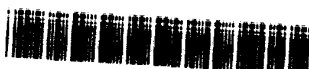
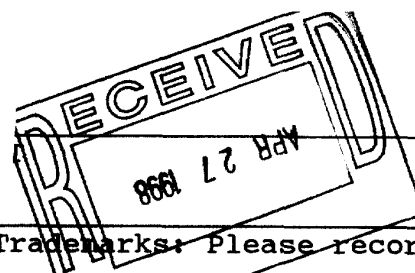


05-12-1998



100708672



*MRD 4-27-98*

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

1. Name of conveying party(ies)  
Performance Nutrition, Inc.

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

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

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement
- Change of Name

Other: Transfer of title in bankruptcy to intermediary who assigned to Naturade, Inc.

Execution Date: 4-25-97

2. Name and address of receiving party(ies)

Name: Naturade, Inc.  
 Internal Address:  
 Street Address: 7110 East Jackson St.  
 City: Paramount State: CA ZIP: 90723  
 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

Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

75/041,088

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Joseph F. McLellan  
 Suite 202  
 1322 Scott Street  
 San Diego, CA 92106-2727

6. Total number of applications and registrations involved:..... 9

7. Total fee (37CFR3.41): \$240.00  
 Enclosed  
 Authorized to charge to deposit account

8. Deposit Account No. 13-0600  
(Duplicate copy of this page attached)

05/12/1998 SSMITH 00000126 75041088

DO NOT USE THIS SPACE

01 FC:481 40.00 OP  
 02 FC:482 200.00 OP

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.

*Joseph F. McLellan*  
 Joseph F. McLellan, Reg. No. 17,501

Date: 4/23/98

TRADEMARK  
REEL: 1724 FRAME: 0044

**Exhibit A**

**U.S. Registration/Application No.**

**Trademark**

1,780,002	PERFORMANCE NUTRITION
1,886,897	PERFORMANCE GH
1,890,781	PERFORMANCE GAIN
1,950,118	PERFORMANCE
1,977,605	PLEX
2,017,909	KIDS PLEX JR.
74/504,658	PERFORMANCE PLUS
74/504,659	PERFORMANCE CARBO-BLAST
75/041,088	PERFORMANCE PLEX
<u>New Jersey</u>	
NJ3,000,862	PERFORMANCE NUTRITION

FOR AND MULLIGAN  
FOR TRADEMARK PURPOSES  
ONLY

**ASSIGNMENT**

**WHEREAS**, Performance Nutrition, Inc. (PNI), of Dallas, Texas 75244, was the owner of the trademarks, trademark registrations and applications (Trademark Properties) listed on the annexed Exhibit A; and

**WHEREAS**, PNI entered Chapter 7 bankruptcy proceedings, and the court thereafter issued an order conveying the Trademark Properties to DLS Financial Services, Inc. (DLS) of Rockwell, Texas 75097;

**NOW, THEREFORE**, for good and valuable consideration, receipt of which is hereby acknowledged, DLS does hereby sell, assign and transfer to Naturade, Inc. (Naturade) of Paramount, California 90723, all of the right, title and interest in and to the Trademark Properties, as listed in Exhibit A, together with the goodwill of the business connected with and symbolized by the trademarks.

**IN WITNESS WHEREOF**, DLS has executed this assignment on this \_\_\_ day of \_\_\_\_\_, 1997.

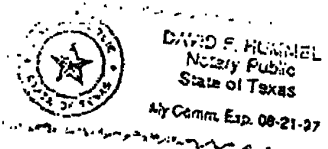
**DLS FINANCIAL SERVICES, INC.**

By [Signature]  
Title President  
Date 4-25-97

State of Texas }  
County of Rockwall } ss.

On APRIL 25, 1997 before me, personally appeared DR L. S. SMITH / PRESIDENT DLS FINANCIAL SERVICES personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.  
[Signature]  
[Notary]



APR-24-98 THU 16:44 LHM OFFICE OF RECEPTION