

03-02-2001

ET

Docket No.:

121654-16



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101624601

Tab settings

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

Hunter Alexander Labrada 1994 Trust

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

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

3. Nature of conveyance:

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

Execution Date: December 29, 2000

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

Name: Labrada Bodybuilding Nutrition, Inc.

Internal Address: _____

Street Address: 14850 Woodham Drive, Suite B-135

City: Houston State: TX ZIP: 77073

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

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

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

A. Trademark Application No.(s)

03/01/2001 GTON11 00000121 2174030

01 FC:481
02 FC:482

40.00 OP
50.00 OP

Additional numbers

B. Trademark Registration No.

2,174,030
2,001,051
1,979,782

Yes No

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

Name: Carol M. Nielsen

Internal Address: Patent Section

Street Address: Gardere Wynne Sewell LLP

1601 Elm Street, Suite 3000

City: Dallas State: TX ZIP: 75201

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

3

7. Total fee (37 CFR 3.41):.....\$ \$120.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-0153

Refund Ref: 03/01/2001 GTON11 0000102507

DO NOT USE THIS SPACE

CHECK Refund Total: \$30.00

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.

Carol M. Nielsen

Name of Person Signing

Carol M. Nielsen Feb. 16, 2001

Signature

Date

Total number of pages including cover sheet, attachments, and

4

RECEIVED
FEB 20 PM 3:30
ASSIGNMENT SERVICES
DIVISION

ASSIGNMENT OF TRADEMARKS

This assignment is made as of the 29th day of December, 2000 by Carlos E. Valladares, as Trustee of the Hunter Alexander Labrada 1994 Trust, (hereinafter referred to as "Assignor") to Labrada Bodybuilding Nutrition, Inc., a Texas corporation having a place of business at 14850 Woodham Drive, Suite B-135, Houston, Texas 77073 (hereinafter referred to as "Assignee").

WHEREAS, Assignor is the owner of the United States Registered Trademarks and Texas Registered Trademarks (hereinafter "Trademarks") identified in Exhibit "A", attached hereto, and the goodwill of the business associated with and symbolized by the Trademarks; and

WHEREAS, Assignor has agreed to convey the Trademarks and all associated goodwill in the Trademarks to Assignee for good and valuable consideration.

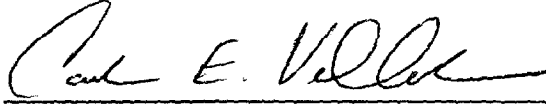
NOW, THEREFORE, for \$5,000 and for other good and valuable consideration the receipt of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and conveys to Assignee all right, title and interest in and to the Trademarks identified in Exhibit A, and, the goodwill of the business associated with and symbolized by the Trademarks, and in and to all income, royalties, damages, claims and payments now or hereafter due or payable with respect hereto, and in and to all causes of action in law or in equity for past, present or future infringement of the Trademarks, and to all rights corresponding to the foregoing throughout the world.

The terms, covenants and provisions of this agreement shall insure to the benefit of Assignee, its successors, assigns and other legal representatives, and shall be binding on Assignor, its successors, assigns and other legal representatives.

IN WITNESS WHEREOF, Assignor has executed this Assignment this 29 day of

December, 2000.

ON BEHALF OF HUNTER ALEXANDER
LABRADA 1994 TRUST

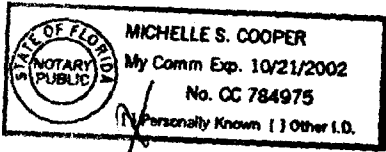


Carlos E. Valladares
Trustee

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF TEXAS :
:
COUNTY OF HARRIS :

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 29
day of December, 2000, personally appeared Carlos E. Valladares, to me known personally,
and who, being by me duly sworn, deposes and says that he is the Trustee of the Hunter Alexander
Labrada 1994 Trust.



Michelle S. Cooper
Notary Public
My Commission Expires: 10.21.02

(SEAL)

EXHIBIT A

United States Trademarks:

<u>Mark</u>	<u>U.S. Trademark Registration No.</u>	<u>Date</u>
CREATINE COOLER	2,174,030	July 14, 1998
KWIK BURN	2,001,051	September 16, 1996
LEAN BODY	1,979,782	June 11, 1996

Texas Trademarks:

<u>Mark</u>	<u>Texas Trademark Registration No.</u>	<u>Date</u>
LEAN BODY	54,642	July 17, 1995
FAT BLOCKER	55,022	September 9, 1995
CHARGE! and Design	55,369	February 15, 1996
IF IT'S ON THE LABEL, IT'S IN THE BOTTLE	55,950	August 5, 1996