

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Golden Partners, LLC		12/31/2003	limited liability company: COLORADO

RECEIVING PARTY DATA	
Name:	GTC Nutrition LLC
Street Address:	600 Corporate Circle, Suite H
City:	Golden
State/Country:	COLORADO
Postal Code:	80401
Entity Type:	limited liability company: COLORADO

PROPERTY NUMBERS Total: 7		
Property Type	Number	Word Mark
Registration Number:	1543773	BIOSWEET 55
Registration Number:	1752177	NUTRAFLORA
Registration Number:	2268425	GROWS GOOD HEALTH
Registration Number:	2350102	FLORA WAR
Registration Number:	2445758	
Registration Number:	2497706	FORTIFEED
Registration Number:	2488093	SCFOS

CORRESPONDENCE DATA	
Fax Number:	(415)576-0300
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	305-571-4000
Email:	denverteas@townsend.com
Correspondent Name:	Lesley S. Craig
Address Line 1:	Two Embarcadero Center, 8th Floor
Address Line 4:	San Francisco, CALIFORNIA 94111

CH \$190.00 1543773

ATTORNEY DOCKET NUMBER:

19305-004600

NAME OF SUBMITTER:

Lesley S. Craig

Total Attachments: 2

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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT is effective as of December 31, 2003 and is made by and between Golden Partners, LLC, a Colorado limited liability company, having a place of business at 600 Corporate Circle, Suite H, Golden, Colorado 80401 ("ASSIGNOR"), and GTC Nutrition LLC, a Colorado limited liability company, having a place of business at 600 Corporate Circle, Suite H, Golden, Colorado 80401 ("ASSIGNEE").

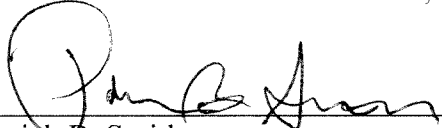
WHEREAS, ASSIGNOR adopted and used or otherwise owns the trademarks on listed on Appendix A affixed hereto, including all registrations and applications for registration thereof and all rights to sue and recover for past infringement thereof, and all goodwill associated with the mark, being collectively referred to herein as the "ASSIGNED TRADEMARKS"; and

WHEREAS, ASSIGNEE wishes to acquire, and ASSIGNOR wishes to transfer to ASSIGNEE all right, title, and interest in and to the ASSIGNED TRADEMARKS, and both parties are desirous of executing a document suitable for recordation with the U.S. Patent and Trademark Office.

NOW THEREFORE, in consideration of Ten Dollars (\$10.00) paid by ASSIGNEE to ASSIGNOR, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer, and convey to ASSIGNEE all of its right, title, and interest in and to the ASSIGNED TRADEMARKS, together with the goodwill of the business in connection with which the ASSIGNED TRADEMARKS have been used.

IN WITNESS WHEREOF, the ASSIGNOR and ASSIGNEE have caused this ASSIGNMENT to be executed by their duly authorized representatives.

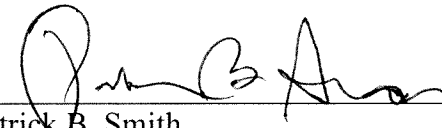
ASSIGNOR: GOLDEN PARTNERS, LLC

By: 
Patrick B. Smith
Manager

Date: 02/24/04

RECEIVED AND ACKNOWLEDGED BY:

ASSIGNEE: GTC NUTRITION LLC

By: 
Patrick B. Smith
Manager

Date: 02/24/04

APPENDIX A

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
BIOSWEET 55	1,543,773	06/13/1989
NUTRAFLORA	1,752,177	02/16/1993
GROWS GOOD HEALTH	2,268,425	08/10/1999
FLORA WAR	2,350,102	05/16/2000
MISC. DESIGN (Leaf Design)	2,445,758	04/24/2001
FORTIFEED	2,497,706	10/16/2001
SCFOS	2,488,093	09/11/2004

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