

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	02/28/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Vitalstate Canada Ltd.		02/28/2006	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Scepter Holdings Inc.
Street Address:	170 Midwest Road
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M193A9
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 36

Property Type	Number	Word Mark
Serial Number:	78622607	ACTICHEW
Registration Number:	2936631	ACTIJUBE
Serial Number:	78259876	ACTIJUBE
Serial Number:	78308659	ADVANCED MYOCELLULAR PROTEIN COMPOUND
Registration Number:	2988058	ATTACK THE PACK
Serial Number:	78262818	COMMAND
Registration Number:	2973275	COMMAND PERFORMANCE
Serial Number:	78251630	EXPANDING TECHNOLOGY FOR TOMORROW
Serial Number:	78251623	EXPANDING YOUR POTENTIAL
Serial Number:	78259491	FITKIDS NUTRITION
Serial Number:	78259487	FITKIDS NUTRITION
Registration Number:	2986248	FOUNDATION
Serial Number:	78247142	HARDCORE ELITE

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Serial Number:	78247143	HARDCORE PROFESSIONAL
Serial Number:	78246919	LEAN PHYSIQUE
Serial Number:	78251611	LIFE WITHOUT COMPROMISE
Serial Number:	78259952	LIQUID FURY
Serial Number:	78259988	LIQUID LIGHTNING
Serial Number:	78259973	LIQUID STORM
Serial Number:	78259909	LIQUID THUNDER
Serial Number:	78270266	MYOCELLULAR COMPOUND PROTEIN
Serial Number:	76421394	OCTIGLYSOL
Serial Number:	78251604	PERFORMANCE WITHOUT COMPROMISE
Serial Number:	78260000	PROTEIN WAVE
Serial Number:	78246927	RIPPED QUICK PHYSIQUE
Registration Number:	2976975	RUSSIAN RED
Serial Number:	78269607	SMART SNACKS FOR HEALTHIER KIDS
Serial Number:	78251595	SPORT WITHOUT COMPROMISE
Serial Number:	76421051	TRIM PHYSIQUE
Serial Number:	78256416	VELOCITY
Registration Number:	2957464	VITALSTATE
Serial Number:	78265094	VITALSTATE
Serial Number:	78251616	WINNING WITHOUT COMPROMISE
Serial Number:	78259496	WOLVERINES
Registration Number:	2988057	WOLVERINES
Serial Number:	78251589	WITHOUT COMPROMISE

CORRESPONDENCE DATA

Fax Number: (847)441-0911
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 8474419100
Email: pto@nealmcdevitt.com
Correspondent Name: Richard B. Biagi
Address Line 1: 1776 Ash Street
Address Line 4: Northfield, ILLINOIS 60093

ATTORNEY DOCKET NUMBER: 60182-010

DOMESTIC REPRESENTATIVE

Name: Neal & McDevitt, LLC
Address Line 1: 1776 Ash Street

Address Line 4: Northfield, ILLINOIS 60093

NAME OF SUBMITTER:

Richard B. Biagi

Signature:

/Richard B. Biagi/

Date:

07/12/2006

Total Attachments: 5

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ASSIGNMENT

This Assignment Agreement, effective as of *February 28, 2006*, is by and between:

A) Vitalstate Canada Ltd., a corporation organized under the laws of Canada, having its place of business at 3767 boul. Thimens, Suite 268 Saint Laurent, Quebec H4R 1W4, Canada; B) Vitalstate US, Inc., a corporation organized under the laws of Florida, having its place of business at 1499 High Ridge Road, Boynton Beach, Florida 33426 ; (collectively, A and B as the "Assignor"), and Scepter Holdings Inc., a corporation organized under the laws of Canada, with a place of business at 170 Midwest Road, Toronto, Ontario M19 3A9, Canada (the "Assignee").

WHEREAS, Vitalstate Canada Ltd. and Vitalstate US, Inc. are wholly owned subsidiaries of Vitalstate, Inc.;

WHEREAS, Assignor is the owner of certain trade names, corporate names, business names, domain names, designations, and United States, Canada, and/or European Union ("Office of Harmonization of the Internal Market") Trademark Applications and/or Registrations, including but not limited to, those listed in Exhibit A (collectively, the "Trademark Property");

WHEREAS, Assignor desires to assign to Assignee all of its right and interest in the Trademark Property and the goodwill associated with the Trademark Property.

WHEREAS, Assignee desires to acquire from Assignor the Trademark Property and the goodwill associated with the Trademark Property.

NOW, THEREFORE, in consideration of the foregoing, Assignor assigns to Assignee all of Assignor's right, title, and interest in and to the Trademark Property, including all common law rights, together with the goodwill symbolized by any use of the Trademark Property, and the right to sue third parties for and recover damages from past and future infringement of the Trademark Property.

IN WITNESS WHEREOF, this Assignment has been executed by the parties on the date indicated below.

ASSIGNOR:

Date: 2/28, 2006

By: [Signature]
Name of Authorized Officer
Vitalstate Canada Ltd.

Witnessed by: [Signature] 2/28/06
(Signature of Witness) Date

JULIE A. GILES 13025 COMPTON RD.
(Printed name and address of Witness)

Witnessed by: [Signature] 2/28/06
(Signature of Witness) Date

JANET A. LINNELL 6099 FITCH LN
(Printed name and address of Witness)

ASSIGNOR:

Date: 2/28, 2006

By: [Signature]
Name of Authorized Officer
Vitalstate US, Inc.

Witnessed by: [Signature] Date 2/28/06
(Signature of Witness)

JULIE A. GILES 13025 COMPTON RD.
(Printed name and address of Witness)

Witnessed by: [Signature] Date 2/28/06
(Signature of Witness)

JANET A. LINNELL 6099 PITCH LN
(Printed name and address of Witness)

ASSIGNEE:

Date: February 28, 2006

By: [Signature]
Name of Authorized Officer CHRISTOPHER LUCK.
Scepter Holdings, Inc.

Witnessed by: [Signature] Date February 28, 2006
(Signature of Witness)

Mark Liverpool 170 Midwest Rd. Scarborough ON M1P 3A9
(Printed name and address of Witness)

Witnessed by: [Signature] Date February 28 2006
(Signature of Witness)

Liz Keen 170 Midwest Road Scarborough ON M1P 3A9
(Printed name and address of Witness)

EXHIBIT A

Mark	App. No./Reg No.	Country
ACTICHEW	App. No. 78/622607	United States
ACTIJUBE	Reg. No. 2936631	United States
ACTIJUBE	Reg. No. TMA638040	Canada
ACTIJUBE	Reg. No. 2894798	European Union
ACTIJUBE and DESIGN	App. No. 78/259876	United States
ACTIJUBE and DESIGN	App. No. 1179033	Canada
ADVANCED MYOCELLULAR PROTEIN COMPOUND	App. No. 78/308659	United States
ATTACK THE PACK	Reg. No. 2988058	United States
COMMAND and DESIGN	App. No. 78/262818	United States
COMMAND PERFORMANCE	Reg. No. 2973275	United States
EXPANDING TECHNOLOGY FOR TOMORROW	App. No. 78/251630	United States
EXPANDING YOUR POTENTIAL	App. No. 78/251623	United States
FITKIDS NUTRITION	App. No. 78/259491	United States
FITKIDS NUTRITION DESIGN	App. No. 78/259487	United States
FOUNDATION	Reg. No. 2986248	United States
HARDCORE ELITE	App. No. 78/247142	United States
HARDCORE PROFESSIONAL	App. No. 78/247143	United States
LEAN PHYSIQUE	App. No. 78/246919	United States
LEMON JOLT	App. No. 78/642386	United States
LIFE WITHOUT COMPROMISE	App. No. 78/251611	United States
LIQUID FURY	App. No. 78/259952	United States
LIQUID LIGHTNING	App. No. 78/259988	United States
LIQUID STORM	App. No. 78/259973	United States
LIQUID THUNDER	App. No. 78/259909	United States
MYOCELLULAR COMPOUND PROTEIN	App. No. 78/270266	United States
OCTIGLYSOL	App. No. 76/421394	United States
PERFORMANCE WITHOUT COMPROMISE	App. No. 78/251604	United States
PROTEIN SPLASH	App. No. 78/260010	United States

Mark	App. No./Reg No.	Country
PROTEIN WAVE	App. No. 78/260000	United States
RIPPED QUICK	App. No. 1175077	Canada
RIPPED QUICK PHYSIQUE	App. No. 78/246927	United States
RUSSIAN RED	Reg. No. 2976975	United States
RUSSIAN RED	Reg. No. TMA647290	Canada
RUSSIAN RED	App. No. 1136432	Canada
RUSSIAN RED	App. No. 2878908	European Union
SMART SNACKS FOR HEALTHIER KIDS	App. No. 78/269607	United States
SPORT WITHOUT COMPROMISE	App. No. 78/251595	United States
TRIM PHYSIQUE	App. No. 1136431	Canada
TRIM PHYSIQUE and DESIGN	App. No. 76/421051	United States
VELOCITY	App. No. 78/256416	United States
VITALSTATE	Reg. No. 2957464	United States
VITALSTATE	App. No. 1136430	Canada
VITALSTATE	App. No. 2877702	European Union
VITALSTATE and DESIGN	App. No. 78/265094	United States
VITALSTATE and DESIGN	App. No. 1178654	Canada
WINNING WITHOUT COMPROMISE	App. No. 78/251616	United States
WITHOUT COMPROMISE	App. No. 75/251589	United States
WOLVERINES	App. No. 78/259496	United States
WOLVERINES and DESIGN	Reg. No. 2988057	United States