

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
BioSan Laboratories, Inc.		08/12/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Grow Company, Inc.		
Street Address:	55 Railroad Avenue		
City:	Ridgefield		
State/Country:	NEW JERSEY		
Postal Code:	07657		
Entity Type:	CORPORATION: NEW JERSEY		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2749543	VITAL FOOD FACTORS	
CORRESPONDENCE DATA			
Fax Number:	(603)641-2351		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(603) 627-8119		
Email:	ipadm@sheehan.com		
Correspondent Name:	Douglas G. Verge		
Address Line 1:	1000 Elm Street		
Address Line 2:	P.O. Box 3701		
Address Line 4:	Manchester, NEW HAMPSHIRE 03105-3701		
ATTORNEY DOCKET NUMBER:	09036-11996		
NAME OF SUBMITTER:	Douglas G. Verge		
Signature:	/Douglas G. Verge/		
Date:	08/28/2008		

CH \$40.00 2749543

Total Attachments: 2

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ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, BioSan Laboratories, Inc., a Delaware corporation with a place of business at 8 Bowers Road, Derry, New Hampshire 03038 (hereinafter "Assignor") hereby unconditionally and irrevocably assigns to Grow Company, Inc., a New Jersey corporation with a place of business at 55 Railroad Avenue, Ridgefield, New Jersey 07657, and its successors and assigns (hereinafter collectively "Assignee"), its entire right, title and interest, throughout the world, in and to the trademark VITAL FOOD FACTORS (hereinafter the "Mark"), and all applications, registrations (including USPTO Registration Number 2749543), and good will associated with the Mark.

Assignor represents and warrants that Assignor is the lawful and rightful owner of the Mark and USPTO Registration Number 2749543, that Assignor's interests in the Mark are not encumbered or subject to any undisclosed lien or charge, and that Assignor is free to make the present assignment and has no legal obligation or prior commitment which is inconsistent with this Assignment.

EXCEPT AS OTHERWISE SET FORTH IN THIS ASSIGNMENT, ASSIGNOR HEREBY EXPRESSLY DISCLAIMS ANY AND ALL OTHER WARRANTIES OF ANY KIND OR NATURE, WHETHER EXPRESS, IMPLIED OR ARISING BY OPERATION OF LAW, ASSOCIATED WITH THE MARK AND ITS TRANSFER TO ASSIGNEE, INCLUDING, BUT NOT LIMITED TO, IMPLIED WARRANTIES OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, TITLE, ABSENCE OF LIEN, SECURITY INTEREST OR OTHER ENCUMBRANCE, NONINFRINGEMENT, AND QUIET ENJOYMENT.]

This Assignment shall be interpreted, enforced and governed by and according to the laws of the State of New Hampshire without regard to any conflict of laws rules, and any actions arising in connection with this Assignment shall be brought exclusively in any court of competent jurisdiction and venue located in the State of New Hampshire, and the parties hereby consent to the exclusive personal jurisdiction and venue of such court(s).

ASSIGNOR

By: Carl E. Jackson
Duly Authorized

Date: August 12th 2008

CARL E. JACKSON PRESIDENT
Printed Name and title

ACKNOWLEDGEMENT

State Of NH
County Of Rockingham

This instrument was acknowledged before me on the 12 day of August, 2008 by Carl E. Jackson as President of BioSan Laboratories, Inc.

Lucy D. Wiciej
(Signature of notarial officer)

(Seal, if any)

Lucy D. Wiciej
Notary Public
State of New Hampshire
My Commission Expires
March 24, 2009

TRADEMARK

Title (and Rank if applicable)
[My Commission Expires: _____]

Agreed to and accepted by Grow Company, Inc. on this 14th day of August, 2008.

ASSIGNEE

By: [Signature]
Duly Authorized

[Signature]
MAGDA PECK, PRESIDENT

MASSOUD Arranaghi, VP
Printed name and title

ACKNOWLEDGEMENT

STATE OF NEW JERSEY)
SS.:
COUNTY OF Bergen, NJ

I CERTIFY that on 8/14, 2008, Massoud Arranaghi appeared before me and this person acknowledged under oath, to my satisfaction, that:

- (a) this person is the Corp. Secretary of Grow Company, Inc. named in this document;
- (b) this person is the attesting witness to the signing of this document by the proper corporate officer who is the Corp. Secretary of the corporation;
- (c) the execution as well as the making of this document has been duly authorized by a proper resolution of the Board of Directors of the corporation;
- (d) this person signed this proof to attest to the truth of these facts.

[Signature]
Signature

Massoud Arranaghi, VP
Print name and title

Sworn and subscribed to before me this 14th day of 08, 2008.

[Signature]
(Signature of notarial officer)

(Seal, if any)

Title (and Rank if applicable)
[My Commission Expires: _____]
MARINA MLOJA
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 15, 2011