

06-05-2003



10302700

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

102464857

R SHEET VLY

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

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

1. Name of conveying party(ies):
River West Brands, LLC 6.763

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

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

2. Name and address of receiving party(ies):
Name: Graham Webb International, Inc.
Internal Address: 6109 DeSoto Av.
Street

City: Woodland Hills
State: CA Zip: 91367

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

OFFICE OF THE
2003 JUN 2 11 30 AM '03
FINANCIAL SERVICES

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

Execution Date: May 29, 2003

4. Application Number(s) or Registration Number(s):
A. Trademark Application No.(s):
76/122,121

Additional numbers attached? Yes No

B. Trademark Registration No.(s):

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: M. John Carson
Fulbright & Jaworski LLP

Internal Address: Atty. Dkt 7160-389
Street Address: 865 S. Figueroa St., Suite 2900

City: Los Angeles State: CA Zip: 90017

6. Total Number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed
 Authorized to be charged to Deposit Account
 Authorized to be charged to credit card
(Form 2038 enclosed)

8. Deposit account number: 50-0337
(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.

M. John Carson [Signature] June 3, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

06/04/2003 ECOOPER 00000104 500337 76122121
01 FC:8521 40.00 CH

EXHIBIT A

TRADEMARK
ASSIGNMENT

WHEREAS, River West Brands, LLC (Assignor), having its principle place of business at 648 West Randolph Street, Suite 400, Chicago, Illinois, 60661, is the owner of trademark application U. S Serial No. 78/122121, the trademark HALO for hair shampoo and hair conditioner, and the goodwill connected therewith (hereinafter referred to as I.P.);

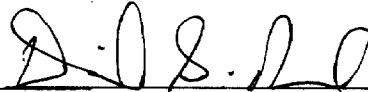
WHEREAS, Graham Webb International, Inc. (Assignee) a California corporation, having its principal place of business at 6109 DeSoto Avenue, Woodland Hills, California, 91367, is desirous of acquiring the entire and exclusive right, title and interest in and to the said I.P. in the United States and throughout the world;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor, by these presents does hereby sell, assign, transfer and set over unto the said Assignee, its successors and assigns, the entire and exclusive right, title and interest in and to said I.P., in the United States and throughout the world; and further agrees to sign all papers and perform all acts, without any further compensation but at no cost or expense to itself, as said Assignee may deem necessary to make this Assignment fully effective, and to execute all papers and do all other lawful acts that may reasonably be required by Assignee in order to make or prosecute applications for trademark of the United States and of any and all other countries, or that may be required to vest ownership of such applications and trademarks in Assignee, or to maintain, preserve or enforce the rights of Assignee in such. In the event that Assignee is unable for any reason whatsoever to secure Assignor's signature to any lawful and necessary document required or desirable as stated above,

Assignor hereby irrevocably designates and appoints Assignee, and its duly authorized officers and agents, as Assignor's agent and attorney-in-fact to act for and on Assignor's behalf and stead, to execute and file any such applications, and to do all other lawfully permitted acts to further the ownership, prosecution and issuance of any copyrights, trademarks or patents, and other implementations as stated above with the same legal force and effect as if executed by Assignor.

RIVER WEST BRANDS, LLC

Dated: 5/29/03

BY: 

Name: DAVID RUDER

Title: CEO