

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | NUNC PRO TUNC ASSIGNMENT | | |
| EFFECTIVE DATE: | 01/29/2010 | | |
| CONVEYING PARTY DATA | | | |
| | Name | Formerly | Execution Date |
| | Tree of Life, Inc. | | 01/29/2010 |
| | | | Entity Type |
| | | | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | PANOS Brands, LLC | | |
| Street Address: | 160 Pehle Ave. Suite 204, Park 80 East | | |
| City: | Saddle Brook | | |
| State/Country: | NEW JERSEY | | |
| Postal Code: | 07663 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| | Property Type | Number | Word Mark |
| | Registration Number: | 2662102 | BALANCED |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (212)610-6399 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | (212) 610-6397 | | |
| Email: | katia.grechukhina@allenoverly.com | | |
| Correspondent Name: | Ekaterina Grechukhina | | |
| Address Line 1: | 1221 Ave of the Americas | | |
| Address Line 4: | New York, NEW YORK 10020 | | |
| NAME OF SUBMITTER: | Ekaterina Grechukhina | | |
| Signature: | / Ekaterina Grechukhina / | | |
| Date: | 12/07/2010 | | |

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Total Attachments: 4

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TRADEMARK ASSIGNMENT

WHEREAS, TREE OF LIFE, INC., a Delaware corporation, having its principal office located at 405 Golfway West Drive, P.O. Box 9000, St. Augustine, FL 32085, hereinafter "ASSIGNOR" is the owner of all right, title and interest in and to, including, all common law rights whether federal or state and including the goodwill in and to the trademark listed in Exhibit A to this Agreement ("Mark").

WHEREAS, PANOS Brands, L.L.C., a Delaware Limited Liability Company, having its principal office located at 160 Pehle Ave., Suite 204, Park 80 East, Saddle Brook New Jersey, U.S.A. 07663, hereinafter "ASSIGNEE," is desirous of acquiring the entire right, title and interest in, under and to the Mark; and

WHEREAS, ASSIGNOR wishes to assign all right, title, and interest in and to the Mark to ASSIGNEE.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and adequacy of which are hereby mutually acknowledged, ASSIGNOR hereby sells, assigns, transfers and conveys to ASSIGNEE all right, title and interest to the Mark, including (a) any and all trademark applications or registrations of the Mark; (b) all common law rights and goodwill in, to and under the Mark; (c) all rights and obligations under any license agreements governing use of the Mark; and (d) all rights to royalties, profits, compensations, license fees or other payments or remuneration of any kind hereafter due or payable to ASSIGNOR with respect to the Mark.

IN WITNESS WHEREOF, ASSIGNOR, has caused this Trademark Assignment to be
executed on this 29th day of January, 2010.

ASSIGNOR:

By: 

Chris Meyers
President

EXHIBIT A

I U.S. TRADEMARK

a) Trademark: BALANCED

Registration No: 2662102, registered December 17, 2002

Owner: Tree of Life, Inc.