

FORM PTO-1594
1-31-92

RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE
TRADEMARKS ONLY Patent and Trademark Office

Tab settings ▼

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

1. Name of conveying party(ies):

William C. Pentz
Shelton D. Redden II
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Bill of Sale/Foreclosure

Execution Date: 01/20/2003

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

Name: William C. Pentz
Internal Address: _____
Street Address: 4673 Evening Star Dr.
City: Poway State: CA ZIP: 92064

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

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

A. Trademark Application No.(s)

76/170,307 NUTRI-SPORT

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Thomas R. Juettner
Internal Address: _____
Greer, Burns & Crain, Ltd.
Street Address: 300 South Wacker Dr.
Suite 2500
City: Chicago, State: IL ZIP: 60606

6. Total number of applications and registrations involved: _____

1

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 07-2069

(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.

Thomas R. Juettner
Name of Person Signing

Thomas R. Juettner
Signature

March 12, 2004
Date

Total number of pages comprising cover sheet: _____

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OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011).

TRADEMARK

CH \$40.00 072069 76170307

2. Name & Address of Additional Receiving Party

Shelton D. Redden II
3745 Old Cobble Road
San Diego, CA 92111

BILL OF SALE ON FORECLOSURE

Know all men by these presence, that at 9:00a.m. on Monday January 20, 2003, at 9586 Distribution Avenue, Suite D, San Diego, California William C. Pentz and Sheldon D. Redden, ^{WR SDR} II, as secured creditors [the "Foreclosing Secured Creditors"] of Nutri - Sport, Inc, A California Corporation [the "Debtor"], sold to William C. Pentz & Sheldon D. Redden II [the Buyer(s)] where is, as is. And without warranties of any kind. This sale was made in accordance with and pursuant to the provisions of Division 9 of the California Commercial Code by public sale of all of the following described collateral in which the Debtor had or claimed some ownership, or other interest [the Property] :

All of the Debtor's inventory, chattel paper, accounts, equipment and general intangibles including, without limitation, all of the following, regardless of when the same was acquired by the Debtor, and wherever the same may be located:

1. All attachments, accessions, accessories, tools, parts, supplies, increases, and additions to and all replacements of and substitutions for any property described above.
2. All products and produce of any of the property described above.
3. All accounts, general intangibles, instruments, rents, monies, payments, and all other rights, arising out of a sale, lease, or other disposition of any of the property described here today.
4. All Proceeds (including insurance proceeds) from the sale, destruction, loss, or other disposition of any of the property described here today.
5. All records and data relating to any of the property described here today, whether in the form of a writing, photograph, microfilm, microfiche, or electronic media, together with all of Debtor's right, title, and interest in and to all computer software required to utilize, create, maintain, and process any such records or data on electronic media.

The sale having been duly noticed and regularly published in the *San Diego Union-Tribune* on January 6, 2003, a copy of which notice is attached hereto, and the Foreclosing Secured Creditors having regularly called for called for bids from those present, and William C. Pentz & Sheldon D. Redden II [the Buyer(s)] having submitted the

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highest bid — a credit bid in the amount of \$ 100,591.42 [the "Prevailing Bid"] the Buyer(s) were declared the successful bidder(s). The Buyer(s) having delivered to the Foreclosing Secured Creditors the full amount of the Prevailing Bid, the Foreclosing Secured Creditors do hereby transfer and award to Buyer(s) all of the Debtor's right, title, interest, and claims in and to the all of the Property.

IN WITNESS WHEREOF, the undersigned Foreclosing Secured Creditors have executed and delivered this **BILL OF SALE ON FORECLOSURE** to and for the benefit of the above named Buyer(s), at San Diego California.

Date: 1/20/03

William C. Pentz

WILLIAM C. PENTZ

Date: 20/1/03

Shelton D. Redden, II

SHELTON D. REDDEN, II

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The San Diego Union-Tribune • Monday, January 6, 2003

1980 Legal Notices

NOTIFICATION OF DISPOSITION OF COLLATERAL AT PUBLIC SALE

TO: Nutri-Sport, Inc. ("Debtor") and other parties in interest.

FROM: William C. Pentz and Shelton D. Redden, Secured Parties c/o 14673 Evening Star Drive, Poway, CA 92064, Telephone and Fax: (619) 668-3040.

We will sell to the highest qualified bidder in public all of the following described collateral:

All of the Debtor's inventory, chattel paper, accounts, equipment and general intangibles including, without limitation, all of the following, regardless of when the same was acquired by the Debtor, and wherever the same may be located:

- a. All attachments, acccessions, accessories, tools, parts, supplies, increases, and additions to and all replacements of and substitutions for any property described above.
- b. All products and produce of any of the property described above.
- c. All accounts, general intangibles, instruments, rents, monies, payments, and all other rights, arising out of a sale, lease, or other disposition of any of the property described in this Notification of Disposition.
- d. All proceeds (including insurance proceeds) from the sale, destruction, loss, or other disposition of any of the property described in this Notification of Disposition.
- e. All records and data relating to any of the property described in this Notification of Disposition, whether in the form of a writing, photograph, microfilm, microfiche, or electronic media, together with all of Debtor's right, title, and interest in and to all computer software required to utilize, create, maintain, and process any such records or data on electronic media.

This sale will be conducted on Monday, January 20, 2003 at:

Time: 9:00 a.m.
Place:
9526 Distribution Avenue, Suite D
San Diego, CA 92121

Lists of the locations where the various items of collateral are physically located and the times that they will be available for inspection by potential bidders may be obtained upon a written request directed to the Secured Parties at the address, phone and/or fax number indicated above, so long as the request is actually received not less than 24 hours prior to the date and time set for the sale.

Date:
January 6, 2003
/s/ William C. Pentz & Shelton D. Redden, II,
Secured Parties

EXHIBIT A

TRADEMARK