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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

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): Increda-Meal, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, 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: December 27, 2001

2. Name and address of receiving party(ies)

Name: Nellson Nutraceutical Eastern Internal Division, Inc. Address:

Street Address: 5801 Ayala Avenue City: Irwindale State: CA Zip: 91706

- 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)

See Schedule A attached.

Additional number(s) attached Yes No

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

Name: Inna Fayenson

Internal Address:

Kronish Lieb Weiner & Hellman LLP Street Address:

1114 Avenue of the Americas

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$115.00

- 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.

Andrea Leibowitz Name of Person Signing

Signature

Date

5

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

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

01/14/2002 TDIAZ1 00000439 1259064

01 FC:481 02 FC:482

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TRADEMARK REEL: 002423 FRAME: 0472

SCHEDULE A

TRADEMARKS

REGISTRATION NUMBER

INCREDA-MEAL	1259064
INCREDA-MEAL AMERICA'S ORIGINAL FOOD BAR	1754830
ALL SPORTS NUTRITION BAR	1796025
THE KIDS NUTRITION BAR	1827088

208402

426129.1  
22174-2007

**TRADEMARK**  
**REEL: 002423 FRAME: 0473**

## TRADEMARK ASSIGNMENT

**WHEREAS**, Increda-Meal, Inc, a Delaware corporation having a business address of 12383 Route 34 North, Cato, New York 13033 (the "Grantor") is the owner of the entire right, title and interest in and to the United States trademarks, tradenames and registrations listed on Schedule "A" attached hereto and made a part hereof (the "Trademarks"), which are registered in the United States Patent and Trademark Office; and

**WHEREAS**, Nellson Nutraceutical Eastern Division, Inc., a Delaware corporation having a business address of 5801 Ayala Avenue, Irwindale, California 91706 (the "Grantee") is desirous of acquiring said Trademarks;

**NOW, THEREFORE**, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound hereby, Grantor and Grantee covenant and agree as follows:

1. The Grantor, and its successors and assigns, does hereby transfer, assign and set over unto Grantee, its successors, transferees and permitted assigns, the entire right, title and interest in and to the Trademarks and all proceeds thereof and all goodwill associated therewith.

2. The Grantor hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any official of any country or countries foreign to the United States whose duty it is to issue trademark registrations, to record this Assignment and to record the Trademarks as the property of the Grantee.

\* \* \*

SCHEDULE A

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**TRADEMARK**  
**REEL: 002423 FRAME: 0475**

**IN WITNESS WHEREOF**, the undersigned has caused this Trademark Assignment to be executed by its duly authorized officer on this 27<sup>th</sup> day of December, 2001.

INCREDIA-MEAL, INC.

By: Leonard Schmidt  
Leonard Schmidt, President

STATE OF NEW YORK     )  
  )  
COUNTY OF ONONDAGA )     ss .:

On the 27<sup>th</sup> day of December, 2001 before me personally came Leonard Schmidt, who acknowledged himself to be the President of Increda-Meal, Inc., a Delaware corporation, and who executed the foregoing instrument on behalf of the Company by signing the name of the Company by himself as President.

Paul M. Predmore  
Notary Public

**PAUL M. PREDMORE**  
**NOTARY PUBLIC IN THE STATE OF NEW YORK**  
**QUALIFIED IN ONONDAGA COUNTY #4951823**  
**MY COMMISSION EXPIRES JUNE 5, 2003**