

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
US Health Club, Inc.		03/10/2006	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Basic Organics, Inc.
<b>Street Address:</b>	885 Claycraft Road
<b>City:</b>	Columbus
<b>State/Country:</b>	OHIO
<b>Postal Code:</b>	43230
<b>Entity Type:</b>	CORPORATION: OHIO

**PROPERTY NUMBERS Total: 19**

Property Type	Number	Word Mark
Registration Number:	2934116	USHC
Registration Number:	2764676	USHC
Registration Number:	2435288	U.S. HEALTH CLUB
Registration Number:	2679492	U.S. HEALTH CLUB
Registration Number:	0702124	U.S. HEALTH CLUB
Registration Number:	1401816	POWERALL
Serial Number:	76209268	POWERALL
Serial Number:	76209267	POWERALL
Registration Number:	2832120	CORONALL
Registration Number:	2386522	FEMWISE
Registration Number:	2394298	NATURE'S MOVE
Registration Number:	2839150	PERFORMA
Registration Number:	1005199	HEALTH SAVERS
Registration Number:	0725651	VITALITY

**CH \$490.00 2934116**

Registration Number:	2510197	THE ENERGY SWITCH
Registration Number:	2661291	HEALTHPOWER
Registration Number:	2131495	TASTY C
Registration Number:	0901116	PERFORMA
Registration Number:	0864616	ZIPCODE

**CORRESPONDENCE DATA**

Fax Number: (202)467-8900

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 202-467-8810

Email: behogue@vssp.com, rsdonnell@vssp.com

Correspondent Name: Cory M. Amron

Address Line 1: 1828 L Street, NW

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Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

ATTORNEY DOCKET NUMBER:	001158-085101/0759/USHEAL
NAME OF SUBMITTER:	Cory M. Amron
Signature:	/cory m amron/
Date:	06/21/2006

**Total Attachments: 3**

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**ASSIGNMENT OF TRADEMARKS**

WHEREAS, US Health Club, Inc., a Delaware corporation, having its principal office at 400 Warburton Avenue, Hastings-on-Hudson, NY ("USHC") is the owner of the trademarks listed on Attachment "A" of this Assignment (the "Trademarks");

and, Basic Organics, Inc., a company incorporated under the laws of the State of Ohio, having its principal office at 885 Claycraft Road, Columbus, Ohio 43230, ("BUYER") desires to acquire all of USHC's rights, title and interest in and to the Trademarks and the goodwill symbolized by same.

NOW THEREFORE, for consideration set forth and other good and valuable consideration paid to USHC, the receipt and sufficiency of which is hereby acknowledged, USHC does hereby sell, assign and transfer unto BUYER, its successors and assigns, all of USHC's right, title and interest in and to said Trademarks, and the goodwill symbolized by said Trademarks, the same to be held and enjoyed by BUYER, its successors and assigns; and USHC hereby authorizes and requests the Commissioner of Patents and Trademark of Trademark Office in which the listed Trademark was filed for registration as set forth in Schedule A attached hereto, to record the Assignment to said Trademark and the goodwill symbolized by said Trademark to BUYER, its successors and assigns, in accordance with the terms of this Assignment.

This Assignment is entered into with the effective date as of the 10<sup>th</sup> day of March, 2006 by and between US Health Club, Inc. and Basic Organics Inc. in Columbus, Ohio, United States of America.

USHC: US Health Club, Inc.

By: 

Name: Kenneth L. Okin

Title: President

BUYER: Basic Organics, Inc.

By: 

Name: SCOTT JOHNSON

Title: PRESIDENT

**Attachment A**  
**TRADEMARK ASSIGNMENT SCHEDULE**  
**TRADEMARKS**

1. USHC, Reg. No. 2,934,116 for “nutritional supplements” in Class 5 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: 03-15-2005).
2. USHC, Reg. No. 2,764,676 for “online catalog services in the field of nutritional supplements and healthcare products, excluding insurance products” in Class 35 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: 09-16-2003).
3. U.S. HEALTH CLUB, Reg. No. 2,435,288 for “dietary supplements, namely, vitamin, mineral, and herbal preparations in tablet, capsule, fiber and liquid form” in Class 5 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: March 13, 2001).
4. U.S. HEALTH CLUB, Reg. No. 2,679,492 for “online catalog services in the field of nutritional supplements and healthcare products” in Class 35 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: 01-28-2003).
5. U.S. HEALTH CLUB, Reg. No. 702,124 for “vitamin C tablets and vitamin E tablets” in Class 5 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: 08-02-1960).
6. POWERALL, Reg. No. 1,401,816 for “vitamin and mineral tablets” in Class 5 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: 07-22-1986).
7. POWERALL, Serial No. 76/209,268 for “grain based dietary supplement energy bar” in Class 5 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY.
8. POWERALL, Serial No. 76/209,267 for “fruit flavored dietary supplement energy drinks” in class 5 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY
9. POWERALL PLUS
10. CORONALL, Reg. No. 2,832,120 for “nutritional supplements” in Class 5 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: 04-13-2004).
11. FEMWISE, Reg. No. 2,386,522 for “nutritional supplements” in Class 5 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: 09-12-2000).
12. MAGIC FOUR
13. NATURE’S MOVE, Reg. No. 2,394,298 for “nutritional supplements” in Class 5 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: 10-10-2000).
14. PERFORMA, Reg. No. 2,839,150 for “nutritional supplement drinks, herbal supplement drinks, vitamin supplement drinks, mineral supplement drinks, dietary supplement drinks, food supplement drinks, nutritional supplement tablets, herbal supplement tablets, vitamin supplement tablets, mineral supplement tablets, dietary supplement tablets, food supplement tablets, nutritional supplement bars, herbal supplement bars, vitamin supplement bars, mineral supplement bars, dietary supplement bars, and food supplement bars” in Class 5 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: 05-04-2004).



15. HEALTH SAVERS, Reg. No. 1,005,199 for "tablets containing vitamins and minerals" in Class 5 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: 02-25-1975).
16. SPECIAL FORMULA #680
17. VITALITY, Reg. No. 725,651 for "periodical publication devoted to news of health foods and vitamins" in Class 16 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: 12-26-1961).
18. THE ENERGY SWITCH, Reg. No. 2,510,197 for "vitamin and mineral tablets" in Class 5 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: 11-20-2001).
19. HEALTHPOWER, Reg. No. 2,661,291 for "newsletter dealing with health and nutrition" in Class 16 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: 12-17-2002).
20. TASTY C, Reg. No. 2,131,495 (Supplemental Register) for "nutritional supplements" in Class 5 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: 01-20-1998).
21. PERFORMA, Reg. No. 901,116 for "vitamin tablets" in Class 5 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: 10-20-1970).
22. ZIPCODE, Reg. No. 864,616 for "nutritional mix in the form of a powder adapted to be added to drinks" in Class 5 by U.S. Health Club, Inc. of Hastings-on-Hudson, NY (Registration Date: 02-04-1969).

