors and/or the public throughout the United States. ASSIGNOR acknowledges that ASSIGNEE was and currently is the owner of all formulations of Toma's products and trademarks associated therewith. ASSIGNOR also acknowledges that any trademarks for which ASSIGNOR has sought and/or been granted federal registration was in fact on behalf of ASSIGNEE and all use of such products inured to the benefit of ASSIGNEE.

II. TRADEMARKS

<u>Trademark</u>	<u>Registration No.</u>	<u>Issued</u>
SPARKLE BABE	2,883,999	September 14, 2004

III. GRANT

As referenced by the ASSIGNMENT, attached hereto as Exhibit B, ASSIGNOR assigns to ASSIGNEE, all of its right, title and interest in and to said trademark and said application therefor, together with the goodwill of the business symbolized by said trademark and said application including (but not by way of limitation) the right to sue and collect and keep damages for past infringements thereof.

FB BOTANICALS, INC.

By: 

Name: Steve Azar

Title: President

ASSIGNMENT

WHEREAS, F.B. Botanicals, Inc., an Oklahoma Corporation having a principal place of business at 6931 S. 66th E. Avenue, Suite 300, Tulsa, Oklahoma 74133 ("ASSIGNOR"), has adopted and used the following trademark ("MARK"), which MARK is registered in the United States Patent and Trademark Office as follows:

<u>Trademark</u>	<u>Registration No.</u>	<u>Issue Date</u>
Sparkle Babe	2,883,999	09/14/2004

WHEREAS, Toma's L.L.C., an Oklahoma Limited Liability Corporation having a place of business at 6516 N. Olie, Suite G, Oklahoma City, Oklahoma 73116 ("ASSIGNEE") is desirous of acquiring the MARK and the registration therefor;

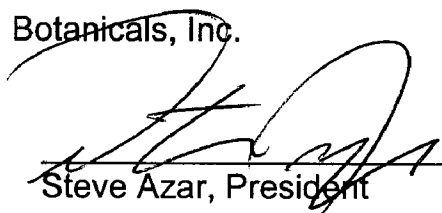
NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, ASSIGNOR hereby assigns to ASSIGNEE all of its right, title and interest in and to the MARK and said registration therefor, together with the goodwill of the business symbolized by the MARK and said registrations, and including (but not by way of limitation) the right to sue and collect and keep damages for past infringements thereof.

This Agreement is effective as of _____.

Signed this 5th day of JULY, 2005.

F.B. Botanicals, Inc.

By:


Steve Azar, President

PAUL MCGUIRE
 Notary Public, State of Oklahoma
 Tulsa County
 My Commission Expires August 4, 2007
 Commission # 03010503

ACKNOWLEDGMENT

STATE OF OK)
)
) §§
COUNTY OF TULSA)

The foregoing instrument was acknowledged before me, a Notary Public, on this the 5th day of JULY, 2005, by Steve Azar, President of F. B. Botanicals, Inc.

My Comm. Expires: Comm. Number: 
Notary Public

ASSIGNMENT AGREEMENT

I. BACKGROUND AND STIPULATIONS

FB Botanicals, Inc. ("ASSIGNOR") has, by prior oral agreement, functioned as the Master Distributor for Toma's L.L.C. ("ASSIGNEE") for Toma's products. Pursuant to the prior oral agreement, ASSIGNEE provided Toma's products to ASSIGNOR for distribution/sale of such products to sub-distributors and/or the public throughout the United States. ASSIGNOR acknowledges that ASSIGNEE was and currently is the owner of all formulations of Toma's products and trademarks associated therewith. ASSIGNOR also acknowledges that any trademarks for which ASSIGNOR has sought and/or been granted federal registration was in fact on behalf of ASSIGNEE and all use of such products inured to the benefit of ASSIGNEE.

II. TRADEMARKS

<u>Trademark</u>	<u>Application No.</u>	<u>Filing Date</u>
LEGAL SUNBURN	76/553,640	June 11, 2003

III. GRANT

As referenced by the ASSIGNMENT, attached hereto as Exhibit B, ASSIGNOR assigns to ASSIGNEE, all of its right, title and interest in and to said trademark and said application therefor, together with the goodwill of the business symbolized by said trademark and said application including (but not by way of limitation) the right to sue and collect and keep damages for past infringements thereof.

FB BOTANICALS, INC.

By: 

Name: Steve Azar

Title: President

ASSIGNMENT

WHEREAS, F.B. Botanicals, Inc., an Oklahoma Corporation having a principal place of business at 6931 S. 66th E. Avenue, Suite 300, Tulsa, Oklahoma 74133 ("ASSIGNOR"), is the owner of the following trademark ("MARK") for which application is pending in the United States Patent and Trademark Office:

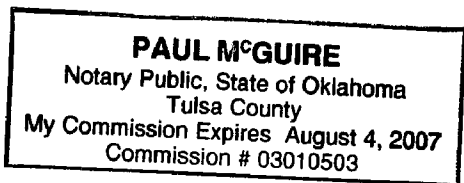
<u>Trademark</u>	<u>Application No.</u>	<u>Filing Date</u>
Legal Sunburn	76/553,640	06/11/2003

WHEREAS, Toma's L.L.C., an Oklahoma Limited Liability Corporation having a place of business at 6516 N. Olie, Suite G, Oklahoma City, Oklahoma 73116 ("ASSIGNEE") is desirous of acquiring the MARK and the registration therefor;

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, ASSIGNOR hereby assigns to ASSIGNEE all of its right, title and interest in and to the MARK and said registration therefor, together with the goodwill of the business symbolized by the MARK and said registrations, and including (but not by way of limitation) the right to sue and collect and keep damages for past infringements thereof.

This Agreement is effective as of _____.

Signed this 5th day of July, 2005.



F.B. Botanicals, Inc.

By:

Steve Azar, President

ACKNOWLEDGMENT

STATE OF OK)
) §§
COUNTY OF Tulsa)

The foregoing instrument was acknowledged before me, a Notary Public, on this the 5th day of July, 2005, by Steve Azar, President of F. B. Botanicals, Inc.

My Comm. Expires:

Comm. Number:

Notary Public

ASSIGNMENT AGREEMENT

I. BACKGROUND AND STIPULATIONS

FB Botanicals, Inc. ("ASSIGNOR") has, by prior oral agreement, functioned as the Master Distributor for Toma's L.L.C. ("ASSIGNEE") for Toma's products. Pursuant to the prior oral agreement, ASSIGNEE provided Toma's products to ASSIGNOR for distribution/sale of such products to sub-distributors and/or the public throughout the United States. ASSIGNOR acknowledges that ASSIGNEE was and currently is the owner of all formulations of Toma's products and trademarks associated therewith. ASSIGNOR also acknowledges that any trademarks for which ASSIGNOR has sought and/or been granted federal registration was in fact on behalf of ASSIGNEE and all use of such products inured to the benefit of ASSIGNEE.

II. TRADEMARKS

<u>Trademark</u>	<u>Registration No.</u>	<u>Issued</u>
BABE TOOLS	2,959,097	June 7, 2005

III. GRANT

As referenced by the ASSIGNMENT, attached hereto as Exhibit B, ASSIGNOR assigns to ASSIGNEE, all of its right, title and interest in and to said trademark and said application therefor, together with the goodwill of the business symbolized by said trademark and said application including (but not by way of limitation) the right to sue and collect and keep damages for past infringements thereof.

FB BOTANICALS, INC.

By: 

Name: Steve Azar

Title: President

ASSIGNMENT

WHEREAS, F.B. Botanicals, Inc., an Oklahoma Corporation having a principal place of business at 6931 S. 66th E. Avenue, Suite 300, Tulsa, Oklahoma 74133 ("ASSIGNOR"), has adopted and used the following trademark ("MARK"), which MARK is registered in the United States Patent and Trademark Office as follows:

<u>Trademark</u>	<u>Registration No.</u>	<u>Issue Date</u>
Babe Tools	2,959,097	06/07/2005

WHEREAS, Toma's L.L.C., an Oklahoma Limited Liability Corporation having a place of business at 6516 N. Olie, Suite G, Oklahoma City, Oklahoma 73116 ("ASSIGNEE") is desirous of acquiring the MARK and the registration therefor;

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, ASSIGNOR hereby assigns to ASSIGNEE all of its right, title and interest in and to the MARK and said registration therefor, together with the goodwill of the business symbolized by the MARK and said registrations, and including (but not by way of limitation) the right to sue and collect and keep damages for past infringements thereof.

This Agreement is effective as of _____.

Signed this 5th day of JULY, 2005.

F.B. Botanicals, Inc.

By:

Steve Azar, President

PAUL MCGUIRE
 Notary Public, State of Oklahoma
 Tulsa County
 My Commission Expires August 4, 2007
 Commission # 03010503

ACKNOWLEDGMENT

STATE OF OK)
)
 COUNTY OF Tulsa) §§

The foregoing instrument was acknowledged before me, a Notary Public, on this the 5th day of JULY, 2005, by Steve Azar, President of F. B. Botanicals, Inc.

My Comm. Expires:

Comm. Number:

Paul McGuire
Notary Public

ASSIGNMENT AGREEMENT

I. BACKGROUND AND STIPULATIONS

FB Botanicals, Inc. ("ASSIGNOR") has, by prior oral agreement, functioned as the Master Distributor for Toma's L.L.C. ("ASSIGNEE") for Toma's products. Pursuant to the prior oral agreement, ASSIGNEE provided Toma's products to ASSIGNOR for distribution/sale of such products to sub-distributors and/or the public throughout the United States. ASSIGNOR acknowledges that ASSIGNEE was and currently is the owner of all formulations of Toma's products and trademarks associated therewith. ASSIGNOR also acknowledges that any trademarks for which ASSIGNOR has sought and/or been granted federal registration was in fact on behalf of ASSIGNEE and all use of such products inured to the benefit of ASSIGNEE.

II. TRADEMARKS

<u>Trademark</u>	<u>Registration No.</u>	<u>Issued</u>
BRONZY BABE	2,829,221	April 6, 2004

III. GRANT

As referenced by the ASSIGNMENT, attached hereto as Exhibit B, ASSIGNOR assigns to ASSIGNEE, all of its right, title and interest in and to said trademark and said application therefor, together with the goodwill of the business symbolized by said trademark and said application including (but not by way of limitation) the right to sue and collect and keep damages for past infringements thereof.

FB BOTANICALS, INC.

By: 

Name: Steve Azar

Title: President