

07-10-1998

2 SHEET

Docket No :

ONLY

6-17-98

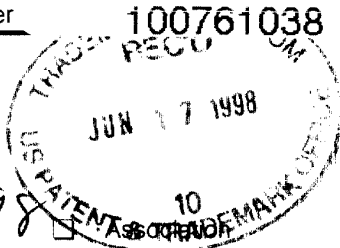
Tab settings → → → ▼

To the Honorable Commissioner

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Farnam Companies, Inc.
301 West Osborn Road
Phoenix, Arizona 85013



- Individual(s)
- General Partnership
- Corporation-State Arizona
- Other

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: December 4, 1997

2. Name and address of receiving party(ies):

Name: Vita Flex Nutritional Co., Inc.

Internal Address

Street Address: 3030 Veterans Road East

City: Staten Island State: NY ZIP: 10309

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s)

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

1,930,044 1,938,385 1,601,828
1,930,039 1,767,136

Additional numbers Yes No

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

Name: Joseph R. Marcus, Esq.

Internal Address: WELSH & KATZ, LTD.

Street Address: 120 South Riverside Plaza

22nd Floor

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ \$140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 23-0920

In the event that improper payment is made.

07/10/1998 DNGUYEN 00000066 1930044

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 100.00 OP

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.

Joseph R. Marcus

Name of Person Signing

Signature

01/21/98

Date

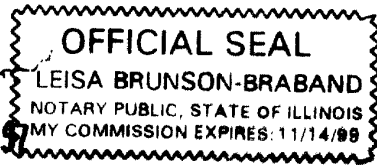
Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 1750 FRAME: 0754

I hereby certify that to the best of my knowledge and belief this is a true and correct copy of the original documents

FILED SECRETARY OF



DEC 17 12 06 PM '98

997402

Leisa Brunson - Braband
Notary Public 6/12/98

1 of 3

<p>Return copy or recorded original to: LAMPF, LIPKIND, PRUPIS, PETIGROW & LABUE, PC 80 MAIN STREET WEST ORANGE, NEW JERSEY 07052</p>	<p>ARIZONA UNIFORM COMMERCIAL CODE FINANCING STATEMENT - Form UCC-1 This FINANCING STATEMENT is presented for filing (recording) pursuant to the Arizona Uniform Commercial Code.</p>
<p>1. Debtor(s) (last name first and address): FARNAM COMPANIES, INC. 301 WEST OSBORN ROAD PHOENIX, ARIZONA 85013</p>	<p>2. Secured Party(ies) and address: VITA FLEX NUTRITIONAL CO., INC. 3030 VETERANS ROAD EAST STATEN ISLAND, NEW YORK 10309</p>
<p>3. Name and Address of Assignee of Secured Party(ies)</p>	<p>4. <input type="checkbox"/> If checked, products of collateral are also covered.</p> <p>5. This Financing Statement covers the following types (items) of property: SEE ATTACHED EXHIBIT A</p>
<p>6. If the collateral is crops, the crops are growing or to be grown on the following described real estate:</p>	
<p>7. If the collateral is (a) goods which are or are to become fixtures; (b) timber to be cut; or (c) minerals or the like (including oil and gas), or accounts resulting from the sale thereof at the wellhead or minehead to which the security interest attaches upon extraction, the legal description of the real estate concerned is:</p>	
<p>And, this Financing Statement is to be recorded in the office where a mortgage on such real estate would be recorded. If the Debtor does not have an interest of record, the name of a record owner is:</p>	
<p>8. This Financing Statement is signed by the Secured Party instead of the debtor to perfect or continue perfection of security interest in:</p> <p><input type="checkbox"/> collateral already subject to security interest in jurisdiction when it was brought into this state. <input type="checkbox"/> collateral as to which the filing has lapsed or will lapse.</p> <p><input type="checkbox"/> proceeds of collateral because of a change in type or use. <input type="checkbox"/> collateral acquired after a change of name, identity, or corporate structure of the Debtor.</p>	

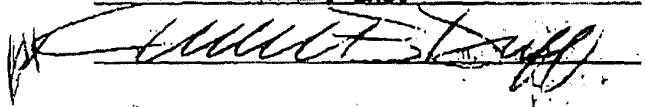
FARNAM COMPANIES, INC.

SIGNATURE(S) OF DEBTOR(S) OR ASSIGNOR

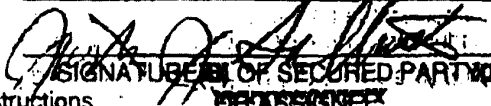
Dated: DECEMBER 4, 1997
(Use whichever is applicable)
VITA FLEX NUTRITION CO., INC.

SIGNATURE(S) OF SECURED PARTY(IES)

<p>Return copy or recorded original to: LAMPF, LIPKIND, PRUPIS, PETIGROW & LAHIE, PC 80 MAIN STREET WEST ORANGE, NEW JERSEY 07052</p>	<p>ARIZONA UNIFORM COMMERCIAL CODE FINANCING STATEMENT – Form UCC-1 This FINANCING STATEMENT is presented for filing (recording) pursuant to the Arizona Uniform Commercial Code.</p>
<p>1. Debtor(s) (last name first and address): FARNAM COMPANIES, INC. 301 WEST OSBORN ROAD PHOENIX, ARIZONA 85013</p>	<p>2. Secured Party(ies) and address: VITA FLEX NUTRITIONAL CO., INC. 3030 VETERANS ROAD EAST STATEN ISLAND, NEW YORK 10309</p>
<p>3. Name and Address of Assignee of Secured Party(ies)</p>	<p>4. <input type="checkbox"/> If checked, products of collateral are also covered. 5. This Financing Statement covers the following types (or items) of property: SEE ATTACHED EXHIBIT A</p>
<p>6. If the collateral is crops, the crops are growing or to be grown on the following described real estate:</p>	
<p>7. If the collateral is (a) goods which are or are to become fixtures; (b) timber to be cut; or (c) minerals or the like (including oil and gas), or accounts resulting from the sale thereof at the wellhead or minehead to which the security interest attaches upon extraction, the legal description of the real estate concerned is:</p>	
<p>And, this Financing Statement is to be recorded in the office where a mortgage on such real estate would be recorded. If the Debtor does not have an interest of record, the name of a record owner is:</p>	
<p>8. This Financing Statement is signed by the Secured Party instead of the debtor to perfect or continue perfection of a security interest in:</p> <p><input type="checkbox"/> collateral already subject to security interest in jurisdiction when it was brought into this state. <input type="checkbox"/> collateral as to which the filing has lapsed or will lapse. <input type="checkbox"/> proceeds of collateral because of a change in type or use. <input type="checkbox"/> collateral acquired after a change of name, identity, or corporate structure of the Debtor.</p>	

FARNAM COMPANIES, INC.


SIGNATURE(S) OF DEBTOR(S) OR ASSIGNOR

Dated: DECEMBER 4, 1997
(Use whichever is applicable)
VITA FLEX NUTRITIONAL CO., INC.


SIGNATURE(S) OF SECURED PARTY(IES) OR ASSIGNEE

See reverse side for instructions

SECURED PARTY'S COPY

TRADEMARK

REEL: 1750 FRAME: 0756

EXHIBIT APURCHASE MONEY SECURITY INTEREST

The following assets of the Debtor, wheresoever located, together with any and all proceeds and/or products thereof:

1.1 All General Intangibles as follows, together with the goodwill associated therewith:

PATENTS

- 1) MSM - Distributorship Agreement with Patent Licensee.

TRADEMARKS

- 1) "HT 20"
Registration # 1,930,044; Registration Date: October 24, 1995;
- 2) "ACCEL"
Registration # 1,930,039; Registration Date: October 24, 1995;
- 3) "FLEX FREE"
Registration # 1,938,385; Registration Date: November 28, 1995;
- 4) "LACTANASE"
Registration # 1,767,136; Registration Date: April 27, 1993;
- 5) "VITA FLEX"
Registration # 1,601,828; Registration Date: June 19, 1990;

MARKS, MOTTOS AND NAMES

- 1) Motto: "NUTRITION THAT WORKS"
- 2) Product name: "ACCULYTES"
- 3) Product name: "ACCUMIN"
- 4) Product name: "AMINO-LYTES"
- 5) Product name: "B-1"
- 6) Product name: "BEE POLLEN"
- 7) Product name: "BIO-H II"
- 8) Product name: "Carbocharge"
- 9) Product name: "DMG"
- 10) Product name: "DMG 3000"
- 11) Product name: "DUOREIN"
- 12) Product name: "E & SELENIUM"
- 13) Product name: "E-5000"
- 14) Product name: "EQUI-DMG"
- 15) Product name: "FLEX-GL"
- 16) Product name: "FLEX GS"
- 17) Product name: "FUEL FORMULA"
- 18) Product name: "GENERATION"
- 19) Product name: "HEMEAGUARD"

- 20) Product name: "HOOF THRIVE"
- 21) Product name: "MAXPLUS"
- 22) Product name: "MSM/EQUINE"
- 23) Product name: "MSM/SMALL ANIMAL"
- 24) Product name: "NUTRAGUARD"
- 25) Product name: "OCTAFUEL"
- 26) Product name: "PETFLEX"
- 27) Product name: "PURE C"
- 28) Product name: "PURE DMG"
- 29) LOGO: "MSM/EQUINE - PATENTED AND PURE"
- 30) LOGO: "MSM/SMALL ANIMAL - PATENTED AND PURE"
- 31) LOGO: "VITA FLEX" SHIELD

TRADE SECRETS

- 1) Formulas to the following products:
 - AccuLytes
 - AccuMin
 - B-1
 - Bio-H II
 - Carbocharge
 - DMG
 - DMG 3000
 - E & Selenium
 - E-5000
 - Flex Free Original Formula
 - Flex GL
 - Flex GS
 - Fuel Formula
 - Generation
 - Hoof Thrive
 - HT 20
 - Lactanase
- 2) Secured Party's supplier list
- 3) Secured Party's customer list;

and

1.2 Contract rights of Debtor under that certain contract dated November 28, 1997 between Debtor and Topline Marketing, Inc., and any amendments, modifications or supplements thereto or replacements thereof; and

1.3 All documents of title, books and records of Debtor pertaining to any and all of the foregoing.

WELSH & KATZ, LTD.

Attorneys at Law

120 SOUTH RIVERSIDE PLAZA · 22ND FLOOR
CHICAGO, ILLINOIS 60606

TELEPHONE (312) 655-1500
FACSIMILE (312) 655-1501

A. SIDNEY KATZ*
RICHARD L. WOOD*
JEROLD B. SCHNAYER
ERIC C. COHEN
JOSEPH R. MARCUS
GERALD S. SCHUR
GERALD T. SHEKLETON
JAMES A. SCHEER
DANIEL R. CHERRY
ROBERT B. BREISBLATT
JAMES P. WHITE
R. MARK HALLIGAN
HARTWELL P. MORSE, III
EDWARD P. GAMSON, Ph.D.
KARA E.F. CENAR
KATHLEEN A. RHEINTGEN
THOMAS W. TOLPIN*
ELLIOTT C. BANKENDORF
RICHARD W. McLAREN, JR.
JOHN L. AMBROGI
JULIE A. KATZ
JON P. CHRISTENSEN

* ALSO ADMITTED IN DISTRICT OF COLUMBIA

ERIC D. COHEN
WALTER J. KAWULA, JR.
LEONARD FRIEDMAN
STEVEN E. FELDMAN
IK HYUN SEO
PHILIP D. SEGREST, JR.
JEFFREY W. SALMON
MITCHELL J. WEINSTEIN
SHANNON L. NEBOLSKY, Ph.D.
ELIZABETH D. McGOOGAN
RICHARD J. GURAK
SCOTT M. GETTLESON
J. ARON CARNAHAN
MICHAEL A. BONDI

COUNSEL
DONALD L. WELSH
LAURIE A. HAYNIE

WASHINGTON OFFICE

CRYSTAL PLAZA ONE · SUITE 206
2001 JEFFERSON DAVIS HIGHWAY
ARLINGTON, VIRGINIA 22202-3603
TELEPHONE (703) 415-4777



June 12, 1998

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

Re: Recording of Security Interest of Trademarks
Registration Nos. 1,930,044; 1,930,039; 1,938,385;
1,767,136; and, 1,601,828

Sir:

Enclosed, for recording, is a document comprising Form UCC-1 and Exhibit A which is a security interest to Vita Flex Nutritional Co., Inc. from Farnam Companies, Inc. of the trademarks:

<u>Mark</u>	<u>Reg. No.</u>	<u>Date Registered</u>
HT 20	1,930,044	October 24, 1995
ACCEL	1,930,039	October 24, 1995
FLEX FLEET	1,938,385	November 28, 1995
LACTANASE	1,767,136	April 27, 1993
VITA FLEX	1,601,828	June 19, 1990

Please cause these documents to be recorded against these trademarks as soon as possible and return the recorded documents to the undersigned. Our check in an amount of \$140.00 is enclosed to cover the recording fee.

The Commissioner is hereby authorized to charge any additional fees which may be required, including, if necessary, the filing fee if the above-referenced check is in the wrong amount, unsigned, postdated, or otherwise improper, informal or

TRADEMARK
REEL: 1750 FRAME: 0759

Commissioner of Patents and Trademarks
Page 2

June 12, 1998

missing, or credit any overpayment to Deposit Account No. 23
0920. A duplicate copy of this sheet is enclosed.

Respectfully,

WELSH & KATZ, LTD.

By:


Joseph R. Marcus

JRM:vcn

Enclosures

cc: Justin Sallusto
Eric Olson, Esq. (by fax 1-973-325-2839)