

Corrected

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s): FB Botanicals, Inc. 6931 S. 66th E. Avenue, Suite 300 Tulsa, Oklahoma 74133 <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ Citizenship (see guidelines) <u>USA</u> Execution Date(s) <u>07/05/2005</u> Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Additional names, addresses, or citizenship attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Name: <u>Toma's, L.L.C.</u> Internal Address: _____ Street Address: <u>6516 North Olie, Suite G</u> City: <u>Oklahoma City</u> State: <u>Oklahoma</u> Country: <u>USA</u> Zip: <u>73116</u> <input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input checked="" type="checkbox"/> Corporation Citizenship <u>US</u> <input type="checkbox"/> Other _____ Citizenship _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Rerecord to replace (2,892,221)</u>		4. Application number(s) or registration number(s) and identification or description of the Trademark. A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>2,829,221</u> Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): Bronzy Babe			
5. Name & address of party to whom correspondence concerning document should be mailed: Name: <u>Glen M. Burdick</u> Internal Address: _____ Street Address: <u>Dunlap, Coddling & Rogers, P.C.</u> <u>P. O. Box 16370</u> City: <u>Oklahoma City</u> State: <u>OK</u> Zip: <u>73113</u> Phone Number: <u>405-607-8600</u> Fax Number: <u>405-607-8686</u> Email Address: <u>mike_burdick@okpatents.com</u>		6. Total number of applications and registrations involved: <u>1</u> 7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____ <input type="checkbox"/> Authorized to be charged by credit card <input type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed	
9. Signature: <u>Glen M. Burdick</u> Signature <u>Glen M. Burdick</u> Name of Person Signing		8. Payment Information: a. Credit Card Last 4 Numbers _____ Expiration Date _____ b. Deposit Account Number _____ Authorized User Name _____ Date <u>05/01/2006</u> Total number of pages including cover sheet, attachments, and document: <u>7</u>	

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

COPY**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

TRADEMARK

REEL: 003300 FRAME: 0867

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. Olive, Suite G, Oklahoma City, Oklahoma 73116 ("ASSIGNEE") is desirous of acquiring the MARK and the registration therefor;

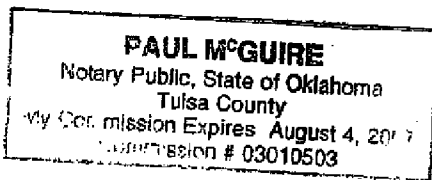
NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, ASSIGNOR hereby assigns to ASSIGNEE all of its right, title and interest in and to the MARK and said registration therefor, together with the goodwill of the business symbolized by the MARK and said registrations, 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: [Signature]
Steve Azar, President



ACKNOWLEDGMENT

STATE OF OK)
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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: _____
[Signature]
Notary Public