

**TRANSMITTAL OF DOCUMENT FOR RECORDATION
TRADEMARKS ONLY**

To the Director, U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
American Nutrition, Inc.

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

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

2. Name and address of receiving party(ies):

Name: Natural Organics, Inc.

Street Address: 548 Broadhollow Road

City: Melville State NY ZIP 11747

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 30, 2005

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation 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)
76/553,513

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

Yes No

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

Name: Fitzpatrick, Cella, Harper & Scinto
30 Rockefeller Plaza
New York, New York 10112-3801

Telephone No.: (212) 218-2100
 Facsimile No.: (212) 218-2200

6. Number of applications and registrations involved: One

7. Total fee (37 CFR 3.41): . . . \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number
06-1205
 (Attach duplicate copy of this page if paying by deposit account):

DO NOT USE THIS SPACE

9. Statement and signature.

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.

Pasquale A. Razzano December 29, 2005
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 2

CH \$40.00 061205 76553513

TRADEMARK
1938.8493

ASSIGNMENT OF TRADEMARK APPLICATION

WHEREAS, American Nutrition, Inc., a corporation of the state of Colorado, whose address is 735 North Park Street, Unit E, Castle Rock, Colorado 80109, has adopted the mark ACTIVEZYMES (hereinafter "the Mark") which is the subject of Trademark Application Serial No. 76/553,513 in the United States Patent and Trademark Office.

WHEREAS, Natural Organics Inc., a corporation of the State of New York, whose address is 548 Broadhollow Road, Melville, New York, 11747, is desirous of acquiring said Mark and any registration issuing therefrom;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said American Nutrition, Inc. does hereby assign unto the said Natural Organics 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-identified application thereof.

AMERICAN NUTRITION, INC.

Date: 09/30/05

By: Christopher D. Edwards
Name: CHRISTOPHER D. EDWARDS
Title: CEO

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