

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Elephant Pharmacy Holding Company, LLC		10/26/2007	LIMITED LIABILITY COMPANY: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Elephant Pharmacy, Inc.		
Street Address:	1250 9th Street		
City:	Berkeley		
State/Country:	CALIFORNIA		
Postal Code:	94710		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2774070	ELEPHANT PHARMACY	
Serial Number:	78519906	ELEPHANT PHARMACY	
Serial Number:	78519912	ELEPHANT PHARMACY	
Serial Number:	78519914	ELEPHANT SPA	
Serial Number:	78519918	ELEPHANT SPA	
CORRESPONDENCE DATA			
Fax Number:	(202)799-5000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-799-4000		
Email:	dctrademarks@dlapiper.com		
Correspondent Name:	Thomas E. Zutic, Esq. - DLA PIPER US LLP		
Address Line 1:	500 8th Street, NW		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
ATTORNEY DOCKET NUMBER:	311104-1		

OP \$140.00 2774070

NAME OF SUBMITTER:	Thomas E. Zutic, Esq.
Signature:	/Thomas E. Zutic/
Date:	10/29/2007
Total Attachments: 2 source=ElephantAssignment#page1.tif source=ElephantAssignment#page2.tif	

TRADEMARK ASSIGNMENT

This Trademark Assignment is made on October 26, 2007 by and between **Elephant Pharmacy Holding Company, LLC**, a California limited liability company (hereinafter "Assignor"), and **Elephant Pharmacy, Inc.**, a Delaware corporation, located at 1250 9th Street, Berkeley, California 94710 (hereinafter "Assignee").

WHEREAS, Assignor is the owner of all right, title and interest in and to the trademarks listed on the attached schedule (hereinafter the "Marks"); and

WHEREAS, Assignor is desirous of assigning, and Assignee is desirous of obtaining, all right, title and interest in and to the Marks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, transfers and conveys unto Assignee all right, title, and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, the same to be held and enjoyed by Assignee for its own, and for the use and enjoyment of its successors, assigns and/or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment and sale had not been made; together with all claims for damages by reason of past infringement of the Marks, with the right to sue for, and collect the same for its own use and behalf, and for the use on behalf of its successors, assigns, or other legal representatives.

ASSIGNOR:

ASSIGNEE:

**ELEPHANT PHARMACY HOLDING
COMPANY, LLC**

ELEPHANT PHARMACY, INC.

By: 

By: 

Name: Kelly J. Kennedy

Name: Kathi P. Lentzsch

Title: Chief Financial Officer

Title: Chief Executive Officer & President

SCHEDULE OF TRADEMARKS

Country	Trademark	Class	Application No.	Registration No.
United States	ELEPHANT PHARMACY	35, 40	76/975,795	2,774,070
United States	ELEPHANT PHARMACY	3, 4	78/519,906	
United States	ELEPHANT PHARMACY	5	78/519,912	
United States	ELEPHANT SPA	3, 4	78/519,914	
United States	ELEPHANT SPA	5	78/519,918	