

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
Garden of Life, Inc.		10/30/2009	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Garden of Life LLC
Street Address:	1405 Boulevard du Par Technologique
City:	Quebec City
State/Country:	QUEBEC
Postal Code:	G1P 4P5
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 56

Property Type	Number	Word Mark
Registration Number:	2740857	ACID DEFENSE
Registration Number:	3009580	ALPHA AROMATHERAPY
Serial Number:	77167933	BIOFIT
Registration Number:	3206964	BIOPROTECT
Registration Number:	2736613	CLEAR ENERGY
Registration Number:	2974496	CLENZOLOGY
Registration Number:	3206968	CODMEGA
Registration Number:	3588133	DETOXIFIBER
Registration Number:	3261875	EMPOWERING EXTRAORDINARY HEALTH
Serial Number:	77747821	EXTRAORDINARY BEAUTY
Registration Number:	3309915	FIBERTROL
Registration Number:	3344818	FUCO THIN
Registration Number:	3588404	FUCOPROTEIN
Registration Number:	2736616	FUNCTIONAL FORMULAS

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**TRADEMARK
 REEL: 004103 FRAME: 0700**

Registration Number:	2706951	FUNGAL DEFENSE
Registration Number:	3270286	FUNGAL FORTE
Registration Number:	2923057	FYI
Registration Number:	2710990	GARDEN OF LIFE
Registration Number:	2814566	GARDEN OF LIFE EXTRA VIRGIN COCONUT OIL
Registration Number:	3374462	GARDEN OF LIFE
Registration Number:	3209545	GARDEN OF LIFE
Registration Number:	2534003	GARDEN OF LIFE
Registration Number:	2908731	GOATEIN
Serial Number:	77750733	HEALTHY HORMONES
Registration Number:	3143527	HEALTHY IMPORTANT PERSON
Registration Number:	3188746	HOMEOSTATIC
Registration Number:	2680927	KICK ACID
Registration Number:	2911043	LIVING MULTI
Registration Number:	3189280	LIVING NUTRIENTS
Registration Number:	3344878	LIVING SEAS
Serial Number:	77741381	LOVELY LEGS
Serial Number:	78899179	NEW ZEALAND NATURALS
Serial Number:	77750719	OCEANS KIDS
Serial Number:	77750703	OCEANS MOM
Registration Number:	2908728	OLDE WORLD
Registration Number:	3069191	OMEGA AROMATHERAPY
Serial Number:	77741246	OMEGAXANTHIN
Registration Number:	3172070	OMEGA PM CLEANSE
Registration Number:	3077907	ORIGINAL MEDICINE
Registration Number:	3514277	PERFECT CLEANSE
Registration Number:	3357423	PERFECT MEAL
Registration Number:	3173680	POTEN-ZYME
Registration Number:	2806128	PRIMAL DEFENSE
Registration Number:	3357983	PRO2GO
Registration Number:	2736615	PROBIOCREME
Registration Number:	2736614	PROBIOQUARK
Registration Number:	3496619	PROBIO-WELLNESS
Registration Number:	2734676	PROBIOWHEY
Registration Number:	2736612	RADICAL FRUITS

Serial Number:	77741360	RAW
Registration Number:	2697146	RM-10
Registration Number:	3345369	STOMACH SOOTHE
Registration Number:	2793842	SUPER SEED
Registration Number:	3309732	TEA TRIO
Registration Number:	3565744	VITAMIN CODE
Registration Number:	2776809	ZERO GRAVITY

CORRESPONDENCE DATA

Fax Number: (212)916-2940
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-297-5800
Email: nytrademark@daypitney.com, mpena@daypitney.com
Correspondent Name: Carrie Webb Olson
Address Line 1: 7 Times Square
Address Line 2: Day Pitney LLP
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	704763-000000
NAME OF SUBMITTER:	Carrie Webb Olson
Signature:	/Carrie Webb Olson/
Date:	11/25/2009

Total Attachments: 5

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AMENDED AND RESTATED TRADEMARK ASSIGNMENT

This Amended and Restated Trademark Assignment is dated as of October 30, 2009 (the "**Amended Assignment**") between Garden of Life, Inc., a Florida corporation, having its principal offices at 5500 Village Blvd., Suite 202, West Palm Beach, Florida 33407 (the "**Assignor**") and Garden of Life LLC, a Delaware limited liability company, having its principal offices at c/o Atrium Innovations Inc., 1405 Boulevard du Parc Technologique, Quebec, QC G1P 4P5 CANADA (the "**Assignee**").

WHEREAS, Assignor and Assignee are parties to a Purchase Agreement, including a Trademark Assignment document, executed on September 18, 2009, whereby Assignor transferred all right title and interest in and to its trademark assets to Assignee;

WHEREAS, the parties wish to restate and amend the Trademark Assignment document by including a revised Schedule of trademark assets effectively transferred thereby.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. **Ownership.** Assignor is and/or was the owner of all right, title and interest in and to the trademarks and registrations and applications for trademarks, including any and all goodwill of the business symbolized thereby, as set forth on Schedule A attached hereto, (collectively, the "**Marks**").
2. **Transfer.** Assignor agreed to and/or does hereby transfer, sell and assign to Assignee all of Assignor's right, title and interest in and to the Marks.
3. **Assignment.** Assignor hereby assigns and/or reassigns to Assignee all right, title and interest in and to the Marks, together with any goodwill associated therewith, including the right to sue for and receive all damages from past, present and future infringements of the Marks.
4. **Further Assurances.** Assignor agrees to execute and deliver at a future date any additional documents that Assignee reasonably determines are required to perfect Assignee's ownership of or title to the Marks.
5. **Authorization.** Assignor authorizes and requests any official throughout the United States whose duty is to register and record ownership in trademark registrations and applications for registration of trademarks, to record Assignee as the assignee and owner of any and all of Assignor's respective rights in the Marks.
6. **Right to Convey.** Assignor hereby covenants that it has full right to convey the entire interest herein assigned and that it has not executed, and will not execute, any agreement in conflict herewith.
7. **Successor and Assigns.** This Trademark Assignment is binding on the Assignor and its respective successors and assigns, and inures to the benefit of the Assignee and its successors and assigns.

This Trademark Assignment is binding on the Assignor and its respective successors and assigns, and inures to the benefit of the Assignee and its successors and assigns.

Assignor	Assignee
GARDEN OF LIFE, INC. <i>[Signature]</i>	GARDEN OF LIFE LLC <i>[Signature]</i>
Signature:	Signature:
Name: <u>BRIAN RAY</u>	Name: <u>SERGE YELLE</u>
Title: <u>PRESIDENT</u>	Title: <u>MANAGER</u>

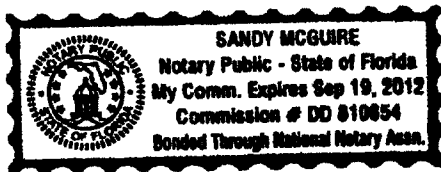
NOTARIZATION OF ASSIGNOR SIGNATURE:

STATE OF FLORIDA)

COUNTY OF PAUM BEACH)

On this 19 of NOVEMBER, 2009, before me, a Notary Public in and for said State, personally appeared BRIAN RAY, the PRESIDENT of GARDEN OF LIFE, a [Florida corporation], proved to me through satisfactory evidence of identification to be the person who signed the preceding or attached document in my presence and who swore or affirmed to me that the contents of the document are truthful and accurate to the best of his/her knowledge and belief, pursuant to authority lawfully conferred upon him/her by such corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year set forth above.



Sandy McGuire
Notary Public

My Commission expires: 9/19/2012

NOTARIZATION OF ASSIGNEE SIGNATURE:

STATE OF _____)

COUNTY OF _____)

On this 29 of October, 2009, before me, a Notary Public in and for said State, personally appeared SERGE YELIE the Manager of Garden of Life LLC, a [~~Canada~~ Delaware corporation], proved to me through satisfactory evidence of identification to be the person who signed the preceding or attached document in my presence and who swore or affirmed to me that the contents of the document are truthful and accurate to the best of his/her knowledge and belief, pursuant to authority lawfully conferred upon him/her by such corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year set forth above.



Linda Vien
Notary Public

My Commission expires: Nov. 20, 2009

**Schedule A
Transferred Trademarks**

United States Trademarks			
U.S. Trademark	Application Number	Registration Number	Owner Name
ACID DEFENSE	76/461,242	2,740,857	Garden of Life, Inc.
ALPHA AROMATHERAPY	78/377,206	3,009,580	Garden of Life, Inc.
BIOFIT	77/167,933	N/A	Garden of Life, Inc.
BIOPROTECT	78/730,951	3,206,964	Garden of Life, Inc.
CLEAR ENERGY	76/461,244	2,736,613	Garden of Life, Inc.
CLENZOLOGY	78/364,629	2,974,496	Garden of Life, Inc.
CODMEGA	78/732,776	3,206,968	Garden of Life, Inc.
DETOXIFIBER	77/281,057	3,588,133	Garden of Life, Inc.
EMPOWERING EXTRAORDINARY HEALTH	78/432,234	3,261,875	Garden of Life, Inc.
EXTRAORDINARY BEAUTY	77/747,821	N/A	Garden of Life, Inc.
FIBERTROL	78/933,885	3,309,915	Garden of Life, Inc.
FUCO THIN	77/005,631	3,344,818	Garden of Life, Inc.
FUCOPROTEIN	77/330,483	3,588,404	Garden of Life, Inc.
FUNCTIONAL FORMULAS	76/461,247	2,736,616	Garden of Life, Inc.
FUNGAL DEFENSE	76/427,341	2,706,951	Garden of Life, Inc.
FUNGAL FORTE	78/825,007	3,270,286	Garden of Life, Inc.
FYI	78/349,161	2,923,057	Garden of Life, Inc.
GARDEN OF LIFE & Design	76/380,774	2,710,990	Garden of Life, Inc.
GARDEN OF LIFE EXTRA VIRGIN COCONUT OIL	76/316,689	2,814,566	Garden of Life, Inc.
GARDEN OF LIFE	78/979,372	3,374,462	Garden of Life, Inc.
GARDEN OF LIFE	78/335,127	3,209,545	Garden of Life, Inc.
GARDEN OF LIFE	76/180,672	2,534,003	Garden of Life, Inc.
GOATEIN	78/335,111	2,908,731	Garden of Life, Inc.
HEALTHY HORMONES	77/750,733	N/A	Garden of Life, Inc.
HEALTHY IMPORTANT PERSON	78/586,309	3,143,527	Garden of Life, Inc.
HOMEOSTATIC	78/600,169	3,188,746	Garden of Life, Inc.
KICK ACID	76/403,898	2,680,927	Garden of Life, Inc.
LIVING MULTI	78/335,094	2,911,043	Garden of Life, Inc.
LIVING NUTRIENTS	78/800,850	3,189,280	Garden of Life, Inc.
LIVING SEAS	77/040,689	3,344,878	Garden of Life, Inc.
LOVELY LEGS	77/741,381	N/A	Garden of Life, Inc.
NEW ZEALAND NATURALS	78/899,179	N/A	Garden of Life, Inc.
OCEANS KIDS	77/750,719	N/A	Garden of Life, Inc.
OCEANS MOM	77/750,703	N/A	Garden of Life, Inc.
OLDE WORLD	78/334,977	2,908,728	Garden of Life, Inc.

United States Trademarks			
U.S. Trademark	Application Number	Registration Number	Owner Name
OMEGA AROMATHERAPY	78/377,213	3,069,191	Garden of Life, Inc.
OMEGAXANTHIN	77/741,246	N/A	Garden of Life, Inc.
OMEGA PM CLEANSE	78/377,198	3,172,070	Garden of Life, Inc.
ORIGINAL MEDICINE	78/335,080	3,077,907	Garden of Life, Inc.
PERFECT CLEANSE	78/899,134	3,514,277	Garden of Life, Inc.
PERFECT MEAL	78/730,902	3,357,423	Garden of Life, Inc.
POTEN-ZYME	78/733,537	3,173,680	Garden of Life, Inc.
PRIMAL DEFENSE	76/183,416	2,806,128	Garden of Life, Inc.
PRO2GO	78/925,492	3,357,983	Garden of Life, Inc.
PROBIOCREME	76/461,246	2,736,615	Garden of Life, Inc.
PROBIOQUARK	76/461,245	2,736,614	Garden of Life, Inc.
PROBIO-WELLNESS	77/158,736	3,496,619	Garden of Life, Inc.
PROBIOWHEY	76/461,241	2,734,676	Garden of Life, Inc.
RADICAL FRUITS	76/461,243	2,736,612	Garden of Life, Inc.
RAW & Design	77/741,360	N/A	Garden of Life, Inc.
RM-10	76/231,808	2,697,146	Garden of Life, Inc.
STOMACH SOOTHE	78/666,669	3,345,369	Garden of Life, Inc.
SUPER SEED	76/403,897	2,793,842	Garden of Life, Inc.
TEA TRIO	78/879,893	3,309,732	Garden of Life, Inc.
VITAMIN CODE	77/407,161	3,565,744	Garden of Life, Inc.
ZERO GRAVITY	78/075,733	2,776,809	Garden of Life, Inc.

Common Law Trademarks	
Mark	Owner Name
BEYOND OMEGA-3	Garden of Life, Inc.
FOR HEALTH	Garden of Life, Inc.
OLDE WORLD ICELANDIC COD LIVER OIL	Garden of Life, Inc.
OCEANS 3	Garden of Life, Inc.
PERFECT WEIGHT AMERICA AND DESIGN	Garden of Life, Inc.
PRO-BIO BAR	Garden of Life, Inc.
RAW ANTIOXIDANTS	Garden of Life, Inc.
RAW B-12	Garden of Life, Inc.
RAW B-COMPLEX	Garden of Life, Inc.
RAW CALCIUM	Garden of Life, Inc.
RAW IRON	Garden of Life, Inc.
RAW ONE	Garden of Life, Inc.
RAW PRENATAL	Garden of Life, Inc.
RAW VITAMIN C	Garden of Life, Inc.
RAW VITAMIN E	Garden of Life, Inc.
SEASONAL RELIEF	Garden of Life, Inc.
WWW.GARDENOFLIFE.COM	Garden of Life, Inc.