

01-20-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

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Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year _____

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Action Labs, Inc. Execution Date
Month Day Year _____

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization New York

Receiving Party

Mark if additional names of receiving parties attached

Name USA NUTRITIONALS, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 280 Adams Blvd.

Address (line 2) _____

Address (line 3) Farmingdale NY 11735
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization New York

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 1841 FRAME: 0146

Domestic Representative Name and Address

Enter for the first Receiving Party only.

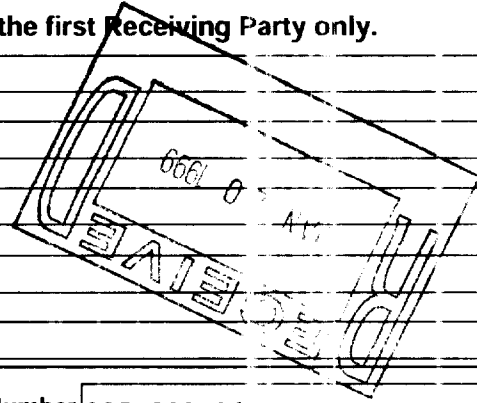
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Catherine T. Doyle
Name of Person Signing

Catherine T. Doyle
Signature

1/13/99
Date Signed

ASSIGNMENT OF TRADEMARK

WHEREAS, Action Labs, Inc., a New York Corporation, having its principal place of business in Farmingdale, New York, California (hereinafter "ASSIGNOR") is the owner of and entitled to use the following trademark, the application for that mark is now pending in the United States Patent and Trademark Office:

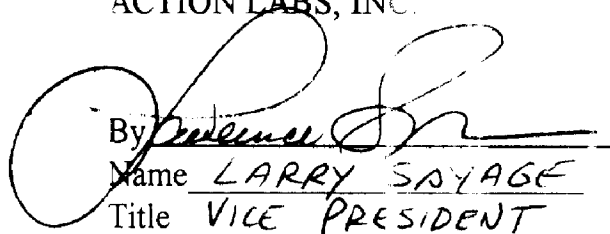
| <u>Trademark</u> | <u>Application No.</u> | <u>Filing Date</u> |
|---|------------------------|--------------------|
| USA NUTRITIONALS A DIVISION OF ACTION LABS | 75/108.882 | May 23, 1996 |

WHEREAS, USA Nutritionals, Inc., a New York Corporation, having a place of business at Farmingdale, New York (hereinafter "ASSIGNEE") is is desirous of acquiring said trademark and its corresponding application.

NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00), and other good and valuable consideration, ASSIGNOR hereby assigns to ASSIGNEE, all right, title and interest in said trademark and application together with the goodwill of the business symbolized by said trademark(s) and said application and the right to sue for past infringements thereof and to all damages in connection therewith.

Signed at Farmingdale, New York, this 7 day of January, 1999.

ACTION LABS, INC.

By 
Name LARRY SAYAGE
Title VICE PRESIDENT