

09-05-2001



101833080

8-78-01

RECC

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
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year

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

Mark if additional names of conveying 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
- Corporation
- Association
- Other

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)

Citizenship/State of Incorporation/Organization

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40.00 00

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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 RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002360 FRAME: 0763

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

(703) 610-6100

Name

Timothy J. Lyden, Esq.

Address (line 1)

Hogan & Hartson L.L.P.

Address (line 2)

8300 Greensboro Drive

Address (line 3)

Suite 1100

Address (line 4)

McLean, Virginia 22102

Pages

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

#

7

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

2,196,006	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

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

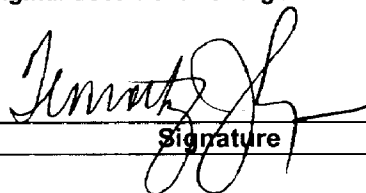
No

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

August 18, 2001

Date Signed

523-07

**RECORDATION FROM COVER SHEET
TRADEMARKS ONLY**

06-07-2001
101741460

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McLean, Virginia 22102

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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