



07-25-2001

U.S. Patent & TMO/TM Mail Rcpt Dt #11

08-06-2001



U.S. DEPARTMENT OF COMMERCE
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Form PTO-1594 RE
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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Original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):

InterHealth Nutraceuticals
Incorporated

7-2501

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- 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: May 9, 2001

2. Name and address of receiving party(ies)

Name: Dry Creek Nutrition, Inc.

Internal
Address: _____

Street Address: 600 Yosemite Boulevard

City: Modesto State: CA Zip: 95354

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State California

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)

2,418,638

Additional number(s) attached Yes No

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

Name: Paul W. Reidl

Internal Address: Legal Department

P. O. Box 3027

Modesto, CA 95353

Street Address: 600 Yosemite Boulevard

City: Modesto State: CA Zip: 95354

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.

Paul W. Reidl
Name of Person Signing

Paul W. Reidl
Signature

July 24, 2001
Date

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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TRADEMARK
REEL: 002340 FRAME: 0466

TRADEMARK ASSIGNMENT

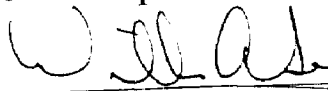
THIS TRADEMARK ASSIGNMENT is made this 9th day of May, 2001, between InterHealth Nutraceuticals Incorporated, a California corporation having a place of business at 5451 Industry Way, Benicia, California 94510 ("Transferor"), and Dry Creek Nutrition, Inc., a California corporation having an address of P.O. Box 3027, 600 Yosemite Boulevard, Modesto, California 95353 ("Transferee");

WHEREAS, Transferor and Transferee have entered into an Agreement for the Purchase and Sale of Assets Relating to THE POWER TO STAY HEALTHY, which provides that the Transferor will transfer to Transferee all of its right, title and interest in certain intellectual property rights, specifically relating to the trademark and/or tradename THE POWER TO STAY HEALTHY (the "MARK"); and

NOW THEREFORE, for and in consideration of the mutual covenants and undertakings of the parties, the receipt and sufficiency of which is hereby acknowledged, Transferor assigns, transfers and conveys to the Transferee all right, title and interest in and to the MARK and the registration(s) or applications thereof, including all U.S. trademark registrations or applications, foreign trademark registrations or applications, state trademark registrations or applications, and any common law rights in the MARK, together with any and all income, royalties, damages and payments now or hereafter due and/or payable with respect thereto, including, without limitation, damages and payments for past, present or future infringements thereof, and all rights corresponding thereto throughout the world, and all of the goodwill of Transferor's business symbolized thereby or associated therewith together with the good will of the business which is symbolized by the MARK. This assignment constitutes a transfer of all of Transferor's right, title and interest in the MARK.

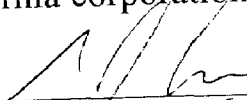
TRANSFEROR

InterHealth Nutraceuticals Incorporated,
a California corporation

By 
William A. Seroy, President

TRANSFEEEE

Dry Creek Nutrition, Inc.
a California corporation

By: 
Name: Steven J. Anderson
Title: Vice President



07-25-2001

TRADEMARK

U.S. Patent & TMO/TM Mail Rcpt Dt #11

UNITED STATES DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

In the Matter of:)	
Mark:)	
)	THE POWER TO STAY
)	HEALTHY
)	Trademark Assignment
Registration No:)	2,418,638
Owner:)	InterHealth Nutraceuticals,
)	Incorporated
Assignee:)	Dry Creek Nutrition, Inc.

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

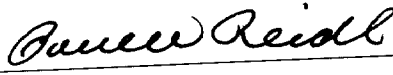
REQUEST FOR RECORDATION OF ASSIGNMENT

Dry Creek Nutrition, Inc. ("DCNI") hereby requests recordation of its assignment of Registration No. 2,418,638 for the trademark THE POWER TO STAY HEALTHY from InterHealth Nutraceuticals Incorporated (InterHealth). This mark was assigned to DCNI as part of the acquisition from InterHealth of the entire ongoing business to which the mark pertains and is therefore in compliance with 15 U.S.C. § 1060. The following documents are enclosed:

- A completed recordation form cover sheet;
- A true copy of the original assignment.

Respectfully submitted,

Dated: July 25, 2001



 Paul W. Reidl,
 Associate General Counsel
 Dry Creek Nutrition, Inc.
 600 Yosemite Boulevard
 Modesto, California 95354
 (209) 341-4733 (tel)
 (209) 341-3319 (fax)
 e-mail: Paul.reidl@ejgallo.com