

RECORDATION FORM COVER SHEET

TRADEMA

12-09-1998

174-00C(3)

12-5-98

TO: Box ASSIGNMENT FEE
Commissioner of Patents and Trademark
Washington DC, 20231



100917310

Honorable Commissioner of Patents and Trademarks:

Kindly record the attached original documents or copy thereof.

1. Name of conveying part(ies):

Name: Prostar, Inc.
Internal Address: _____
Street Address: 7 Corporate Avenue
City: Farmington State: CT ZIP: 06034-0643

- Individual(s)
- General Partnership
- Corporation-State, **Connecticut**
- Association
- Limited Partnership
- _____ Other

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

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

Name: Ultimate Nutrition, Inc.
Internal Address: _____
Street Address: 7 Corporate Avenue
City: Farmington State: CT ZIP: 06034-0643

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State, **Connecticut**
- Other _____

If assignee is not domesticated in the United States, a domestic representative designation
is attached: Yes No (Designations must be a separate document from Assignment)

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

3. Nature of conveyance:

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

Execution Date: November 30, 1998

12/09/1998 0000065 1930083

40.00 UP
50.00 UP

01 FC:401
02 FC:402

906

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) **1,938,883; 1,541,169; and 1,487,387**

Additional numbers attached? Yes No

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

Name: **Frank J. Thompson, Esq.**

Internal Address: _____

Street Address: **111 Prospect Street**

City: **Stamford** State: **CT** ZIP: **06901**

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41): **\$90.00**

Enclosed

Authorized to be changed to deposit account

8. Deposit account number: _____

(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.

Frank J. Thompson

Name of Person Signing



Signature

12/5/98

Date

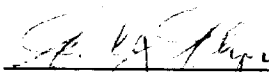
Total number of pages comprising cover sheet **2**

CERTIFICATE OF EXPRESS MAILING

This is to certify that this cover sheet, a check in the amount of \$90.00 in payment of the recording fee and a copy of a name change certificate are this day being placed in the mail with the U.S. Postal Service by Express Mail, Certificate No. EE116612652US, postage prepaid and addressed to Box ASSIGNMENT FEE, Commissioner of Patents and Trademarks, Washington, D.C. 20231

December 5, 1998

Date



Frank J. Thompson

TRADEMARK ASSIGNMENT

WHEREAS Prostar, Inc., a Connecticut corporation having a place of business at 7 Corporate Avenue, Farmington, Connecticut 06062, has adopted and used in its business in the United States of America, its territories, possessions and protectorates the trademarks listed in Schedule A appended hereto: and,


WHEREAS Ultimate Nutrition, Inc. a Connecticut corporation having a place of business at 7 Corporate Avenue, Farmington, Connecticut 06062, is desirous of acquiring said marks:

NOW, THEREFORE, be it known that for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is acknowledged, said Prostar, Inc. does, assign, sell and transfer and set over unto said Ultimate Nutrition, Inc. the right, title and interest in and to and under its trademarks and the registrations thereof listed in Schedule A appended hereto including its common law rights, and its registration rights together with the good will of the business associated therewith.

Ultimate Nutrition, Inc., a Connecticut corporation having a place of business at 7 Corporate Avenue, Farmington, Connecticut 06062, hereby accepts the transfer to it of the aforementioned trademark rights.

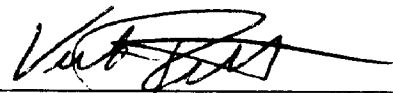
PROSTAR, INC.
a Connecticut Corporation

Date: NOV. 30, 1998

By: 

ULTIMATE NUTRITION, INC.
a Connecticut Corporation

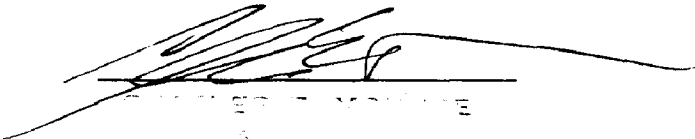
Date: NOV. 30, 1998

By: 

STATE OF CONNECTICUT
SS. FARMINGTON
COUNTY OF HARTFORD

On the 30th day of Nov. 1998 before me, the undersigned notary public, personally came VICTOR RUBINO to me known, or who established his identity to my satisfaction, who, being by me duly sworn, did depose and say that he is PRESIDENT of Prostar, Inc., a Connecticut corporation, the corporation described in and which executed the foregoing instrument entitled Trademark Assignment; that he is authorized to sign the foregoing instrument on behalf of the corporation; that he knows the seal of said corporation and that the seal affixed to said instrument is such corporate seal.

NOTARY
SEAL

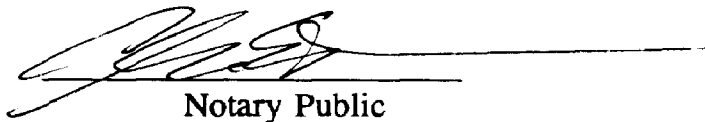


THOMAS J. MOYNIHAN
NOTARY PUBLIC
COMMISSION EXPIRES 12-31-98

STATE OF CONNECTICUT
SS. FARMINGTON
COUNTY OF HARTFORD

On the 30th day of Nov. 1998 before me, the undersigned notary public, personally came _____ to me known, or who established his identity to my satisfaction, who, being by me duly sworn, did depose and say that he is PRESIDENT of Ultimate Nutrition, Inc., a Connecticut corporation, the corporation described in and which executed the foregoing instrument entitled Trademark Assignment; that he is authorized to sign the foregoing instrument on behalf of the corporation; that he knows the seal of said corporation and that the seal affixed to said instrument is such corporate seal.

NOTARY
SEAL



Notary Public
THOMAS J. MOYNIHAN
NOTARY PUBLIC
COMMISSION EXPIRES 12-31-98

SCHEDULE A

TRADEMARK

INTERNATIONAL CLASS

U.S. REG. NO.

GLUTAMAX

5

1,938,883

ULTIMATE NUTRITION

5

1,541,169

AMINO GOLD

5

1,487,387