

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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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):
Phoenix Laboratories, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 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: _____

2. Name and address of receiving party(ies)
 Name: Great Earth Companies, Inc.
 Internal _____
 Address: _____

Street Address: 140 Lauman Lane
 City: Hicksville State: NY Zip: 11801

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75395045

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jay H. Geller
 Internal Address: _____

Street Address: West Tower, Suite 4000
2425 W. Olympic Blv
 City: Santa Monica State: CA Zip: 90404

6. Total number of applications and registrations involved: 1

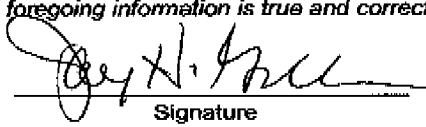
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
501284

(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.

Jay H. Geller  Jan. 4, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

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

ASSIGNMENT

Whereas Phoenix Laboratories, Inc. has filed an application to register the trademark GOOD HEALTHKEEPING based upon a bona fide intent to use in the United States Patent and Trademark Office, Serial No. 75/395045; and

Whereas, Great Earth Companies, Inc. is desirous of acquiring said mark;

Now, therefore, for valuable consideration, receipt of which is hereby acknowledged, said Phoenix Laboratories, Inc. does hereby assign unto said Great Earth Companies, Inc. all right, title and interest in and to the mark, and the above referenced trademark application.

Dated this 7th day of July, 2001.

Phoenix Laboratories, Inc.

By  _____
Mel Rich
President