

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
Whole Products Group		01/10/2013	CORPORATION: NEW JERSEY
RECEIVING PARTY DATA			
Name:	Inergetics, Inc.		
Street Address:	550 Broad Street		
Internal Address:	12th Floor		
City:	Newark		
State/Country:	NEW JERSEY		
Postal Code:	07102		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4211382	BIKINI READY	
CORRESPONDENCE DATA			
Fax Number:	9738481313		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	908-604-2500		
Email:	sfan@inergetics.com		
Correspondent Name:	Sherman Fan		
Address Line 1:	550 Broad Street		
Address Line 2:	12th Floor		
Address Line 4:	Newark, NEW JERSEY 07102		
NAME OF SUBMITTER:	Sherman Fan		
Signature:	/sherman fan/		

OP \$40.00 4211382

Date:

04/01/2013

Total Attachments: 4

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Asset Purchase Agreement

THIS ASSET PURCHASE AGREEMENT ("Agreement") is made on January 9, 2013 by and between Whole Products LLC, P.O. Box 333, Highlands, New Jersey 07732, (the "Whole Products"), and Millennium Biotechnologies, Inc. ("Millennium") a wholly owned subsidiary of Inergetics, Inc. ("Inergetics") both Millennium and Inergetics are located at 205 Robin Road, Suite 222, Paramus, New Jersey 07652.

RECITALS

Whole Products-Selling Entity

Whole Products is a Limited Liability Company duly organized, validly existing and in good standing under the laws of New Jersey.

Millennium-Purchasing Entity

Millennium is a Corporation duly organized, validly existing and in good standing in the under the laws of Delaware.

ASSET PURCHASE

Subject to the terms and conditions of this Agreement, on the Effective Date mentioned above, Whole Products shall sell the assets listed below free of encumbrances' and liens to Millennium.

Effective Date of Asset Purchase

The Asset Purchase shall be effective on the date which this agreement is fully executed.

Assets of Whole Products

The managing member of Whole Products agrees that the assets listed below will be acquired by Millennium:

- Trademark of Bikini Ready
- Domain Names:
 - www.slimtrim1.com
 - www.slimtrim.net
 - www.bikinireadylifestyle.com

Terms of Asset Purchase

On the effective date of the Asset Purchase, Millennium Biotechnologies, Inc. a wholly owned subsidiary of Inergetics, Inc. will take ownership of the assets listed above pursuant to the following terms and conditions:

- \$75,000 to be paid upon the receipt of the funding from the sale of the New Jersey Net Operating Loss Carry forward. Approximate date of receipt would be by the end of January 2013.
- \$25,000 to be paid when the acquired assets have generated accumulated sales of \$250,000.
- 8,000 shares of Series G stock upon closing. The Series G has a stated value of \$50 per share and each share is convertible into 250 shares of common stock (NRTI). The Series G stock pays a 2.5 % quarterly dividend (10% annually) which is based on ninety percent of the last 10 trading days prior to the last trading day of the month. The stated value of the shares that will be issued is \$400,000 (\$50 x 8,000 Series G Preferred shares) per Schedule A.
- There is a holding period of six months from the date of closing before any of the common stock could be sold in the open market.

INTERPRETATION AND ENFORCEMENT

Notices

Any notice, request, demand or other communication require or permitted under this Agreement may be delivered in person, deliver by certified mail, return receipt requested or delivered by facsimile transmission. Deliveries by certified mail or by facsimile transmission will be sent to the address of the respective party as first indicated above or as may be updated in the future in writing by either party.

Counterpart Executions

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Partial Invalidity

If any term of this agreement is held by a court of competent jurisdiction to be void and unenforceable, the remainder of the contract terms shall remain in full force and effect.

Applicable Law

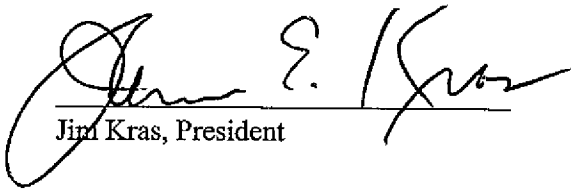
The validity, interpretation and performance of this agreement shall be controlled by and construed under the laws of the State of New Jersey.

Approvals

The office bearers and members of each constituent entity to this Asset Purchase Agreement have approved by the voting percentages required by articles, operating agreement and the law the terms and conditions of this Agreement.

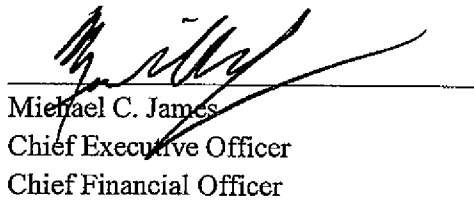
In witness of the mutual promises made above, Whole Products and Inergetics have executed this Asset Purchase Agreement on the date first stated above.

Whole Products, LLC



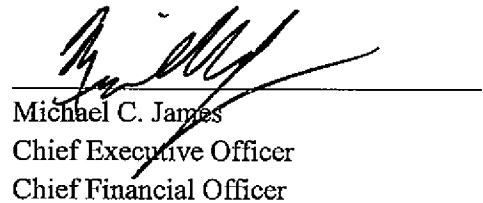
Jim Kras, President

Inergetics, Inc.



Michael C. James
Chief Executive Officer
Chief Financial Officer

Millennium Biotechnologies, Inc.



Michael C. James
Chief Executive Officer
Chief Financial Officer

Schedule A

<u>Shareholder</u>	<u>Shares of Series G</u>
James Kras	3,600
Marshall Post	2,800
Dario Pressimone	1,200
Thelma Goldberg	<u>400</u>
Total	<u>8,000</u>