

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT										
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY										
CONVEYING PARTY DATA											
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 30%;">Name</th> <th style="width: 30%;">Formerly</th> <th style="width: 20%;">Execution Date</th> <th style="width: 20%;">Entity Type</th> </tr> <tr> <td>Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services, Inc., as Agent</td> <td></td> <td>12/01/2006</td> <td>CORPORATION: DELAWARE</td> </tr> </table>	Name	Formerly	Execution Date	Entity Type	Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services, Inc., as Agent		12/01/2006	CORPORATION: DELAWARE			
Name	Formerly	Execution Date	Entity Type								
Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services, Inc., as Agent		12/01/2006	CORPORATION: DELAWARE								
RECEIVING PARTY DATA											
Name:	Axia My Ephit, LLC										
Street Address:	2825 E. Cottonwood Parkway										
City:	Salt Lake City										
State/Country:	UTAH										
Postal Code:	84121										
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE										
PROPERTY NUMBERS Total: 14											
Property Type	Number	Word Mark									
Registration Number:	3102961	EATPHIT									
Registration Number:	3000897	GETPHIT									
Registration Number:	3102960	LIVEPHIT									
Registration Number:	2644181	MYEPHIT									
Registration Number:	2613189	MY EPHIT									
Serial Number:	78341161	ECOACH									
Registration Number:	2729920	CARDIOFORM									
Registration Number:	2592779	BRAINTAIN									
Registration Number:	2644016	ARTHRICALM									
Registration Number:	2595708	FAT ALTERPLEX									
Registration Number:	2636717	MR. EZZO'S CHEWABLES									
Registration Number:	2592778	OPTISURE									
Registration Number:	2592777	PROSTAWELL									

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TRADEMARK
REEL: 003448 FRAME: 0704

Serial Number:

76105870

EPHORLIFE ONLINE NUTRITIONALS PERSONAL HEALTH
FOR LIFE.

CORRESPONDENCE DATA

Fax Number: (615)742-0410

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 615-742-7760

Email: trademarks@bassberry.com

Correspondent Name: Robert L. Brewer

Address Line 1: 315 Deaderick Street

Address Line 2: Suite 2700

Address Line 4: Nashville, TENNESSEE 37238

ATTORNEY DOCKET NUMBER:

011211-385

NAME OF SUBMITTER:

Robert L. Brewer

Signature:

/Robert L. Brewer/

Date:

12/21/2006

Total Attachments: 10

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

This Release of Security Interest in Trademarks is made as of December 1, 2006 by Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc., as Agent, with its place of business at 222 N. LaSalle Street, Suite 1600, Chicago, Illinois 60601 (the "Secured Party").

WHEREAS, Axia Health Management, Inc. ("AHM"), Axia WholeHealth Services, Inc. ("AWH"), Axia My ePhit, LLC ("ePhit"), and Axia Quitnet, Inc. ("QuitNet", with AHM, AWH and ePhit, collectively, the "Company"), respectively, owns the trademarks listed on Schedule A attached hereto ("Listed Trademarks"), which trademarks are registered in the United States Patent and Trademark Office (the "Office"); and

WHEREAS, AHM has granted to the Secured Party a security interest in (i) all of its trademarks and trademark applications, including but not limited to the Listed Trademarks, and the registrations thereof and (ii) associated business goodwill therein, all as described in (A) that certain Amended and Restated Trademark Security Agreement dated as of April 5, 2006 executed by AHM and previously filed for record in the Office on September 11, 2006 Trademark Reel No. 003387 Frame No. 0062 and (B) that certain Trademark Security Agreement dated as of November 23, 2004 and filed for record in the Office in Trademark Reel No. 003114 Frame No. 0494 (collectively, the "AHM Trademark Agreement");

WHEREAS, AWH has granted to the Secured Party a security interest in (i) all of its trademarks and trademark applications, including but not limited to the Listed Trademarks, and the registrations thereof and (ii) associated business goodwill therein, all as described in (A) that certain Amended and Restated Trademark Security Agreement dated as of April 5, 2006 executed by AHM and previously filed for record in the Office on September 12, 2006 Trademark Reel No. 003387 Frame No. 0863 and (B) that certain Trademark Security Agreement dated as of June 30, 2005 and filed for record in the Office in Trademark Reel No. 003157 Frame No. 0641 (collectively, the "AWH Trademark Agreement");

WHEREAS, ePhit has granted to the Secured Party a security interest in (i) all of its trademarks and trademark applications, including but not limited to the Listed Trademarks, and the registrations thereof and (ii) associated business goodwill therein, all as described in that certain Amended and Restated Trademark Security Agreement dated as of April 5, 2006 executed by ePhit and previously filed for record in the Office on April 24, 2006 Trademark Reel No. 003295 Frame No. 0602 ("ePhit Trademark Agreement"); and

WHEREAS, QuitNet has granted to the Secured Party a security interest in (i) all of its trademarks and trademark applications, including but not limited to the Listed Trademarks, and the registrations thereof and (ii) associated business goodwill therein, all as described in (A) that certain Amended and Restated Trademark Security Agreement dated as of April 5, 2006 executed by AHM and previously filed for record in the Office on September 11, 2006 Trademark Reel No. 003387 Frame No. 0065 and (B) that certain Trademark Security Agreement dated as of October 7, 2005 and filed for record in the Office in Trademark Reel No. 003288 Frame No. 0376 (collectively, the "QuitNet Trademark Agreement", with the AHM

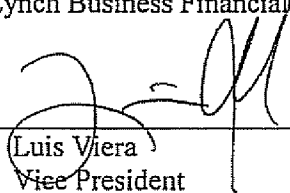
Trademark Agreement, AWH Trademark Agreement, and ePhit Trademark Agreement, collectively, the "Trademark Agreement").

WHEREAS, the Secured Party has at the Company's request agreed to release its security interest in all of the Company's trademarks, including the Listed Trademarks, and the registrations thereof and the associated business goodwill therein;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party hereby releases its security interest in all of the Company's trademarks and trademark applications, including the Listed Trademarks, and the registrations thereof and the associated business goodwill therein and to any other rights it might have arising out of the Trademark Agreement.

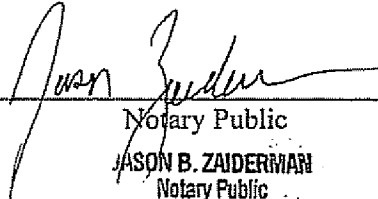
MERRILL LYNCH CAPITAL, a division of
Merrill Lynch Business Financial Services Inc., as
Agent

By: _____


Luis Viera
Vice President

STATE OF Maryland)
COUNTY OF Montgomery) SS

On this 30 day of November, 2006, before me appeared Luis Viera, the person who signed this instrument on behalf of Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc., who acknowledged that he signed it as a free act and deed on behalf of Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc., with authority to do so.



Notary Public
JASON B. ZAIDERMAN
Notary Public
Montgomery County, Maryland
My Commission Expires November 5, 2008

My Commission Expires: _____

SCHEDULE A

Trademarks owned by Axia Health Management, Inc.

Mark	Registration or Serial Number	Registration or Application Date	Owner
Silversneakers	2,086,072	08/05/97	Axia Health Management, Inc.
Silversplash	2,674,857	01/14/03	Axia Health Management, Inc.
Walksport	2,607,937	08/13/02	Axia Health Management, Inc.
Walksport America	1,824,663	03/1/94	Axia Health Management, Inc.

Trademarks owned by Axia My ePhit, LLC

Mark	Registration or Serial Number	Registration or Application Date	Owner
Eatphit	3,102,961	06/13/06	Axia My ePhit, LLC
Gctphit	3,000,897	09/27/05	Axia My ePhit, LLC
Livephit	3,102,960	06/13/06	Axia My ePhit, LLC
Myephit and Design	2,644,181	10/29/02	Axia My ePhit, LLC
My ePhit	2,613,189	08/27/02	Axia My ePhit, LLC
Ecoach	78/341,161	N/A	Axia My ePhit, LLC
Cardioform	2,729,920	06/24/03	Axia My ePhit, LLC
Braintain	2,592,779	07/09/02	Axia My ePhit, LLC
Arthricalm	2,644,016	10/29/02	Axia My ePhit, LLC

Mark	Registration or Serial Number	Registration or Application Date	Owner
Fat Alterplex	2,595,708	07/16/02	Axia My ePhit, LLC
Mr. Ezzo's Chewables	2,636,717	10/15/02	Axia My ePhit, LLC
Optisure	2,592,778	07/09/02	Axia My ePhit, LLC
Prostawell	2,592,777	07/09/02	Axia My ePhit, LLC
Ephorlife Online Nutritionals Personal Health For Life and Design	76/105,870	N/A	Axia My ePhit, LLC

Trademarks owned by Axia Quitnet, Inc.

Mark	Registration or Serial Number	Registration or Application Date	Owner
Design	2,922,403	02/01/05	Axia Quitnet, Inc.
The Q	2,881,278	09/07/04	Axia Quitnet, Inc.
Design	2,833,762	04/20/04	Axia Quitnet, Inc.
Design	2,824,523	03/23/04	Axia Quitnet, Inc.
Design	2,697,461	03/18/03	Axia Quitnet, Inc.
Design	2,695,137	03/11/03	Axia Quitnet, Inc.
Q-Gadget	2,654,237	11/26/02	Axia Quitnet, Inc.
Don't Quit Alone	2,605,010	08/06/02	Axia Quitnet, Inc.
Quitnet	2,479,973	08/21/01	Axia Quitnet, Inc.

Trademarks owned by Axia WholeHealth Services, Inc.

Mark	Registration or Serial Number	Registration or Application Date	Owner
American Wholehealth Networks	3,036,940	12/27/05	Axia WholeHealth Services, Inc.
American WholeHealth	2,273,135	08/24/99	Axia WholeHealth Services, Inc.
Holistic Centers of America	1,901,870	06/27/95	Axia WholeHealth Services, Inc.
Bridging Conventional and Alternative Health Care	1,927,265	10/17/95	Axia WholeHealth Services, Inc.
America Holistic Centers	1,914,386	08/22/95	Axia WholeHealth Services, Inc.
AHC	1,924,318	10/03/95	Axia WholeHealth Services, Inc.
American WholeHealth Networks	78-469923	08/14/04	Axia WholeHealth Services, Inc.
American WholeHealth Networks, Inc. (stylized)	78-470019	08/14/04	Axia WholeHealth Services, Inc.
WholeHealth Forever Fit	78-574571	02/24/05	Axia WholeHealth Services, Inc.

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AXIA MY EPHIT, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-SECOND DAY OF MARCH, A.D. 2006, AT 3:49 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2006, AT 6:22 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE FIFTH DAY OF APRIL, A.D. 2006, AT 1:26 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "AXIA MY EPHIT, LLC".



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5206674

DATE: 11-17-06

TRADEMARK
REEL: 003448 FRAME: 0712

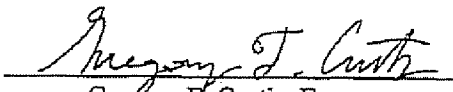
State of Delaware
Secretary of State
Division of Corporations
Delivered 04:14 PM 03/22/2006
FILED 03:49 PM 03/22/2006
SRV 060275219 - 4129807 FILE

**CERTIFICATE OF FORMATION OF
AXIA MY EPHIT, LLC**

THIS CERTIFICATE OF FORMATION OF AXIA MY EPHIT, LLC (the "Company") is dated as of March 22, 2006 and is being executed and filed by Gregory F. Curtis, Esq., as an authorized person, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act (6 Del. C. §§ 18-101 et seq.).

1. Name. The name of the Company is: Axia My ePhit, LLC.
2. Registered Office. The address of the registered office of the Company in the State of Delaware is: 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.
3. Registered Agent. The name and address of the registered agent for service of process on the Company in the State of Delaware is: Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Formation of Axia My ePhit, LLC to be duly executed as of the day and year first above written.



Gregory F. Curtis, Esq.
Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:53 PM 03/28/2006
FILED 06:22 PM 03/28/2006
SRV 060295141 - 4129807 FILE

**CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF FORMATION
OF
AXIA MY EPHIT, LLC**

It is hereby certified that:

1. The name of the limited liability company (hereinafter called the "Company") is:
Axia My ePhit, LLC.

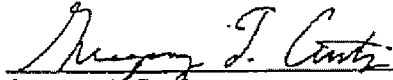
2. The Certificate of Formation of the limited liability company is hereby amended
by striking out Article 1 thereof and by substituting in lieu of said Article the following new
Article:

"1. Name. The name of the Company is: AXIA My ePhit, LLC."

3. The Certificate of Formation of the limited liability company is hereby amended
to change the name and address of the registered agent and the address of the registered office
within the State of Delaware as follows:

National Registered Agents, Inc.
160 Greentree Drive, Suite 101
Dover, Delaware 19904
County of Kent

Executed on March 28, 2006.



Gregory F. Curtis
Authorized Person

PRV_796821_LDOC/LEE

**TRADEMARK
REEL: 003448 FRAME: 0714**

State of Delaware
Certificate of Merger of a Foreign Limited Liability Company
into a Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is AXIA My ePhit, LLC, a Delaware Limited Liability Company.

Second: The name of the Limited Liability Company being merged into this surviving Limited Liability Company is My ePhit.com, LLC.
The jurisdiction in which this Limited Liability Company was formed is Utah.

Third: The Agreement of Merger has been approved and executed by both Limited Liability Companies.

Fourth: The name of the surviving Limited Liability Company is AXIA My ePhit, LLC.

Fifth: The executed agreement of merger is on file at: 2825 E. Cottonwood Parkway, Salt Lake City, Utah 84121-7055
the principal place of business of the surviving Limited Liability Company.

Sixth: A copy of the agreement of merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this 5th day of April, A.D., 2006

By: 
Authorized Person

Name: Douglas D. Byrd, Esq., Secretary.
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:26 PM 04/05/2006
FILED 01:26 PM 04/05/2006
SRV 060320971 - 4129807 FILE