

FORM PTO-1584 (Modified) (Rev. 10/02) OMB No. 0851-0027 (exp. 8/30/2005) Copyright 1994-97 LegalStar TMOS/REV03	<b>RECORDATION FORM COVER SHEET</b>  <b>TRADEMARKS / SERVICE MARKS ONLY</b>	Docket No.:  <hr/>
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To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

<b>1. Name of conveying party(ies):</b> <b>Bioproducts Incorporated</b> <b>320 Springside Drive, Suite 300</b> <b>Fairlawn, OH 44333</b>  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ Additional names(s) of conveying party(ies) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>2. Name and address of receiving party(ies):</b>  Name: <u>Virtus Nutrition LLC</u>  Internal Address: _____  Street Address: <u>320 Springside Drive, Suite 300</u>  City: <u>Fairlawn</u> State: <u>OH</u> ZIP: <u>44333</u>  <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____  <small>If assignee is not domiciled in the United States, a domestic designation is</small> <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(Designations must be a separate document from</small> <small>Additional name(s) &amp; address(es)</small> <input type="checkbox"/> Yes <input type="checkbox"/> No
<b>3. Nature of conveyance:</b> <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____  Execution Date: <u>May 16, 2005</u>	

<b>4. Application number(s) or registration numbers(s):</b>  <b>A. Trademark / Service Mark Application No.(s)</b> <u>78529797</u>  <small style="text-align: right;">Additional numbers</small>	<b>B. Trademark / Service Mark Registration No.(s)</b> <u>2774770 &amp; 2795762</u> <u>&amp; 2875171</u>  <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b>  Name: <u>Howard C. Miskin</u>  Internal Address: <u>Stoll, Miskin &amp; Badic</u>  _____  Street Address: <u>350 Fifth Avenue, Suite 4710</u>  _____  City: <u>New York</u> State: <u>NY</u> ZIP: <u>10118</u>	<b>6. Total number of applications and registrations involved:.....</b> <span style="border: 1px solid black; padding: 2px;">4</span>  <b>7. Total fee (37 CFR 3.41):.....\$</b> <u>\$115.00</u>  <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account  <b>8. Deposit account number:</b>  <u>13-3731</u>
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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.*

Howard C. Miskin                      Howard C. Miskin                      5/20/05  
 Name of Person Signing                      Signature                      Date

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

Mail documents to be recorded with required cover sheet information to:  
 Mail Stop Recordation Services  
 Director of the United States Patent and Trademark Office  
 P.O. Box 1450, Alexandria, VA 22313-1450

CH \$116.00 133731 78529797

**ASSIGNMENT**

Whereas Bioproducts Incorporated, a corporation organized and existing under and by virtue of the laws of the State of Delaware, and having offices and doing business at 320 Springside Drive, Suite 300, Fairlawn, OH 44333, has adopted, and is using the marks identified in Exhibit A, attached hereto, and which are registered or pending in the United States; and

Whereas Virtus Nutrition LLC, a corporation organized and existing under and by virtue of the laws of the State of Delaware and having offices and doing business at 320 Springside Drive, Suite 300, Fairlawn, OH 44333, is desirous of acquiring said marks and the registrations/applications thereof.

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said Bioproducts Incorporated does hereby assign unto the said Virtus Nutrition LLC all right, title and interest in and to the said marks, together with the good will of the business symbolized by the marks, and the above identified registrations and applications thereof throughout the world, together with all claims for damages by reason of past infringement of said trademarks, with the right to sue for, and collect the same for its own use and behalf, and for the use and behalf of its successors, assigns or other legal representatives.

Bioproducts Incorporated

By:   
Allen J. Sandy  
Chief Financial Officer and Treasurer


STATE OF

SS.:

COUNTY OF

On May 16 2005 before me, Coby Sanders, personally appeared Allen J. Sandy, personally known to me – OR – proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

  
Notary Public

**COBY A. MITCHELL-SANDERS  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES 11-24-07**

## Cases assigned from Bioproducts Incorporated to Virtus Nutrition LLC

<b>Mark</b>	<b>Application No. Registration No.</b>	<b>Filing Date Registration Date</b>
DAIRY1TO1.COM	76/406,749 2,774,770	5/13/2002 10/21/2003
ENER GII Reproduction design logo	76/401,595 2,795,762	4/29/2002 12/16/2003
ENER GIII	76/047,902 2,875,171	5/15/2000 8/17/2004
VIRTUS NUTRITION	78/529,797	12/9/2004