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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 # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other _____

Effective Date
Month Day Year
07 20 98

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
07 20 98

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

02/26/1999 DC0ATES 00000016 75388243

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 625.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORDATION ADDRESS.

Mail documents to be recorded with required cover sheet(s) inf
Commissioner of Patents and Trademarks, Box Assignments, Wa: TRADEMARK

Express Mail

Date of Deposit: TRADEMARK

EI117195330US

02/23/99

REEL: 1861 FRAME: 0269

Domestic Representative Name and Address

Enter for the first Receiving Party only.

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SERIALS ACQUISITION

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(435) 655-6065

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)

<input type="text" value="75/388243"/>	<input type="text" value="75/459662"/>	<input type="text" value="75/265604"/>
<input type="text" value="75/483912"/>	<input type="text" value="75/483605"/>	<input type="text" value="75/228115"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,027,659"/>	<input type="text" value="2,019,796"/>	<input type="text" value="2,019,867"/>
<input type="text" value="1,944,571"/>	<input type="text" value="1,920,679"/>	<input type="text" value="1,920,680"/>
<input type="text" value="1,975,221"/>	<input type="text" value="1,986,359"/>	<input type="text" value="2,005,265"/>

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.

Frank W. Gay II, President

02/17/99

Name of Person Signing

Signature

Date Signed

ADDENDUM TO
TRADEMARK RECORDATION FORM COVER SHEET

Addition Registered Trademarks To Be Assigned:

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
CITRI-BURN	2,012,876	10/29/96
YOHIMBE POWER MAX	2,009,069	10/15/96
SUPER FAT BURNING FORMULA	2,030,859	01/14/97
ACTION FOR MEN	2,016,348	11/12/96
YOHIMBIZED	2,127,786	01/06/97
ACTION LABS	1,805,768	11/23/93
ECHINA-ACTION	2,044,497	03/11/97
TONA-LEAN	2,184,838	08/25/98
MILK THISTLE PLUS	2,125,666	12/30/97
SAW PALMETTO PLUS	2,125,665	12/30/97
ZINCHINACEA	2,181,442	08/11/98

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Airbill No.: EI117195330US
Date of Deposit: 02/23/99

TRADEMARK
REEL: 1861 FRAME: 0271

TRADEMARK AND TRADE NAME ASSIGNMENT

THIS TRADEMARK AND TRADE NAME ASSIGNMENT (the "Assignment") is made and entered into as of this 20th day of July, 1998 ("Effective Date"), by and between Action Labs, Inc., a New York corporation, with its principal office at 280 Adams Boulevard, Farmingdale, New York 11735 ("Assignor"), and Action Labs, Inc., a Delaware corporation, with its principal office at 1400 Kearns Boulevard, Park City, Utah 84060 ("Assignee").

Assignor and Assignee are parties to that certain Asset Purchase Agreement dated as of July 20, 1998 (the "Agreement"), pursuant to which Assignor has agreed to sell and Assignee has agreed to purchase certain of the assets, properties and rights pertaining to the Business (as defined in the Agreement).

Assignor is the sole and exclusive owner of the entire right, title and interest in, to and under: (i) the trademarks and the United States trademark registrations on Schedule A and the unregistered trademarks and applications therefor identified on Schedule B; (ii) the foreign trademarks and the foreign trademark registrations and the unregistered foreign trademarks and the applications therefor identified on Schedule C (the foregoing items (i) and (ii) collectively, the "Marks"); (iii) the trade names identified on Schedule D (the "Trade Names"); and (iv) the goodwill of the business associated with the Marks and the Trade Names.

Assignee wishes to acquire and Assignor wishes to assign all right, title and interest in and to the Marks and the Trade Names, together with the goodwill of the business with which the Marks and the Trade Names are used.

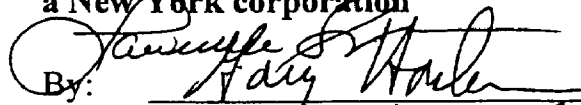
THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and set over to Assignee the entire right, title and interest in and to the Marks and the Trade Names together with the goodwill of the Business associated therewith, 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.

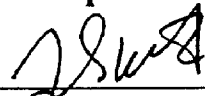
* * * * *

IN TESTIMONY WHEREOF, the Assignor and Assignee have caused this Assignment to be signed and executed by the undersigned officers thereunto duly authorized this 20th day of July, 1998.

ACTION LABS, INC.,
a New York corporation

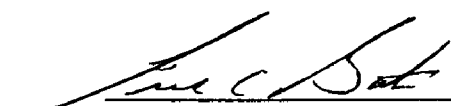
By: 
Its: PRESIDENT & VICE PRESIDENT

ACTION LABS, INC.,
a Delaware corporation

By: 
Its: CEO

STATE OF NEW YORK)
 NASSAU) SS.
COUNTY OF NEW YORK)

On this 20 day of July, 1998, there appeared before me *LARRY SAVAGE*
GARY HALLAM,
personally known to me, who acknowledged that he signed the foregoing Assignment as his
voluntary act and deed on behalf and with full authority of Action Labs, Inc., a New York
corporation.



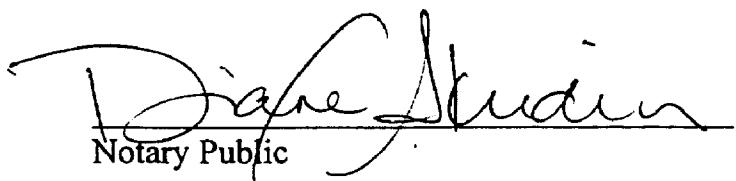
Notary Public

My commission expires: _____

FREDERICK C. BANTA
NOTARY PUBLIC, State of New York
No. 30-5170045
Qualified in Nassau County
Commission Expires ~~March 30, 19~~
8-31-2000

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

On this 20 day of July, 1998, there appeared before me *Frank W. Gay II*,
personally known to me, who acknowledged that he signed the foregoing Assignment as his
voluntary act and deed on behalf and with full authority of Action Labs, Inc., a Delaware
corporation.



Notary Public

My commission expires: _____

DIANE C. SKUDIN
Notary Public, State of New York
No. 01SK4828725
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires April 30, 19*99*

SCHEDULE A

Trademark Registrations

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
Fit Burners	2,027,659	12/31/96
Ginseng Power Max	2,019,796	11/26/96
Chroma-Burn	2,019,867	11/26/96
Gin-Action	1,944,571	12/26/95
Gin-Garl	1,920,679	9/19/95
Garl-Action	1,920,680	9/19/95
Diet-Action	1,975,221	5/21/96
Chrom-Action	1,986,359	7/9/96
Lean-Action	2,005,265	10/1/96
Citri-Burn	2,012,876	10/29/96
Yohimbe Power Max	2,009,069	10/15/96
Super Fat Burning Formula	2,030,859	1/14/97
Action for Men	2,016,348	11/12/96
Yohimbized	2,127,786	1 ⁰⁶ / 14 /97
Action Labs	1,805,768	11/23/93
Echina-Action	2,044,497	3/11/97

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Date of Deposit: 02/23/99

Handwritten signature

SCHEDULE B

Unregistered Trademarks and Trademark Applications

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Registration Info.</u>
Appe-Slim			
Maxi-Fat Burning Formula			
Super Glucosamine Complex			
Metabo-Action	NDN-055-0492-2465-2 (Abandoned)	5/24/96	
Nuerophen			
Setting the Standard for Healthy Living			
Tona-Lean	NDN-055-0500-8436-2 (Registered)	11/12/96	2,184,838 (08/25/98)
Tona-Burn	NDN-055-0500-8437-4	11/12/96	
Super Bilberry Plus			
Super Ginkgo Biloba Plus			
Super Milk Thistle Plus			
Milk Thistle Plus	NDN-055-0503-6942-3 (Registered)	1/14/97	2,125,666 (12/30/97)
Super Saw Palmetto Plus			
Saw Palmetto Plus	NDN-055-0503-6941-1 (Registered)	1/14/97	2,125,665 (12/30/97)
Super St. John's Wort	NDN-055-0519-8798-9 75/388243	11/12/97	
Super St. John's Wort Plus Action			
Action Sports Nutrition	NDN-055-0527-0059-3 75/459662	3/31/98	
Action-Tabs	NDN-055-0507-6846-9 75/265604	3/28/97	
Action-Tabs Made for Women	NDN-055-0462-2395-8 (Abandoned)	6/20/94	
Action Tabs Made for Men	NDN-055-0462-2394-6 (Abandoned)	6/20/94	
Lean-Action	NDN-055-0473-1433-9 (Registered/ Duplicate)	3/29/95	
Tribest-Action			

Yohimbe-Action		
Super Kava Kava Plus	NDN-055-0529-4089-0 75/483912	5/12/98
Super Melatonin Plus		
Super Melatonin		
Super MSM Plus	NDN-055-0529-3786-6 75/483605	5/12/98
Zinchinacea	NDN-055-0503-9530-6 (Registered)	1/12/97 2,181,442 (08/11/98)
Essential Nutrients	NDN-055-0492-5205-2 (Abandoned)	5/31/97
Echinacea Plus		
Super Echinacea Plus		
Super Fat Burners		
Super Fit Burners		
Carnithin	NDN-055-0504-0310-8 (Abandoned)	1/21/97
L-Carnitine Protein Complex	NDN-055-0503-9529-0 75/228115	1/21/97
Hot Burners	NDN-055-0470-7320-8 (Abandoned)	2/1/95
Prosta-Relief	NDN-055-0493-9110-6 (Abandoned)	6/27/96

SCHEDULE C

Foreign Trademarks and Foreign Trademark Registrations

<u>Mark</u>	<u>Country</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
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No foreign trademarks registrations, but all foreign common law rights (or similar rights) related to use of any trademarks identified on Schedule A or Schedule B in any foreign country by Assignor, its distributors or agents.

Foreign Trademark Applications

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Reg. Date</u>
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None

Express Mail
 Airbill No.: EI117195330US
 Date of Deposit: 02/23/99

TRADEMARK

REEL: 1861 FRAME: 0277

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SCHEDULE D

Trade Names

Action Labs

Express Mail
Airbill No.: EI117195330US
Date of Deposit: 02/23/99

TRADEMARK

RECORDED: 02/23/1999

KIRKLAND & ELLIS

REEL: 1867 FRAME: 0278