

Original

04-24-2002



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

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

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>Nutrapharm, Inc. <b>4-10-02</b></p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State N.Y.  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>G.D. Searle &amp; Co.</u>  Internal  Address: <u>5200 Old Orchard Road</u>  Street Address: _____  City: <u>Skokie</u> State: <u>IL</u> Zip: <u>60077</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>DE</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No  (Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>March 5, 2002</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>75/442,820</u>  _____</p>	<p>B. Trademark Registration No.(s) _____  _____</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Cynthia B. Summerfield, Esq.</u>  Internal Address: <u>100 Rt. 206 North</u>  <u>Peapack, NJ 07977</u>  Street Address: <u>Same as above</u>  City: _____ State: _____ Zip: _____</p>	<p>6. Total number of applications and registrations involved: ..... <input type="text" value="1"/></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p>
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DO NOT USE THIS SPACE

9. Signature.

Erin M. Falk Esq. [Signature] 3/27/02  
Name of Person Signing                      Signature                      Date

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

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01 FC:481 40.00 DP

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

TRADEMARK  
REEL: 002489 FRAME: 0252

EXHIBIT C

ASSIGNMENT OF TRADEMARK  
AND FEDERAL TRADEMARK APPLICATION


WHEREAS, Nutrapharm, Inc., a New York corporation, ("Assignor"), of at One Penn Plaza, 25<sup>th</sup> Floor, New York, New York 10119, has adopted and used and is using the mark "CEREBRA" for which Assignor has filed a federal trademark application, application Serial No. 75/442,820, filed March 2, 1998; and

WHEREAS, G.D. Searle & Co., a Delaware corporation ("Assignee"), of 5200 Old Orchard Road, Skokie, Illinois 60077, is desirous of acquiring said mark and the federal trademark application thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, Assignor does hereby assign, transfer and convey unto Assignee all of its rights, title and interest, whether statutory or common, in and to the aforesaid mark "CEREBRA", together with any associated goodwill, and including the above identified federal trademark application thereof, and further hereby covenants, agrees and undertakes to execute, whenever requested by Assignee, all applications, assignments, lawful oaths and any other papers which Assignee may deem necessary for securing to Assignee or maintaining for Assignee the trademark hereby assigned.

DATED this 5<sup>th</sup> day of March, 2002.

NUTRAPHARM, INC.

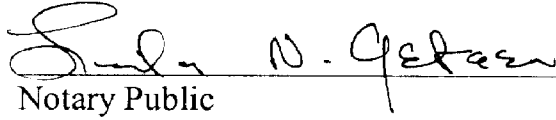
By:   
Reuben Seltzer  
President, Nutrapharm, Inc.

STATE OF N.Y. )  
 )  
 ) ss.  
 )  
COUNTY OF N.Y. )

BEFORE ME, the undersigned authority, on this 5<sup>th</sup> day of March 2002, personally appeared Reuben Seltzer, personally known to me (or proven to me on the

LINDA N. GETRAER  
NOTARY PUBLIC, State of New York  
No. 01GE5065820  
Qualified in Kings County  
Commission Expires September 16, 2002  
Linda N. Getraer TRADEMARK  
REEL: 002489 FRAME: 0253

basis of satisfactory evidence) to be the person who executed the foregoing instrument as President of Nutrapharm, Inc., the Assignor above named, and acknowledged that he executed the foregoing Assignment on behalf of said Assignor and pursuant to authority duly received.

  
Notary Public

My Commission Expires: Sept. 16, 2002

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