

Form PTO-1594 (Rev. 06/04)  
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**

San Diego Credit Association

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

Citizenship (see guidelines) California

Execution Date(s) November 18, 2003

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance:**

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

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

Additional names, addresses, or citizenship attached?  Yes  No

Name: Herbalife International of America, Inc.

~~Address:~~

Street Address: 1800 Century Park East

City: Los Angeles

State: CA

Country: USA Zip: 90067

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other \_\_\_\_\_

Citizenship \_\_\_\_\_  
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)

**4. Application number(s) or registration number(s) and Identification or description of the Trademark.**

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2640343; 2613202

Additional sheet(s) attached?  Yes  No

**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**

Ancile (with stylized figure design); Ancile

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

Name: M. Iris Hess

Internal Address: \_\_\_\_\_

Street Address: Ladas & Parry  
5670 Wilshire Blvd., Suite 2100

City: Los Angeles

State: CA Zip: 90036

Phone Number: 323-934-2300

Fax Number: 323-934-0202

Email Address: la\_mail@ladasparry.com

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

2

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$**

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number 12-0415

Authorized User Name \_\_\_\_\_

**9. Signature:**

Signature

December 2, 2004

Date

M. Iris Hess

*M. Iris Hess*

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

Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$65.00 120415 2640343

ASSIGNEE BILL OF SALE

San Diego Credit Association, a California corporation ("SDCA"), as Assignee for the Benefit of Creditors of Ancile Pharmaceuticals, pursuant to that certain General Assignment for the Benefit of Creditors dated August 1, 2003 for good and valuable consideration, receipt of which is hereby acknowledged, does hereby sell, convey, assign, transfer and deliver to Herbalife International of America, Inc. ("Buyer") on the date hereof, all of SDCA's right, title and interest, in and to all the following asset:

- 1) The Ancile trademarks ("Ancile" and stylized figure design) in all countries where the trademarks were applied for or registered by Ancile Pharmaceuticals, together with the goodwill of the business associated with the trademarks including, but not limited to, the marks listed on the attached Exhibit A to this Assignee Bill of Sale, and
- 2) The Ancile web address (ancile.com)

SDCA MAKES NO REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED, WITH RESPECT TO CONDITION OF THE ASSETS, OR THE FITNESS, DESIRABILITY OR MERCHANTABILITY THEREOF, OR THE SUITABILITY THEREOF FOR ANY PARTICULAR PURPOSE. THE ASSETS ARE TRANSFERRED "AS IS" AND "WHERE IS".

TRANSFEREE ACKNOWLEDGES AND REPRESENTS THAT IT HAS REVIEWED AND INSPECTED THE ASSETS, HAS HAD THE OPPORTUNITY TO INSPECT THE ASSETS AND HAS INDEPENDENTLY INVESTIGATED THE FACTS AND CIRCUMSTANCES RELATING TO THE TRANSACTION DESCRIBED HEREIN. TRANSFEREE FURTHER ACKNOWLEDGES THAT SDCA HAS TURNED OVER OR MADE AVAILABLE TO TRANSFEREE ALL OF THE ASSETS OR EMBODIMENTS THEREOF IN SDCA'S POSSESSION, AND THAT TRANSFEREE WILL HAVE SOLE RESPONSIBILITY TO OBTAIN POSSESSION OF ANY OTHER OF THE ASSETS, WHEREVER LOCATED, AT ITS SOLE EXPENSE.


NOTWITHSTANDING ANY DESCRIPTION OF THE ASSETS ABOVE, ASSETS SHALL NOT INCLUDE ANY ASSETS WHICH ARE LEASED OR AS TO WHICH ANCILE PHARMACEUTICALS DOES NOT OR DID NOT AT THE TIME OF ITS ASSIGNMENT TO SDCA HAVE FULL TITLE OR AS TO WHICH TITLE OR INTEREST MAY NOT BE LEGALLY TRANSFERRED.

TRANSFEREE ACKNOWLEDGES AND AGREES THAT SDCA SHALL HAVE NO LIABILITY NOR SHALL TRANSFEREE HAVE ANY RECOURSE TO SDCA HEREUNDER OR OTHERWISE. BUYER DOES NOT ASSUME ANY LIABILITIES OF PHARMACEUTICALS HEREUNDER.

IN WITNESS WHEREOF, SDCA has caused the same to be signed on its behalf as of November 18, 2003.

SAN DIEGO CREDIT ASSOCIATION as Assignee  
for the Benefit of Creditors of Ancile  
Pharmaceuticals.

Purchase Price \$10,000.00

BY:   
Gregory M. Garner  
President

THE UNDERSIGNED HEREBY ACCEPTS, ACKNOWLEDGES AND AGREES TO THE FOREGOING:

Herbalife International of America, Inc.

BY:   
Signature

Gregory L. Probert  
Print Name

C.O.O.  
Title

**Exhibit A**  
**List of Trademarks (Registered or Applied-For)**

<b>Mark</b>	<b>Jurisdiction</b>	<b>Application or Registration No.</b>
Ancile	Australia	815134
Ancile	Canada	1037389
Ancile	China (People's Rep.)	1499808
Ancile	China (People's Rep.)	1547891
Ancile	China (People's Rep.)	1561927
Ancile	China (People's Rep.)	1564426
Ancile	China (People's Rep.)	1635280
Ancile	China (People's Rep.)	1705951
Ancile	European Community	01402353
Ancile	Indonesia	022347
Ancile	Indonesia	022348
Ancile	Indonesia	022349
Ancile	Indonesia	022350
Ancile	Israel	133005
Ancile	Israel	133006
Ancile	Israel	133007
Ancile	Israel	133008
Ancile	Mexico	645707
Ancile	Mexico	646897
Ancile	Mexico	646898
Ancile	Mexico	646899
Ancile	New Zealand	603809
Ancile	New Zealand	603810
Ancile	New Zealand	603811
Ancile	New Zealand	603812
Ancile	Switzerland	490394
Ancile	Taiwan	88061765
Ancile	Taiwan	88061766
Ancile	Taiwan	88061767
Ancile	Taiwan	88061768
Ancile & design	United States	75727443
Ancile	United States	75727444