

10-11-2000

Attorney Docket No. 19305-001000, -001600

FORM PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patents and Trademark Office

To the Honorable Commissioner of Patents and Trademark

101484316

nts or copy thereof.

1. Name of conveying party(ies):

Golden Technologies Company, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State: Colorado
- Other

Additional name(s) of conveying parties attached? Yes No

Name:

GTC Nutrition Company

Internal Address:

8-28-00

Street Address:

4455 Table Mountain Drive

City: Golden

State: CO

ZIP: 80403

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State: Colorado

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional names and addresses attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other:

Execution Date: effective December 2, 1999

4. Application Number(s) or Registration Number(s).

A. Trademark Application No(s): 75/774,082 MISC. DESIGN

B. Trademark Registration No(s): 1,752,177 NUTRAFLORA

Additional numbers attached? Yes No

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

Name: Darin J. Gibby
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(303) 571-4000

6. Total number of applications and registrations involved 2

7. Total fee (37 CFR 3.41): \$65.00

Enclosed Charge Fees to Deposit Account

Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number: 20-1430

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

10/11/2000 AMMEDI 00000042 201430 75774082

01 FC:481 40.00 CH
02 FC:482 25.00 CH

9. Statement and signature:

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Darin J. Gibby
Name of Person Signing

Signature

8/21/00
Date

Total number of pages including cover sheet, attachments and document: 4

10. Change Correspondence Address to that of Part 5? Yes No

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover to:

Asst. Commissioner for Trademarks
Box: Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002153 FRAME: 0055

NUNC PRO TUNC TRADEMARK ASSIGNMENT

This ASSIGNMENT, effective December 2, 1999, was made by Golden Technologies Company, Inc., a Colorado corporation, having a business address and situs at 16000 Table Mountain Parkway, Golden, Colorado 80403 (hereinafter "ASSIGNOR") to GTC Nutrition Company (now known as GTC Nut Company), a Colorado corporation, having a business address and situs at 4455 Table Mountain Dr., Golden, CO 80403 (hereinafter "ASSIGNEE");

WHEREAS, ASSIGNOR adopted and used or otherwise owned trademarks set forth in SCHEDULE A, attached hereto and made a part hereof, said trademarks, including all registrations and applications for registration thereof and all rights to sue and recover for past infringement thereof, being collectively referred to herein as the "ASSIGNED TRADEMARKS";

WHEREAS, ASSIGNEE and ASSIGNOR wish to transfer record title to the ASSIGNED TRADEMARKS and to execute a document suitable for recordation in the United States Patent and Trademark Office and all other patent and trademark offices worldwide where the ASSIGNED TRADEMARKS are filed:

WHEREAS, on April 19, 2000, after the effective date of this assignment, ASSIGNEE changed its corporate name to GTC Nut Company;

NOW THEREFORE, in consideration of Ten Dollars (\$10.00) paid by ASSIGNEE to ASSIGNOR and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR did, on the effective date listed above, grant, assign, transfer, convey and deliver to ASSIGNEE all ASSIGNOR's right, title and interest in, to and under the ASSIGNED MARKS throughout the world, together with the goodwill of the business in connection with which the ASSIGNED TRADEMARKS have been used in the United States or any other country or countries.

IN WITNESS WHEREOF, ASSIGNOR and ASSIGNEE have caused this Trademark Assignment to be executed by their duly authorized representatives.

ASSIGNOR: GOLDEN TECHNOLOGIES COMPANY, INC.

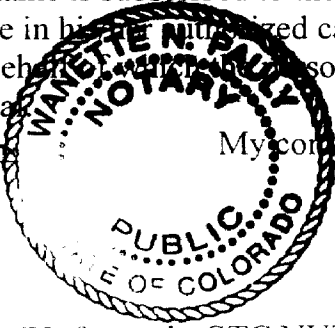
By: [Signature]
Name: _____
Title: Secretary

Date: August 11, 2000

STATE OF COLORADO)
COUNTY OF Jefferson)

On this 11th day of August, 2000, before me Wanette N Pauly ~~Jill B.W. Sisson~~, personally appeared Jill B.W. Sisson, known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal
Wanette N. Pauly
NOTARY PUBLIC



My commission expires: 6-3-2004

ASSIGNEE: GTC NUT COMPANY (formerly GTC NUTRITION COMPANY)

By: [Signature]
Name: _____
Title: Secretary

Date: August 11, 2000

STATE OF COLORADO)
COUNTY OF Jefferson)

On this 11th day of August, 2000, before me Wanette N Pauly, personally appeared Jill B.W. Sisson, known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.
Wanette N. Pauly
NOTARY PUBLIC



My commission expires: 6-3-2004

SCHEDULE A

COUNTRY	MARK	SERIAL NO./ REG. NO.	FILING DATE/ REG. DATE
U.S.	MISC. DESIGN (Leaf Design)	75/774,082	08/12/99
U.S.	FLORA WAR	75/743,250 2,350,102	07/06/99 05/16/00
U.S.	GROWS GOOD HEALTH	75/405,493 2,268,425	12/15/97 08/10/99
U.S.	NUTRAFLORA	74/239,676 1,752,177	01/23/92 02/16/93
U.S.	BIOSWEET 55	73/699,434 1,543,773	12/07/87 06/13/89
AUSTRALIA	MISC. DESIGN (Leaf Design)	801119	07/21/99
AUSTRALIA	NUTRAFLORA	674994 674994	10/11/95 03/07/97
CANADA	MISC. DESIGN (Leaf Design)	1024323	07/30/99
MEXICO	MISC. DESIGN (Leaf Design)	387711	08/19/99
MEXICO	MISC. DESIGN (Leaf Design)	387710 629800	08/19/99 10/26/99
MEXICO	NUTRAFLORA	327664 628920	03/27/98 10/18/99

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