

09-21-1999

MRD 9-17-99

Tab settings

To the Honorable Commissioner of Patent



original documents or copy thereof.

101149112

1. Name of conveying party(ies):

BANKRUPTCY TRUSTEE, ESTATE OF WILLIAM R. PICKETT d.b.a. HI-40 CORP.

ASSIGNMENT ENCLOSED w/ Bill

- Individual(s)
- General Partnership
- Corporation-State
- Other BANKRUPTCY TRUSTEE

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

Name of receiving party(ies)

Name: SOURCE MIDWEST L.L.C. A KANSAS LIMITED LIABILITY CO.

Internal Address: _____

Street Address: 2331 MAYFAIR PL

City: TOPEKA State: KS ZIP: 66611

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other LIMITED LIABILITY CO. - KANSAS

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

3. Nature of conveyance:

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

Execution Date: _____

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

T.M. # 202 4700
202-4700 12/17/96

Additional numbers attached? Yes No

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

Name: NANCY C. HASSUR

Internal Address: OPERATING MEMBER

Street Address: 2331 MAYFAIR PL

City: TOPEKA State: KS ZIP: 66611

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.41

- Enclosed
- Authorized to be charged 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.

NANCY C. HASSUR
Name of Person Signing

[Signature]
Signature

9-13-99
Date

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

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

09/21/1999 NTHA11 00000003 2024700

01 FC:481 40.00 OP
02 FC:998 0.41 OP

ASSIGNMENT OF A REGISTERED TRADEMARK

This Assignment is made this date by Gary D. Barnes, Trustee in Bankruptcy of the Estate of William R. Pickett, doing business as HI-40 Corporation, Bankruptcy Case No. 98-44602-JWV-7 ("Assignor") to Source Midwest, L.L.C. ("Assignee").

Assignor hereby sells, assigns, conveys, and transfers to Assignee, and Assignee's assigns, all of Assignor's right, title and interest, if any, whatever that interest may be, in a trademark which was adopted, and used by HI-40 Corporation, said trademark being "SLIMMER IMAGE", which is registered in the United States Patent and Trademark Office, Registered Number 2024700, dated 12/17/1996 ("Mark"); together with the goodwill of the business symbolized by the Mark and in the registration thereof, "as-is" and "where-is", without any warranties, express or implied.

As consideration for the rights assigned herein, and other property transferred by separate Bill of Sale, Assignee has paid Assignor the sum of \$2,000.00, receipt of which is hereby acknowledged.

The address of the Assignee is 2331 Mayfair Place, Topeka, Kansas 66611.

Date: 8-3-99

Gary D. Barnes, Trustee in bankruptcy for the Estate of William Pickett

Gary D. Barnes, Trustee in Bankruptcy of the Estate of William Pickett, doing business as HI-40 Corporation

STATE OF MISSOURI)
) ss
COUNTY OF JACKSON)

BE IT REMEMBERED, that on this 3rd day of August, 1999, before me, the undersigned, a Notary Public in and for the County and State aforesaid, came Gary D. Barnes, Trustee in bankruptcy of the estate of William R. Pickett, who is personally known to me to be the same person who executed the above Assignment, and duly acknowledged the execution of the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year last above written.

Cathy M. Barnes

Notary Public

(SEAL)
My appointment expires:

8-18-1999

Cathy M. Barnes
Notary Public, State of Missouri
County of Clay
My Commission Expires 08/18/99

BILL OF SALE

Gary D. Barnes, Trustee in bankruptcy for the Estate of William R. Pickett, Bankruptcy Case No. 98-44602-JWV-7 ("**Seller**") in consideration of the sum of Two Thousand and NO/00 Dollars (\$2,000.00) paid by Source Midwest, L.L.C. ("**Buyer**"); receipt of which is hereby acknowledged, and by the authority vested in me by the terms of the "Order Authorizing and Approving Sale of Property Free and Clear of Liens and Abandonment of Property to the Debtor", does hereby grant, convey, sell and assign all of my right, title and interest, if any, to **Buyer**, in the registered trademarks "Slimmer Image" and "Slimmer Image Logo," tradenames, goodwill, and video and print advertising relating to the "Slimmer Image Weight Loss Program," together with authorizations to use video and print advertising relating to the "Slimmer Image Weight Loss Program," ("**Sale Asset**") free and clear of all liens and encumbrances, "as-is" and "where-is," without any warranties, express or implied.

Buyer is purchasing the **Sale Asset** described above in reliance upon their personal inspection and knowledge of the **Sale Asset** and in an "as-is" and "where-is" condition. **Seller** makes no warranties or representations, express or implied, of any kind or nature, written, oral or otherwise. Without limiting the generality of the foregoing disclaimer, **Seller** makes **NO** warranties or representations of merchantability, or fitness for a particular purpose of the **Sale Asset** and no warranties or representations against patent infringement, trademark infringement, or the like.

21st IN WITNESS WHEREOF, **Seller** has executed this Bill of Sale this day of July, 1999.

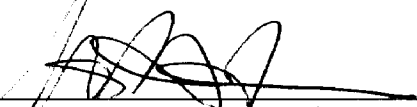
Trustee in bankruptcy
Gary D. Barnes, for William R. Pickett

Gary D. Barnes, Trustee in
bankruptcy for the Estate of
William R. Pickett,
Case No. 98-44602-JWV-7,
only and not individually

"SELLER"

BUYER HEREBY ACKNOWLEDGES RECEIPT OF SALE ASSET AND CONDITIONS OF SALE.

Source Midwest, L.L.C.

By: 
Nancy C. Hassur, its President

Date: 8-12-99

"BUYER"