

01-27-1999

RECORDATION FORM
TRADEMARK



MRD 1-25-99

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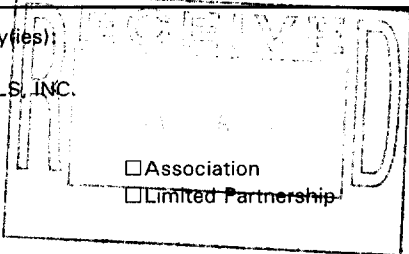
To the Honorable Commissioner of Patents and Trademarks. Please record the attached original.

1. Name of conveying party(ies):

FOSLIP PHARMACEUTICALS, INC.

- Individual(s)
- General Partnership
- Corporation
- Other

- Association
- Limited Partnership



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

METABOLIFE INTERNATIONAL, INC.
5070 Santa Fe Street
San Diego, California 92109

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

Additional name(s) of conveying party(ies) attached? yes no

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: October 15, 1998

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No.(s):

Trademark No.(s) 1,790,109

Additional numbers attached? Yes No

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

JOHN L. HALLER, ESQ.
BROWN, MARTIN, HALLER & McCLAIN
1660 Union Street
San Diego, California 92101

6. Total number of application and trademarks involved: One (1)

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

- 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.

JOHN L. HALLER
Name of Person Signing

JANUARY 19, 1999
Date

Total number of pages comprising cover sheet: 3

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

01/26/1999 DNGUYEN 00000297 1790109

Commissioner of Patents and Trademarks
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Washington, D.C. 20231

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TRADEMARK ASSIGNMENT

WHEREAS, Foslip Pharmaceuticals, Inc., an Iowa corporation, formerly known as Foslip Pharmaceutical, Ltd., also an Iowa corporation ("Foslip"), owns and has used in its business a certain trademark (the "Mark"), which is registered in the United States Patent and Trademark Office as follows:

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>CLASS</u>	<u>REG. DATE</u>
NEPEGEN	1790109	5	August 31, 1993

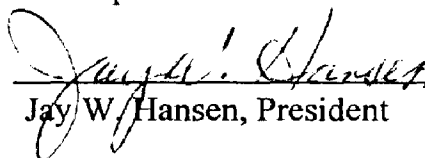
WHEREAS, pursuant to that certain Settlement and Release Agreement, dated of even date herewith, by and between Foslip and Metabolife International, Inc., a California corporation ("Metabolife"), among other parties, Foslip agreed to assign its entire right, title and interest in and to the Mark to Metabolife, and Metabolife desires to acquire the entire right, title and interest in and to the Mark and registration and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business symbolized thereby;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Foslip has sold, assigned, transferred and by these presents does hereby sell, assign, and transfer to Metabolife, or its successors or assigns, the entire right, title and interest in and to the Mark and registration and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business symbolized thereby and any right to recover for past infringement thereof.

This Assignment is dated effective as of October 15, 1998.

FOSLIP:

Foslip Pharmaceuticals, Inc.,
an Iowa corporation

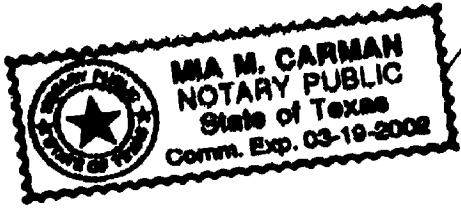
By: 
Jay W. Hansen, President

Texas
STATE OF CALIFORNIA)
Harris)
COUNTY OF ~~SAN DIEGO~~)

ss.

On October 15, 19 98 before me, MIA M. CARMAN, Notary Public, personally appeared Jay W. Hansen, and _____, personally 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 executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Mia M. Carman

Notary Public