

Form PTO-1564
08/31/92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

1. Name of conveying party(ies):

Boehringer Ingelheim (Canada) Ltd.
5180 South Service Road
Burlington, Ontario, L75L 5H4,
Canada

Corporation – Canada

Individual(s)

Limited Partnership

Other

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):

3898431 Canada Inc.
2180 Dunwin Drive, Unit 2
Mississauga, Ontario, L5L 5M8,
Canada

Corporation – Canada

Individual(s)

Public Limited Liability Company

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 names(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other

Execution Date: March 28, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s):

2,512,920

Additional numbers attached? Yes No

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

Name: **Mark B. Harrison, Esq.**

Internal Address: **VENABLE**

Street Address: **P.O. Box 34385**
Washington, D.C. 20043

6. Total number of applications involved: 1

7. Total fee (37 CFR 3.41) **\$40.00**

Charge Deposit Account No. 22-0261

8. Deposit account number: **22-0261**

(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.

Mark B. Harrison, Esq.
Name of Person Signing

Mark Harrison
Signature

11/25/02
Date

Total number of pages comprising cover sheet: **5**

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
Trademark Operations**

Registration No.: 2,512,920
Issued: November 27, 2001
Registrant: 3898431 Canada Inc.
Mark: QUEST
Our Reference: 31944-140764

POWER OF ATTORNEY

All prior Powers of Attorney are hereby revoked, and Registrant hereby appoints as attorney Mark B. Harrison, Marcia A. Auberger, and Andrew D. Price, each a member of the Bar of the District of Columbia and/or Virginia and/or New York, and having his offices and post office address at Suite 1000, 1201 New York Avenue, N.W., Washington, D.C. 20005, Telephone (202) 962-4800, Telefax (202) 962-8300, to prosecute this application to register, and to transact all business in the Patent and Trademark Office in connection therewith, and to receive all documents, including the certificate of registration.

The U.S. attorneys named herein are hereby authorized to accept and follow instructions from the applicant's domestic attorney or patent or trademark attorney or agent, as to any action to be taken or not taken in the U. S. Patent and Trademark Office regarding this application, without direct communication between the U.S. attorneys and applicant. In the event of a change in the person(s) from whom instructions may be taken, the U.S. Attorneys named herein will be so notified by applicant.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Registrant hereby appoints Mark B. Harrison, Marcia Auberger and Andrew Price, each a member of the Bar of the District of Columbia and/or Maryland, and having his/her offices and post office address at Suite 1000, 1201 New York Avenue, N.W., Washington, D.C. 20005, Telephone (202) 962-4800, Telefax (202) 962-8300 as Applicant's representatives upon whom notices or process in proceedings affecting the mark may be served.

DESIGNATION OF CORRESPONDENCE ADDRESS

Send all notices, official letters, documents and other correspondence concerning this application to: Mark Harrison, VENABLE, P.O. Box 34385, Washington, D.C. 20043.

3898431 Canada Inc.

By: _____

Name: Sean Cleary

Title: President

TRANSFER

WHEREAS, **Boehringer Ingelheim (Canada) Ltd.**, of 5180 South Service Road, Burlington, Ontario, L7L 5H4, Canada is the owner of the trade-marks, applications for registration of trade-marks, registrations listed on Schedule "A" hereto ("the trade-marks"), as well as all copyright associated therewith;

AND WHEREAS, **3898431 Canada Inc.**, of 2180 Dunwin Drive, Unit 2, Mississauga, Ontario, L5L 5M8, Canada, is desirous of acquiring the assignor's full right, title and interest in and to the said trade-marks, as well as all copyright associated therewith, in Canada and all other countries of the world;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the said **Boehringer Ingelheim (Canada) Ltd.** does hereby assign, sell and transfer to the said **3898431 Canada Inc.**, all the right, title and interest of the said **Boehringer Ingelheim (Canada) Ltd.** in and to the said trade-marks, in Canada and all other countries of the world, and as used by **Boehringer Ingelheim (Canada) Ltd.** in association with goods or services of any kind whatsoever, as well as all copyright, including the right to use the trade-marks as domain names, business names and trade-names;

AND the said **Boehringer Ingelheim (Canada) Ltd.** covenants and agrees to do all such things and to execute without further consideration such further assurances, applications, transfers and other instruments or documents as reasonably may be required for **3898431 Canada Inc.** to register the trade-marks and/or maintain the registrations for the trade-marks in Canada and other countries of the world.

DATED at Toronto, Canada this 28th day of March, 2002.

BOEHRINGER INGELHEIM (CANADA) LTD.

By: 

Name (print):

Title:

I. R. Mills
President / CEO

SCHEDULE "A"

CANADA

TRADE-MARK	REGISTRATION/APPLN. NO.
TRIMFIT	TMA544,048
ARTHRI-LOGIC	S.N. 1,104,045
ARTHRO-LOGIC	S.N. 1,100,021
CARDIO-LOGIC	S.N. 1,098,082
FLUSH FREE NIACIN	S.N. 1,052,726
NEURO-LOGIC	S.N. 1,098,083
OSTEO-LOGIC	S.N. 1,067,688
TOTAL EFA	S.N. 1,128,746
WHAT'S ON THE LABEL IS IN THE BOTTLE	S.N. 1,038,298

UNITED STATES

TRADE-MARK	REGISTRATION/APPLN. NO.
QUEST	2512920
QUEST	1170873
Q	1154449
TRIMFIT	S.N. 78/071,223

FRANCE

TRADE-MARK	REGISTRATION NO.
QUEST	92407867

GERMANY

TRADE-MARK	REGISTRATION NO.
QUEST	Q001624

TRADE-MARKS

TRADE-MARK	REGISTRATION/APPLN. NO.
QUALITY WITHOUT QUESTION	
QUEST VITAMINS	
QUEST FOR HEALTH	
THE TRUE BLUE GUARANTEE	
THE TRUE BLUE GUARANTEE: WHAT'S ON THE LABEL IS IN THE BOTTLE	
FEEL THE DIFFERENCE	