



05-23-2001

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TRADEMARK

5-23-01

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06-07-2001



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Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other

101741460
 License
 Nunc Pro Tunc Assignment
 Effective Date
 Month Date Year
 4-9-2001

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

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Name

DBA/AKA/TA

Composed of

Address (line 1)

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City State/Country Zip Code

Individual General Partnership Limited Partnership Association

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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06/07/2001 PATRNL 00000030 76090197

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Correspondent Name and Address

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Pages

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2

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)

76/090,197

2,012,191

2,196,005

2,178,939

76/090,198

2,030,476

2,169,006

2,129,382

2,074,535

Number of Properties

Enter the total number of properties involved.

9

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 240.00

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:

08-2550

Authorization to charge additional fees:

Yes

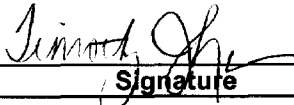
No

Statement and Signature

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

Timothy J. Lyden

Name of Person Signing


Signature

May 23, 2001

Date Signed

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademark ("*Assignment*") is made by Dr. McDougall's Right Foods, Inc. ("*Right Foods*"), a California corporation, having its principal place of business at 383 Beach Road, Burlingame, California 94010, in favor of LifeSpring Nutrition, Inc. ("*LifeSpring*"), a Delaware corporation, having its principal place of business at 4197 Lakeside Drive, Suite 100, Richmond, California 94806.

WHEREAS, Right Foods has adopted, is using and is the owner of the following trademarks, and the registrations therefor, and has filed the following applications in the United States Patent and Trademark Office (collectively, the "*Trademarks*"):

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>App.Ser.No.</u>	<u>Filing Date</u>
DR. MCDOUGALL'S RIGHT FOODS	2,012,191	10/29/96	74/432784	9/3/93
DR. MCDOUGALL'S RIGHT FOODS	2,030,476	1/14/97	74/433720	9/3/93
ENERGY CUP	2,129,382	1/13/98	75/055327	2/8/96
FEEL GOOD FAST FOODS	2,196,005	10/13/98	75/393470	11/20/97
FEEL GOOD FAST FOODS	2,196,006	10/13/98	75/393471	11/20/97
RIGHT FOODS			76/090,197	7/14/00
RIGHT FOODS			76/090,198	7/14/00
SMART CUP	2,074,535	6/24/97	75/055329	2/8/96
SMART CUPS	2,178,939	8/4/98	75/055258	2/8/96

WHEREAS, Right Foods and LifeSpring have entered into that certain Asset Purchase Agreement dated March 7, 2001 and amended on March 16, 2001 and March 30, 2001 (the "*Agreement*") pursuant to which Right Foods has agreed to assign and LifeSpring has agreed to purchase certain assets as defined therein;

WHEREAS, the assets include all rights, title and interest in and to the Trademarks listed above and that portion of the business associated with the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Right Foods does hereby assign to LifeSpring all right, title, and interest in and to the Trademarks, together with the good will of the business symbolized by the Trademarks and that portion of the business associated with the Trademarks.

Executed this 9th day of April, 2001.

DR. MCDOUGALL'S RIGHT FOODS, INC.

By: *Karen Donahue*

Name: Karen Donahue

Title: Chief Executive Officer and President