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WEMMH-1594 (4/03)

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OMB No. 0651-0027 (exp. 5/31/2002)



EET U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102862202

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):

Universal Protein Supplements Corp. d/b/a
Universal Nutrition

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State of New Jersey
- Other _____

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

3. Nature of conveyance:

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

Execution Date: September 20, 2004

2. Name and address of receiving party(ies)

Name: Carbolite Foods, Inc.

Internal
Address: _____

Street Address: 1325 Newton Avenue

City: Evansville State: Indiana Zip: 47715

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

B. Trademark Registration No.(s)

2,641,156

Additional number(s) attached Yes No

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

Name: John L. Roberts

Internal Address: Woodard, Emhardt, Moriarty, McNett & Henry LLP

Street Address: Bank One Center/Tower, 111 Monument Circle, Suite 3700

City: Indianapolis State: Indiana Zip: 46204

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: _____

(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.

John L. Roberts
Name of Person Signing

[Signature]
Signature

September 28, 2004
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Director of the U.S. Patent and Trademark Office, Mail Stop Assignment Recordation Services
Washington, D.C. 20231
VIA FACSIMILE (703) 306-5995

10/18/2004 6TOM11 00000127 2641156

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10-01-2004

U.S. Patent & TMO/TM Mail Rcpt Dt. #77

TRADEMARK
REEL: 003065 FRAME: 0545

SETTLEMENT AND LICENSE AGREEMENT

ASSIGNMENT OF TRADEMARK

WHEREAS, Universal Protein Supplements Corp. d/b/a Universal Nutrition, a corporation organized and existing under the laws of New Jersey, having its principal place of business at 3 Terminal Road, New Brunswick, New Jersey 08901, ("Assignor") has adopted and used the following marks ("Assignor Mark"):

Mark	Countries	Goods
CARB-RITE	In various countries throughout the world, including the United States and the European Union	Food supplements; nutritional supplements; dietary supplements and nutritional bars for low carb dieters
CARBRITE	In various countries throughout the world, including the United States and the European Union	Food supplements; nutritional supplements; dietary supplements and nutritional bars for low carb dieters

WHEREAS, Carbolite Foods Inc., a corporation organized and existing under the laws of Delaware, having its principal place of business at 1325 Newton Ave., Evansville, Indiana 47715 ("Assignee"), desires to acquire the Assignor Mark from Assignor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign, transfer and sell unto Assignee, its successors and assigns all right, title and interest in and to the Assignor Mark together with the good will of the business symbolized by the Assignor Mark, and any registrations and/or applications for registration of the Assignor Mark, including without limitation U.S. trademark registration number 2641156.

Assignor covenants that it or its representatives will, upon the request and at the expense of Assignee, do all other lawful acts necessary to enable Assignee to obtain, maintain and enforce full benefits from the rights and interests herein assigned.

This assignment shall be binding on the successors and assigns of Assignor and shall inure to the benefit of the successors and assigns of Assignee.

SETTLEMENT AND LICENSE AGREEMENT

IN WITNESS WHEREOF, said Assignor, has executed and delivered this instrument this day of September 20, 2004.

Universal Protein Supplements Corp. d/b/a Universal Nutrition.

By: Michael Rockoff
(signature)

Name: Michael Rockoff
(printed)

Title: Vice President

Date: 9/20/04

STATE OF NEW JERSEY)
COUNTY OF Middlesex) ss.

On this 20th day of September, 2004, before me personally appeared Michael Rockoff known to me to be the Vice President of the corporation described in the foregoing assignment and also known to me to be the person who executed the foregoing assignment on behalf of corporation therein named, and acknowledged to me that such corporation executed the same.

SEAL

Notary Public
Maria M Quinones
MARIA M QUINONES
NOTARY PUBLIC OF NEW JERSEY
COMMISSION EXPIRES 08/05/2009