

10/20/03

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Form PTO-1595 (Rev. 10/02)

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OMB No. 0651-0027 (exp. 6/30/2005)

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Nutraceutical Corporation

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: 07/17/2003

2. Name and address of receiving party(ies)

Name: NutraMarks, Inc.

Internal Address: \_\_\_\_\_

Street Address: 1500 Kearns Blvd., Suite B-200

City: Park City State: UT Zip: 84060

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. Patent Application No.(s) 10/035,203, 09/691,055

B. Patent No.(s) 6,541,045 B1, 6,509,496 B1

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Stanley E. Soper

Internal Address: \_\_\_\_\_

Street Address: 1400 Kearns Blvd., 2nd Floor

City: Park City State: UT Zip: 84060

6. Total number of applications and patents involved: 2

7. Total fee (37 CFR 3.41).....\$ 80.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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9. Signature.

Stanley E. Soper

Name of Person Signing

*[Signature]*  
Signature

10/14/03  
Date

Total number of pages including cover sheet, attachments, and documents: 5

10/21/2003 LMUELLER 00000235 10035203

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

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80.00 DP

PATENT REEL: 014601 FRAME: 0165

**CONTRIBUTION AND ASSIGNMENT AGREEMENT**

This CONTRIBUTION AND ASSIGNMENT AGREEMENT ("Agreement") is made and entered into as of the 17<sup>th</sup> day of July, 2003 (the "Effective Date"), by and between Nutraceutical Corporation, a Delaware corporation ("Nutraceutical") and NutraMarks, Inc., a Delaware corporation ("NutraMarks").

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is hereby agreed as follows:


Nutraceutical hereby contributes and assigns to NutraMarks those assets identified on Exhibit A (the "Assets"). Such contribution and assignment is made as of the Effective Date, and may be evidenced by execution, delivery and filing of such additional documents as NutraMarks may request.

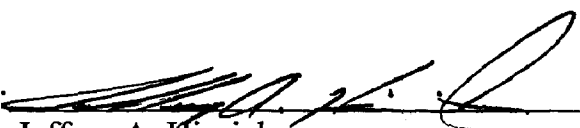
Nutraceutical hereby further covenants that it will from time to time, at NutraMarks' request and without further cost or expense to NutraMarks, execute and deliver to NutraMarks such other instruments of conveyance and transfer and other documents and take such other action as NutraMarks may reasonably request to transfer the Assets to NutraMarks, or to carry into effect the intent and purpose thereof.

\* \* \* \* \*

IN WITNESS WHEREOF, the parties duly authorized representatives have executed and delivered this Agreement as of the Effective Date.

**NUTRACEUTICAL CORPORATION      NUTRAMARKS, INC.**

BY:   
\_\_\_\_\_  
Frank W. Gay II,  
CEO  
ADDRESS:  
1400 Kearns Boulevard, 2<sup>nd</sup> Floor  
Park City, Utah 84060  
FACSIMILE:  
(435) 655-6080

BY:   
\_\_\_\_\_  
Jeffrey A. Hinrichs,  
Executive Vice President and Secretary  
ADDRESS:  
1500 Kearns Boulevard, Suite B-200  
Park City, Utah 84060  
FACSIMILE:  
(435) 655-6094

## **Exhibit A**

All intellectual property of any kind related to nutritional supplements, including, without limitation, all trademarks, trade names, copyrights, trade secrets and inventions (whether or not patentable), patent applications, patents, and similar items, including:

U.S. Patent Number 6,541,045 B1, Patent Application 10/035,203 - Herbal  
Composition and Method for Combating Inflammation (Cox-2)

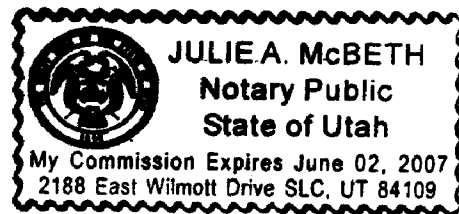
U.S. Patent Number 6,509,496 B1, Patent Application 09/691,055 - Process for  
Making Mineral, Food or Pharmaceutical Grade Salt Products (Littleford Day)

STATE OF UTAH )  
 ) ss:  
COUNTY OF SALT LAKE )

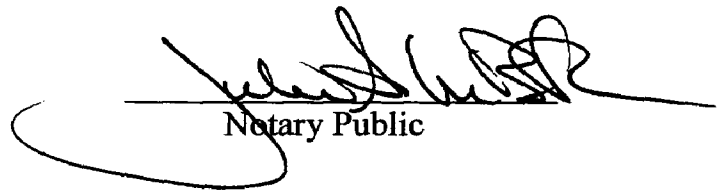
On this 17<sup>th</sup> day of July, 2003, before me personally came Frank W. Gay II, who, being by me duly sworn, did state as follows: that he is Chief Executive Officer of Nutraceutical Corporation, that he is authorized to execute the foregoing grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

  
Notary Public

STATE OF UTAH )  
 ) ss:  
COUNTY OF SALT LAKE )



On this 17<sup>th</sup> day of July, 2003, before me personally came Jeffrey A. Hinrichs, who, being by me duly sworn, did state as follows: that he is Executive Vice President and Secretary of NutraMarks, Inc., that he is authorized to execute the foregoing grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

  
Notary Public

