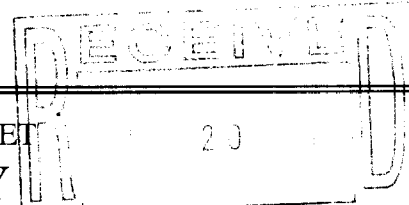


3.20.00

04-18-2000



7419-0013

101324731
TRADEMARKS ONLY

HEET

23

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

1. Name of conveying party(ies):
Thompson Medical Company, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation New York
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 10/15/99 Effective Date: 10/15/99

2. Name and address of receiving party(ies):
Blairex Laboratories, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation Indiana
 Other _____

Internal Address: _____
Street Address: 3240 North Indianapolis Road
City: Columbus State: Indiana ZIP: 47201

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

4. Application number(s) or Registration number(s):
A. Trademark Application No.(s)
See Attached Schedule A

B. Trademark Registration No.(s)
See Attached Schedule A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: E. Victor Indiano
Internal Address: Bose McKinney & Evans
Street Address: 135 North Pennsylvania Street
Suite 2700
Indianapolis, Indiana 46204
Telephone: (317) 684-5000

6. Total number of applications and trademarks involved: 16
7. Total fee (37 CFR 3.41):.....\$415.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: 02-3223. Commissioner hereby authorized to charge any defect in fees or credit any overpayment to said deposit account.
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Anthony P. Filomena March 17, 2000
Name of Person Signing Signature Date

04/17/2000 DNGUYEN 00000285 905030

Total number of pages including cover sheet, attachments, and document: 9

01 FC:481
02 FC:482
270744
(40.00 OP
375.00 OP

SCHEDULE A

U.S. TRADEMARK REGISTRATION NOS.:

<u>REGISTRATION NO.</u>	<u>MARK</u>
905,030	AQUA-BAN
1.704,106	BREATHE FREE
989,280	CAFFEDRINE
1.118,053	ENCARE
1.462,477	ENDLICE
2.151,193	GINKOGIN
672,092	NP-27
1.565,419	QUICK PEP
1.152,096	SLEEPINAL
1.808,757	SLEEPINAL MEDICATED NIGHT TEA
1.069,263	TEMPO
1.257,378	TEMPO (Stylized)
2.131,217	ULTRA BURN

U.S. TRADEMARK APPLICATION SERIAL NOS.:

<u>SERIAL NO.</u>	<u>MARK</u>
75/506,780	HEART WISE
75/505,871	NATURE'S REWARD
75/022,271	PRIME OF LIFE

270750

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS ("Assignment"), is made and effective as of the 15th day of October, 1999, by and between THOMPSON MEDICAL COMPANY, INC., a corporation organized under the laws of the State of New York with offices located at 777 South Flagler Drive, West Tower, Suite 1500, West Palm Beach, Florida 33401 ("Assignor") and BLAIREX LABORATORIES, INC., a corporation organized under the laws of the State of Indiana with offices located at 3240 North Indianapolis Road, Columbus, Indiana 47201 ("Assignee").

WITNESSETH

WHEREAS, Assignor and Assignee have entered into a Purchase and Sale Agreement, dated as of September 22, 1999 (the "Purchase Agreement"), pursuant to which Assignor is to sell to Assignee, and Assignee is to purchase from Assignor, among other things, certain assets of Assignor, including all of Assignor's rights, title, and interest in all of the trademarks, trade names and service marks listed on the attached Schedule I, including the registrations and/or applications to register the same as set forth on Schedule I (collectively, the "Trademarks");

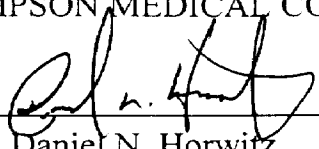
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said Assignor does hereby sell, assign, transfer, set over, and deliver to Assignee all of Assignor's rights, title and interest in and to the Trademarks and the goodwill of the Assignor's business associated with the Trademarks.

FURTHERMORE, Assignor will (i) execute and deliver such further instruments including, without limitation, further instruments of assignment, and (ii) take such further actions as Assignee may reasonably request in connection with the registration by Assignee of this Assignment at the appropriate registries and to demonstrate the Assignee's title to the Trademarks.

Assignor's assignment of the Trademarks effected by this Assignment is made pursuant to, and is subject to the terms of, the Purchase Agreement and nothing in this Assignment or such other instrument or deed of assignment shall be construed or interpreted as superseding the provisions of the Purchase Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment of Trademarks as of the date first written above.

THOMPSON MEDICAL COMPANY, INC.

By:  _____

Name: Daniel N. Horwitz

Title: President and Chief Executive Officer

BLAIREX LABORATORIES, INC.

By:  _____


Name: Anthony J. Moravec

Title: President

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

I, a notary public in and for the county and state aforesaid, do hereby certify that Mr. Daniel N. Horwitz appeared before me this day in person and acknowledged that he the President and Chief Executive Officer of Thompson Medical Company, Inc. and that he signed the above foregoing instrument as his voluntary act.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 15th day of October 1999.



Notary Public

My commission expires: September 22, 2001

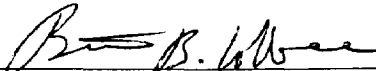
BRETT B. COFFEE
Notary Public, State of New York
No. 02CO5085428
Qualified in New York County
Commission Expires September 22, 2001

STATE OF New York)
) SS.

COUNTY OF New York)

I, a notary public in and for the county and state aforesaid, do hereby certify that Mr. Anthony J. Moravec appeared before me this day in person and acknowledged that he is the President of Blairex Laboratories, Inc. and that he signed the above foregoing instrument as his voluntary act.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 15th day of October 1999.



Notary Public

My commission expires: September 22, 2001

BRETT B. COFFEE
Notary Public, State of New York
No. 02CO5085428
Qualified in New York County
Commission Expires September 22, 2001

THOMPSON MEDICAL COMPANY, INC.

U.S. Trademark Registrations
(as of July 6, 1999)

<u>Dkt</u>	<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Affidavit Due</u>	<u>Renewal Due</u>	<u>Goods/Services</u>
U785	AQUA-BAN	905,030	12/29/70	8&15	12/29/00	Diuretic preparation, Cl. 5
U790	BREATHE FREE	1,704,106	07/28/92	8&15	07/28/02	Nasal moisturizing spray in Cl. 5
U791	CAFFEDRINE	989,280	07/30/74	8&15	07/30/04	Pharmaceutical preparation to fight fatigue and boost alertness, Cl. 5
U800	ENCARE	1,118,053	05/15/79	8&15	05/15/09	Vaginal contraceptive preparation, Cl. 5
U801	ENDLICE	1,462,477	10/27/87	filed	10/27/07	Medicated shampoo, Cl. 5
U1238	GINKOGIN	2,151,193	04/14/98	04/14/04	04/14/08	Nutritional supplements, Cl. 5
U805	NP-27	672,092	01/06/59	8&15	01/06/09	Preparation for treatment of athletes foot and other fungus infections, Cl. 5
U809	QUICK PEP	1,565,419	11/14/89	8&15	11/14/09	An over-the-counter stimulant, Cl. 5
U814	SLEEPINAL	1,152,096	04/28/81	8&15	04/28/01	Pharmaceutical preparation to aid sleep, Cl. 5

TRADEMARK

REEL: 002053 FRAME: 0385

Schedule I

THOMPSON MEDICAL COMPANY, INC.

U.S. Trademark Registrations
(as of July 6, 1999)

<u>Dkt</u>	<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Affidavit Due</u>	<u>Renewal Due</u>	<u>Goods/Services</u>
U815	SLEEPINAL MEDICATED NIGHT TBA	1,808,757	12/07/93	12/07/99	12/07/03	Pharmaceutical preparation in powdered form to aid sleep, Cl. 5
U819	TEMPO	1,069,263	07/12/77	filed	07/12/07	Medicated preparation for relief of acid indigestion, heartburn or sour stomach, Cl. 5
U820	TEMPO (Stylized)	1,257,378	11/15/83	8&15	11/15/03	Medicated preparation for relief of acid indigestion, heartburn or sour stomach and accompanying gas symptoms, Cl. 5
U1209	ULTRA BURN	2,131,217	01/20/98	01/20/04	01/20/08	Dietary supplement and vitamin and mineral product for human use only, Cl. 5

Thompson Medical Company, Inc.

U.S. Trademark Applications
(as of July 6, 1999)

<u>Dkt</u>	<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Goods</u>
	*HEART WISE	75/506780	06/22/98	Vitamin and mineral nutritional and dietary supplement products, in Cl. 5
	*NATURE'S REWARD	75/505871	06/17/98	Vitamin and mineral nutritional and dietary supplement products, in Cl. 5
	PRIME OF LIFE	75/022271	11/16/95	Vitamin and mineral nutritional and supplement products, Cl. 5

SCHEDULE A

U.S. TRADEMARK REGISTRATION NOS.:

<u>REGISTRATION NO.</u>	<u>MARK</u>
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1,462,477	ENDLICE
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1,808,757	SLEEPINAL MEDICATED NIGHT TEA
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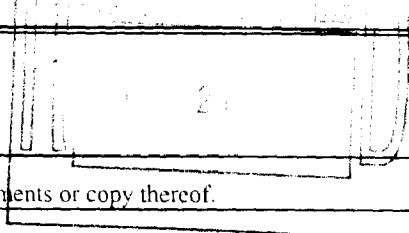
U.S. TRADEMARK APPLICATION SERIAL NOS.:

<u>SERIAL NO.</u>	<u>MARK</u>
75/506,780	HEART WISE
75/505,871	NATURE'S REWARD
75/022,271	PRIME OF LIFE

270750

7419-0013

RECORDATION FORM COVER SHEET TRADEMARKS ONLY



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

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Individual(s) Association
 General Partnership Limited Partnership
 Corporation New York
 Other _____

2. Name and address of receiving party(ies):
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Individual(s) Association
 General Partnership Limited Partnership
 Corporation Indiana
 Other _____

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

Internal Address: _____

Street Address: 3240 North Indianapolis Road

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

City: Columbus State: Indiana ZIP: 47201

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

Execution Date: 10/15/99 Effective Date: 10/15/99

4. Application number(s) or Registration number(s):
 A. Trademark Application No.(s)
See Attached Schedule A

B. Trademark Registration No.(s)
See Attached Schedule A

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Name: E. Victor Indiano

Internal Address: Bose McKinney & Evans

Street Address: 135 North Pennsylvania Street
 Suite 2700
 Indianapolis, Indiana 46204

Telephone: (317) 684-5000

6. Total number of applications and trademarks involved: 16

7. Total fee (37 CFR 3.41):.....\$415.00

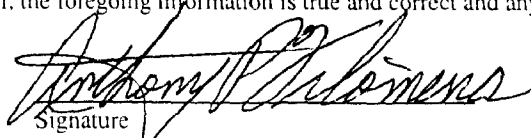
Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 02-3223. Commissioner hereby authorized to charge any defect in fees or credit any overpayment to said deposit account.
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Anthony P. Filomena  March 17, 2000
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 9

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