

**PATENT ASSIGNMENT**

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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
Nutraceutical Sciences Institute, Inc.	07/26/2007
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Vitacost.com Inc.
<b>Street Address:</b>	352 S.W. 12th Ave.
<b>City:</b>	Deerfield Beach
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	33442
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
<b>Patent Number:</b>	6582723
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(312)706-8248
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	3127018607
<b>Email:</b>	zbeal@mayerbrownrowe.com
<b>Correspondent Name:</b>	Joan L. Long
<b>Address Line 1:</b>	P.O. Box 2828
<b>Address Line 4:</b>	Chicago, ILLINOIS 606902828
<b>ATTORNEY DOCKET NUMBER:</b>	07072607
<b>NAME OF SUBMITTER:</b>	Joan L. Long
<b>Total Attachments: 5</b> source=PATENT ASSIGNMENT#page1.tif source=PATENT ASSIGNMENT#page2.tif source=PATENT ASSIGNMENT#page3.tif source=PATENT ASSIGNMENT#page4.tif source=PATENT ASSIGNMENT#page5.tif	

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**PATENT**

## PATENT ASSIGNMENT

THIS PATENT ASSIGNMENT (the "Assignment") is between NUTRACEUTICAL SCIENCES INSTITUTE, INC. (the "Assignor") and VITACOST.COM INC. (the "Assignee").

WHEREAS, Assignor is the owner of all right, title, and interest in the patent listed on the attached Exhibit A incorporated by reference into this Agreement (the "Patent"); and

WHEREAS, Assignor desires to assign all right, title and interest in the Patent to Assignee and Assignee desires to acquire all of Assignor's right, title and interest in, to and under the Patent, together with the goodwill of the business in connection with which the Patent is used;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and set over to Assignee, its successors, legal representatives and assigns, all of Assignor's right, title and interest in and to the Patent together with the goodwill of the business associated with said Patent, including any rights under common law, and which include the Patent alone or in combination with other words, figures, designs or indicia, together with the goodwill of the business with respect to which the Patent has been used and/or registered and all claims, proceeds and causes of action relating to past, present or future infringement of said Patent.

Assignor hereby requests the Commissioner of Patents and Trademarks to record Assignee, as assignee and owner of any and all of Assignor's right in the Patent or any renewals of the registration of said Patent.

Assignor agrees to execute and deliver at a future date, for no additional consideration any additional documents that the Assignee reasonably determines are required to reflect the Assignee's ownership of the Patent anywhere in the world.

Assignor will assist in obtaining or providing any further documents which may be required to confirm chain or title thereto.

This Assignment may be signed in counterparts, each of which shall be deemed an original, but together shall constitute a single instrument.

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VITACOST.COM INC.  
PATENT ASSIGNMENT (NUTRACEUTICAL SCIENCES INSTITUTE, INC.)

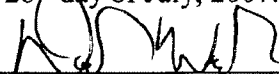
In witness of this assignment, authorized representatives of Assignor and Assignee have executed this Assignment as of the 26<sup>th</sup> day of July, 2007.

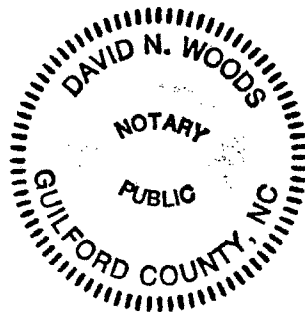
VITACOST.COM INC.  
By:   
Name: Ira P. Kerker  
Title: Chief Executive Officer

STATE OF North Carolina )  
 ) SS.  
COUNTY OF Guilford )

Before me, the undersigned, a notary public, on this day personally appeared Ira P. Kerker, known to me to be the person and officer who signed the foregoing instrument, and acknowledged to me his signing was the act of Vitacost.com Inc., a Delaware corporation, and that he signed as the act of such corporation, for the purposes and consideration expressed therein, and in the capacity therein stated.

Given under my hand and seal of office on this 26<sup>th</sup> day of July, 2007.

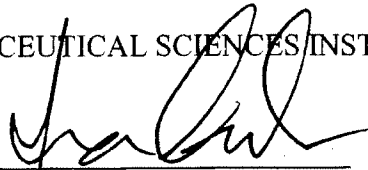
  
Notary Public Signature  
My Commission Expires: May 23, 2011



VITACOST.COM INC.  
PATENT ASSIGNMENT (NUTRACEUTICAL SCIENCES INSTITUTE, INC.)

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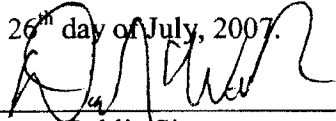
NUTRACEUTICAL SCIENCES INSTITUTE, INC.

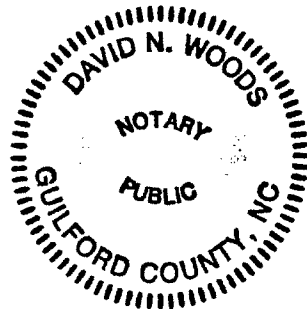
By:   
Name: Ira P. Kerker  
Title: Chief Executive Officer

STATE OF North Carolina )  
 ) SS.  
COUNTY OF Guilford )

Before me, the undersigned, a notary public, on this day personally appeared Ira P. Kerker, known to me to be the person and officer who signed the foregoing instrument, and acknowledged to me his signing was the act of Nutraceutical Sciences Institute, Inc. a Delaware corporation, and that he signed as the act of such corporation, for the purposes and consideration expressed therein, and in the capacity therein stated.

Given under my hand and seal of office on this 26<sup>th</sup> day of July, 2007.

  
Notary Public Signature  
My Commission Expires: May 23, 2011



**EXHIBIT A**

<b>Patent Owned</b>	<b>Registration Number</b>	<b>Applied</b>	<b>Registered</b>	<b>Expiration Date</b>
Cancer Immune Composition for Prevention and Treatment of Individuals	6582723	05/03/01	06/24/03	05/03/21

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