

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
-----------------------	--

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Christopher T. Turk		11/10/2000	INDIVIDUAL: UNITED STATES

RECEIVING PARTY DATA	
Name:	Salt Creek, Inc.
Street Address:	3528 West 500 South
City:	Salt Lake City, Utah 84104
State/Country:	UTAH
Postal Code:	84104
Entity Type:	CORPORATION: UTAH

PROPERTY NUMBERS Total: 8		
Property Type	Number	Word Mark
Registration Number:	1447825	FORMULA TWO
Registration Number:	1448761	PRIME REEF
Registration Number:	2391277	FORMULA FOODS
Registration Number:	2215426	FEEDING FRENZY
Registration Number:	2352635	OCEAN NUTRITION
Registration Number:	2228993	CUP O' CUBES
Registration Number:	2228991	AQUA YUMS
Registration Number:	2653070	OCEAN NUTRITION

CORRESPONDENCE DATA	
Fax Number:	(801)566-6633
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(801) 566-6633
Email:	siegrist@tnw.com
Correspondent Name:	THORPE NORTH & WESTERN, LLP
Address Line 1:	P.O. Box 1219
Address Line 4:	Sandy, UTAH 84091-1219

OP \$215.00 1447825

ATTORNEY DOCKET NUMBER:

22587

NAME OF SUBMITTER:

Peter M. de Jonge

Total Attachments: 4

source=Asset Purchase and Sale Agreement#page1.tif

source=Asset Purchase and Sale Agreement#page17.tif

source=Asset Purchase and Sale Agreement#page18.tif

source=Asset Purchase and Sale Agreement#page19.tif

Asset Purchase and Sale Agreement

THIS ASSET PURCHASE AND SALE AGREEMENT (this "Agreement") is entered into and effective as of 10 November 2000, by and between SALT CREEK, INC, a Utah corporation whose address is 3528 West 500 South, Salt Lake City, Utah 84104, ("Purchaser"); OCEAN NUTRITION CORPORATION, a California corporation whose address is 1124 Bay Boulevard, Chula Vista, California 91911 ("ONC"); CHRISTOPHER TURK, INC., a California corporation whose address is 1124 Bay Boulevard, Chula Vista, California 91911 ("CTI") and CHRISTOPHER T. TURK, an individual resident of California (Christopher T. Turk, ONC and CTI are collectively referred to herein as "Seller").

R E C I T A L S:

A. Seller is the owner and operator of "Ocean Nutrition Corporation" operated in 1124 Bay Boulevard, Chula Vista, California 91911 (the "Premises").

B. Seller occupies the Premises pursuant to that certain "Lease Agreement" dated 22 May 1995 between Bayside Partners, a California general partnership, ("Landlord"), and Seller, as tenant as amended and extended by that certain Letter Agreement between Seller and Landlord dated 29 September 2000 (collectively, the "Lease"). Seller has represented and hereby agrees that the amount of rent under the Lease that Purchaser will have to pay will not exceed Fifty-Five Cents per square foot per month (\$0.55/ sq. ft./mo.) for 22,000 square feet or Twelve Thousand One Hundred and no/100th Dollars (\$12,100) per month.

C. Seller's business conducted (the "Business") includes certain assets including goodwill, client lists, name rights, trade names and trademarks, patents, formulae, certain contracts rights, inventory, equipment, tools, furniture and fixtures, among other things listed and described the Schedule of Assets attached to this Agreement as Exhibit "A" and made a part of it (Collectively referred to herein as the "Assets") and specifically excludes those assets and inventory held by Seller related to "Coral Creations."

D. Seller desires to sell, and Purchaser desires to acquire, the Assets at the price and subject to the terms and conditions hereinafter set forth.

E. The parties intend to set forth herein the terms and conditions relating to the purchase and sale of the Assets and to thereby supersede and consolidate herein all prior agreements and negotiations for the purchase and sale of the Assets.

F. Seller intends to sell, convey, transfer and deliver to Purchaser, and Purchaser intends to purchase and acquire from Seller, the Assets pursuant to the terms and conditions of this Agreement.

TRADEMARK

REEL: 002824 FRAME: 0688

PRODUCTION EQUIPMENT (CONTINUED)

Quantity	Description
1	8' x 16' freezer container
1	Waring Corning blender #34BL22
1	Freezing tunnel
500	Plates for labels
2	Aluminum dies for Cubes
7	10' conveyor rollers
1	Heat sealer for Plastic bags
1	Air compressor, 5 HP, #012694L-907811
1	Kombo Binder #12119, Model Ibico Kombo
20	Rubber mats
933	Bunt pans
1	Time clock & software
1	Cup O' Cubes 2 Tool Set
1	Koi & Chichlid 16 oz Plus Tool Set
1	Koi, Cichlid Swim Back Tool Set
1	Sinkable & Algae Wafers Tool Set

VEHICLES

Quantity	Description
1	1994 Boat - Little Miss Magic - U.S. Coast Guard Official Number 1033483 Hull ID No. - LHR32253H495 (Located at Shelter Island Marina, San Diego CA.)
1	Clark Forklift 6CS 175 LP SN 6127-0022-7115FA
1	Clark Pallet Lift, #G127-0022-7115FA, Model OCS175 9VPE LP
1	1995 Mitsubishi W31 White Van Tk Vin # JW6DNJ1E9SL003757
1	Pallet Jack

NAMES, TRADE NAMES AND UNITED STATES REGISTERED TRADE MARKS

Quantity	Description
15	Names, Trade Names and Trademarks Vit-A-Boost® Brine Shrimp Plus Formula Two® Prime Reef® Formula Foods™ Formula Flake Foods

NAMES, TRADE NAMES AND UNITED STATES REGISTERED TRADE
MARKS (CONTINUED)

Quantity	Description
	Pretty Ponds
	Sea Weed Selects
	Feeding Frenzy®
	Aqua Yums®
	Goldfish Graze
	Cichlid Salad
	Pleco Passion
	Cup O' Cubes®
	Ocean Nutrition™
1	Federal Trademark pending app

JAPANESE REGISTERED TRADEMARKS

Quantity	Description
3	Japanese Trademark Registrations
	Ocean Nutrition (Logo) & Design
	SN 73500/1996 Reg. # 4084133
	Ocean Nutrition (Logo) & Design
	SN 73501/1996 Reg. # 4240202
	Aqua Yums (Logo) & Design
	SN 73502/1996 Reg. # 4240203

UNITED STATES PATENTS

Quantity	Description
2	United States Design Patents
	Patent Number D317,864
	Container for Frozen Fish or the Like
	Patent Number D317,255
	Container for Frozen Fish or the Like

CONTRACT RIGHTS

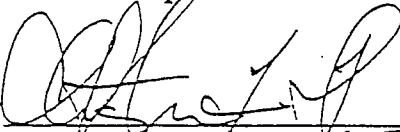
Non-Disclosure Agreement and Covenant Not to Compete dated 1 November 2000
between Caroline I. Turk and Ocean Nutrition Corporation.

////////


APPROVED THIS ⁷²10 day of November 2000.

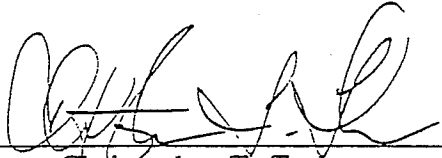
SELLER:

OCEAN NUTRITION CORPORATION, a
California corporation

By: 
Christopher T. Turk, President

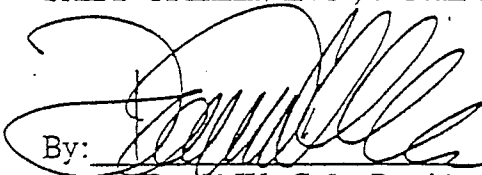
CHRISTOPHER T. TURK, INC., a California
corporation

By: 
Christopher T. Turk, Authorized Agent


Christopher T. Turk
Individually

PURCHASER:

SALT CREEK, INC., a Utah corporation

By: 
David W. Cole, President

JAD/D/324d