

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Transitions For Health, Inc.		09/16/2011	CORPORATION: OREGON
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	NutraMarks, Inc.		
<b>Street Address:</b>	1500 Kearns Boulevard, Suite B200		
<b>City:</b>	Park City		
<b>State/Country:</b>	UTAH		
<b>Postal Code:</b>	84060		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2196527	EMERITA	
<b>Registration Number:</b>	2185002	EMERITA	
<b>Registration Number:</b>	2039047	PRO-GEST	
<b>Registration Number:</b>	2301678	PRO-GEST	
<b>Registration Number:</b>	2090273	THE ORIGINAL NATURAL PROGESTERONE CREAM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(435)658-5989		
<b>Phone:</b>	435-655-6000		
<b>Email:</b>	legal@nutracorp.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Correspondent Name:</b>	Alison Pitt		
<b>Address Line 1:</b>	1500 Kearns Boulevard, Suite B200		
<b>Address Line 4:</b>	Park City, UTAH 84060		
<b>ATTORNEY DOCKET NUMBER:</b>	EMERITA MARKS		

OP \$140.00 2196527

**900204305**

**TRADEMARK**  
**REEL: 004639 FRAME: 0494**

NAME OF SUBMITTER:	Alison Pitt, Attorney of record, UT bar
Signature:	/Alison Pitt/
Date:	10/11/2011
<b>Total Attachments: 7</b> source=Emerita Trademark Assignment#page1.tif source=Emerita Trademark Assignment#page2.tif source=Emerita Trademark Assignment#page3.tif source=Emerita Trademark Assignment#page4.tif source=Emerita Trademark Assignment#page5.tif source=Emerita Trademark Assignment#page6.tif source=Emerita Trademark Assignment#page7.tif	

## TRADEMARK ASSIGNMENT

This Trademark Assignment (the "Assignment") is entered into as of September 16, 2011 (the "Effective Date") by and among Transitions for Health, Inc., an Oregon corporation doing business as "Emerita" (the "Assignor") and NutraMarks, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor is the sole and exclusive owner of the entire right, title and interest in and to the trademarks and goodwill appurtenant thereto listed on Schedule A hereto (the "Marks");

WHEREAS, Assignee wishes to acquire, and Assignor wishes to assign, its right, title and interest in and to the Marks and the business and goodwill of the business in connection with which the aforesaid Marks have been used;

WHEREAS, Assignor will be transferring other assets to Assignee or its affiliates pursuant to a Bill of Sale and Assignment dated as of the date hereof; and

WHEREAS, Assignor has agreed to execute such additional instruments as may be necessary or desirable to confirm and record such acquisition by Assignee.

NOW, THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby mutually acknowledged, Assignor hereby agrees as follows:

1. Assignment. Assignor hereby sells, transfers, assigns and delivers to Assignee, its successors, legal representatives and assigns, the entire right, title and interest of Assignor in and to said Marks, together with the business and goodwill of the business in connection with which the aforesaid Marks have been used, and all registrations and applications therefor, in the United States and for all foreign countries, including any renewals and extensions of the registrations that are or may be secured under the laws of the United States and all foreign countries, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by the Assignor if this assignment and sale had not been made. Assignor requests the Commissioner of Patents and Trademarks to record Assignee as the assignee and owner thereof.

2. Further Assistance. Assignor shall provide to Assignee, its successors, assigns or other legal representatives, cooperation and assistance at Assignee's request and expense (including the execution and delivery of any and all affidavits, declarations, oaths, samples, exhibits, specimens and other documentation as may be reasonably required): (a) in the preparation and prosecution of any application for registration or any application for renewal of a

registration covering any of the Marks; (b) in the prosecution or defense, to a reasonable extent, of any cancellation, opposition, infringement or other proceedings that may arise in connection with any of the Marks, including, but not limited to, testifying as to any facts relating to the Marks assigned herein and this Assignment; (c) in obtaining any additional protection for the Marks that Assignee reasonably may deem appropriate that may be secured under the laws now or hereafter in effect in the United States or for any or all foreign countries; and (d) in the implementation or perfection of this Assignment.

3. Miscellaneous. This Assignment shall be governed by and construed in accordance with the laws of the State of Utah and shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns. This Assignment may be executed in two or more counterparts (including by facsimile), each of which shall be deemed to be an original but all of which shall constitute one and the same instrument.

\*\*\*

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed effective as of the date first written above.

**ASSIGNOR:**

**TRANSITIONS FOR HEALTH, INC.  
DBA EMERITA  
AN OREGON CORPORATION**

By:   
Sharon MacFarland Burrus

Its: President, Secretary & Treasurer

**Schedule A**

**USA Registered Marks**




Trademark	Serial No./	Regis. No.	Issuance Date	Int'l Class
EMERITA	75,241,031	2,196,527	10/13/1998	03
EMERITA	75,241,032	2,185,992	8/25/1998	05
PRO-GEST	75,086,347	2,039,047	2/18/1997	03
PRO-GEST	75,496,248	2,301,678	12/21/1999	05
THE ORIGINAL NATURAL PROGESTERONE CREAM	75,182,899	2,090,273	8/19/1997	03

**International Registered Marks**

Trademark	Country	Regis. No.	Issuance Date	Int'l Class
EMERITA	Australia		8/25/1999	03
		776,016		05
EMERITA	United Kingdom			03
		2,180,134	7/21/1999	05
PRO-GEST	Mexico	513,871	11/5/1996	03
PRO-GEST	United Kingdom	2,106,887	4/4/1997	03

(continued)

Previously Filed USA Marks and Common Law Marks

Trademark	Serial No./	Regis. No.	Issuance Date	Int'l Class	USPTO Status
Transitions for Health, Inc.					Common Law
 TRANSITIONS FOR HEALTH INC.					Common Law
	75,095,720	2054982		042	Cancelled in 2008
	75,099,845	2046072		03	Cancelled in 2007
	75,095,963	2043667		05	Cancelled in 2007
	74,201,355	1701324		03	Cancelled in 2003
CIVA	75,185,832			05	Cancelled in 2004
Cooling Comfort Towlette	78,064,361			03	Abandoned in 2002
Easy Greens	74,500,077	1947456		05	Cancelled in 2006
Embody	78,701,230			03	Abandoned in 2007
Emeritus	75,493,991			05	Abandoned in 2001

Trademark Assignment  
DWT 18132898v6 0047387-000042



Emeritus	75,493,742	-	-	03	Abandoned in 2000
Estive	75,095,347	-	-	05	Abandoned in 1997
H2OPTIMA	78,701,260	-	-	03	Abandoned in 2007
Help Yourself to Health	74,483,606	1884092	-	042	Cancelled in 2005
ICE3	78,701,280	-	-	03	Abandoned in 2006
Improving the Health and Lives of Women	78,052,199	-	-	03 05	Abandoned in 2002
Menstrual Solutions	78,103,923	-	-	03	Abandoned in 2003
Libido Formula	-	-	-	05	Common Law
Look How Far We've Come	-	-	-	41	Common Law
Menopause Plus Formula	-	-	-	05	Common Law
Menstrual Comfort Cream	-	-	-	03	Common Law
Natural Lubricant	78,064,371	-	-	03	Common Law
OH	-	-	-	03	Common Law
OH!	-	-	-	03	Common Law
PHYTO-BALANCE	75,086,346	2105933	-	03	Cancelled in 2004
PMS Pro-Gest Menstrual Solutions	-	-	-	03	Common Law
Response	-	-	-	03	Common Law
Response Cream	78,103,930	-	-	03	Common Law
Sexual Function	78,109,826	-	-	03	Abandoned in 2003
Transitions for Health	75,095,346	2043652	-	05	Cancelled in 2003
Transitions for Health	75,095,345	2043651	-	03	Cancelled in 2003
Transitions for Health	74,483,619	1962314	-	042	Cancelled in 2006
Transitions for Women	75,434,329	-	-	035	Cancelled in 2006
Transitions for Women	75,434,240	-	-	05	Cancelled in 2006
UNIKA	75,241,034	-	-	03	Abandoned in 1999
UNIKA	75,241,033	-	-	05	Abandoned in 1999
W&F Trademark Assignment QWT 18132898v6 0047387-000042	78,051,975	-	-	03 05	Abandoned in 2003



Together with:

any existing or expired applications of any kind and the rights to continue to revive and/or prosecute the same;

any and all common law rights associated with the foregoing;

any and all trademarks or service marks used in connection with labeling, marketing, websites and brochures by the Assignor in connection with the Business even if not listed above.

Trademark Assignment  
DWT 18132898v6 0047387-000042

