

FORM PTO-1585

RECORDATION FORM COVER SHEET
U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
PATENTS ONLY

To the Director of the US Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Paul T. GARDINER Marvin A. HEUER		2. Name and address of receiving party(ies): Name: <u>Ripped Formulations Ltd.</u> Street Address: <u>5100 Spectrum Way</u> City and State: <u>Mississauga, Ontario, Canada 14W 5S2</u> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name (notarized) <input type="checkbox"/> Other: _____ Execution dates: 9/14/06; 9/8/06			
4. Application numbers or patent numbers:			
A. Application No.(s) 11/485,713		B. Patent No.(s)	
Additional Numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Thomas C. Hughes, Esq.</u> Internal Address: <u>KENYON & KENYON LLP</u> Street Address: <u>One Broadway</u> City: <u>New York</u> State: <u>New York</u> ZIP: <u>10004</u> CUSTOMER NO. 26646		6. Total number of applications and patents involved: 1	
		7. Total fee (37 C.F.R. 3.41) \$ 40.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account	
		8. Deposit account number: 11-0600	
DO NOT USE THIS SPACE			
9. Statement and signature. <i>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.</i>			
Thomas C. Hughes (Reg. No. 42,674) Name of Person Signing		Signature:  Date: <u>Sept. 25, 2006</u>	
Total Number of pages including cover sheet, attachments and document: 5			
OMB No. 0651-0011 (exp. 4/94)			
Do not detach this portion			
Mail documents to be recorded with required cover sheet information to: Mail Stop: Assignment Recordation Services Director of the US Patent and Trademark Office P. O. Box 1450 Alexandria, VA 22313-1450 document to be recorded, including time for reviewing the document and gathering the data needed and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0605-0011), Washington, D.C. 20503			

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[11411/1104001]

ASSIGNMENT

WHEREAS, I/WE,

Paul T. GARDINER
5100 Spectrum Way
Mississauga, Ontario, L4W 5S2 Canada
Citizenship: Canadian;

and

Marvin A. Heuer
5100 Spectrum Way
Mississauga, Ontario, L4W 5S2 Canada
Citizenship: American;

have made inventions and discoveries in "Compositions and Methods for Increasing Metabolism, Thermogenesis and/or Muscular Definition", for which an application for Letters Patent was filed as U.S. Patent Application Serial No. 11/485,713 on July 12, 2006; and

WHEREAS **RIPPED FORMULATIONS Ltd.**, having a place of business at 5100 Spectrum Way, Mississauga, Ontario, Canada L4W 5S2, and who, together with its successors and assigns, is hereinafter called Assignee, is desirous of acquiring the title, rights, benefits, and privileges hereinafter recited,

NOW, THEREFORE, for valuable consideration furnished by Assignee to me, receipt and sufficiency of which I hereby acknowledge, I hereby, without reservations:

1. Assign, transfer, and convey to Assignee the entire right, title, and interest in and to said inventions and discoveries, said application for Letters Patent of the United States of America, any and all other applications for Letters Patent on said inventions and discoveries, including all divisional, renewal, substitute, and continuation applications based in whole or in part upon said inventions or discoveries, or upon said applications, and any and all Letters Patent, reissues, and extensions of Letters Patent granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon or arise from said inventions, said discoveries, said applications, and said Letters Patent.

2. Authorize Assignee to file patent applications in any or all countries for any or all of said inventions and discoveries in my name or in the name of Assignee or otherwise as Assignee may deem advisable, under an International Convention or otherwise.

3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments to issue or transfer all said Letters Patent to Assignee, as assignee of the entire right, title, and interest therein or otherwise as Assignee may direct.

4. Warrant that I have not conveyed to others any right, title, or interest in said inventions, discoveries, applications, or patents or any license to use the same or to make, use, or sell anything embodying or utilizing any of said inventions or discoveries; that I have good right to assign the same to Assignee without encumbrance; and that I am aware of no claim to the contrary.

5. Bind my heirs, legal representatives, and assigns, as well as myself, to do, upon Assignee's request and at Assignee's expense, but without additional consideration to me or them, all acts reasonably serving to assure that said inventions and discoveries, said patent applications, and said Letters Patent shall be held and enjoyed by Assignee as fully and entirely as the same could have been held and enjoyed by me, my heirs, legal representatives, and assigns if this assignment had not been made; and particularly to execute and deliver to Assignee all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by Assignee; to communicate to Assignee all facts known to me relating to said inventions and discoveries or the history thereof; to furnish Assignee with any and all documents, photographs, models, samples, and other physical exhibits in my control or in the control of my heirs, legal representatives, or assigns which may be useful for establishing the facts of my conception, disclosure, and reduction to practice of said inventions and discoveries; and to testify to the same in any interference, arbitration, or litigation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this 14th day of

September, 2006.



Paul T. GARDINER

WITNESSED BY:

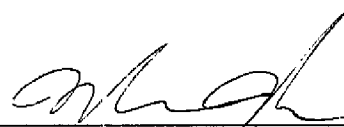
Anila Din

Name

5100 Spectrum Way
Mississauga, ON L4W 5S2

Address

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this 8th day of
August, 2006.


Marvin A. HEUER

WITNESSED BY:

Anita Dia
Name

5100 Spectrum Way
Mississauga, ON L4W-5S2
Address