

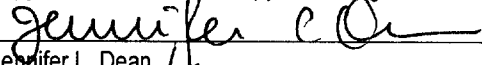


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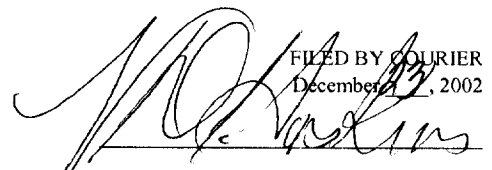
<p>1. NAME OF CONVEYING PARTY:</p> <p>Vital Nutrition, Inc. A Georgia corporation</p> <p style="font-size: 2em; margin-left: 200px;">12-23-02</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY</p> <p>GIMBORN U.S., INC. A Georgia corporation, 4280 Northeast Expressway Atlanta, Georgia 30340</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>3A. EXECUTION DATE: December 13, 2002</p> <p>3B. EFFECTIVE DATE: April 1, 1993</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY:</p> <p>Yes: ___ No: <u>X</u></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED:</p> <p>Yes: ___ No: <u>X</u></p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached?</p>	<p>4B. TRADEMARK REGISTRATION NO(S).:</p> <p>1,444,796 – VITAL NUTRITION</p> <p>Additional numbers attached? NO</p>
<p>Jennifer L. Dean, Esq. Drinker Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209 (202) 842-8882; Fax: (202) 842-8465</p>	
<p>6. TOTAL NUMBER OF TITLES: 1</p> <p>7. TOTAL FEE: \$40.00 (CHECK ENCLOSED)</p> <p>8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCT. NO. 50-0573</p> <p>Our Ref: 31106.317/109249</p>	<p>9. The undersigned declares to the best of her knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p> Jennifer L. Dean Date: December 23, 2002</p> <p>Page 1 of 2</p>

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FILED BY COURIER
December 23, 2002

TRADEMARK
REEL: 002640 FRAME: 0303

ASSIGNMENT

WHEREAS, Vital Nutrition, Inc., a Georgia corporation, having an address at ~~4220~~ 4230 Northeast Expressway, Atlanta, Georgia 30340 ("Assignor"), through a predecessor, had adopted and used the mark VITAL NUTRITION in the United States, and the mark was registered in the United States Patent and Trademark Office on June 30, 1987 by such predecessor . Reg. No. 1,444,796.

WHEREAS, Gimborn, U.S., Inc., a Georgia corporation, having an address at ~~4230~~ 4230 Northeast Expressway, Atlanta, Georgia 30340 ("Assignee") acquired all rights, title and interest in and to the mark VITAL NUTRITION, the goodwill of the business symbolized thereby, and the registration thereof, Reg. No. 1,444,796, on April 1, 1993; and

WHEREAS, Assignee is desirous of having an instrument to record in the United States Patent and Trademark Office to reflect its ownership of the VITAL NUTRITION mark and registration.

NOW, THEREFORE, good and valuable consideration being extant, Assignor has assigned and hereby assigns to Assignee, **effective as of April 1, 1993**, all of its right, title and interest in and to the mark VITAL NUTRITION, the registration thereof, Reg. No. 1,444,796, and the goodwill of the business symbolized thereby.

Assignor further assigns to Assignee, effective April 1, 1993, all right to sue for past infringement and to recover and hold all damages and profits resulting from such infringement of the VITAL NUTRITION mark.

VITAL NUTRITION, INC.

Date: December 13, 2002

By: 
Richard Guthrie, CFO and Secretary

STATE OF GEORGIA)
 : ss.
COUNTY OF DEKALB)

The foregoing instrument was subscribed, sworn to and acknowledged before me this 13th day of December 2002, by Richard Guthrie, CFO and Secretary of Vital Nutrition, Inc., a Georgia corporation, for and on behalf of the corporation.

(Seal)


Notary Public
My Commission expires: 6-18-04