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Final documents or copy

TO THE HONORABLE COMMISSIONER OF PATENTS AND T thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Met-Rx Substrate Technology, Inc.

- ( ) Individual
( ) Association
( ) General Partnership
( ) Limited Partnership
(x) Corporation - State: NV
( ) Other:



01-20-1999

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #33

Additional name(s) of conveying party(ies) attached?

- ( ) Yes (X) No

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

Name: Met-Rx Substrate Technology, Inc.
Street Address: 2112 Business Center Drive
City: Irvine State: CA ZIP: 92612

- ( ) Individual(s) citizenship:
( ) Association:
( ) General Partnership:
( ) Limited Partnership:
(x) Corporation - State: CA
( ) Other:

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

(Designations must be a separate document from Assignment)

Additional name(s) and address(es) attached?

- ( ) Yes (X) No

02/03/1999 SBURNS 00000012 75014953

01 FC:481 40.00 OP
02 FC:482 175.00 OP

3. Nature of conveyance:

- (x) Assignment
( ) Merger
( ) Security Agreement
( ) Change of Name
( ) Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above)
January 13, 1999

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

- a. Trademark Application Nos.:
75/014,953 75/379,916
75/176,624 75/400,624
b. Trademark Registration Nos.:
1,962,981 2,192,889
2,053,906 2,215,253

Additional numbers attached? ( ) Yes (X) No

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

Name: Diane M. Reed
KNOBBE, MARTENS, OLSON & BEAR, LLP
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach State: CA ZIP: 92660

7. Total fee (37 CFR 3.41): \$215

- (X) Enclosed
(X) Authorized to be charged to deposit account

215 E

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 8

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.

Diane M. Reed
Name of Person Signing

[Signature]

1/14/99
Date

Total number of pages, including cover sheet, attachments and document: 3

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

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

DMR-1079:mr/011499

**TRADEMARK ASSIGNMENT**

This Trademark Assignment (hereinafter referred to as "Assignment") is by and between MET-Rx Substrate Technology, Inc., a Nevada corporation having a place of business at 2112 Business Center Drive, Irvine, CA 92612 (hereinafter referred to as "ASSIGNOR"), and MET-Rx Substrate Technology, Inc., a California corporation having a place of business at 2112 Business Center Drive, Irvine, CA 92612 (hereinafter referred to as "ASSIGNEE").

WHEREAS, ASSIGNOR adopted, used, and to the best of its knowledge and belief, owned the trademarks listed in Schedule A, attached hereto and incorporated herein by this reference, and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, causes of action, and the right to recover for past infringement (hereinafter collectively referred to as "Trademarks") worldwide;

WHEREAS, ASSIGNOR acquired goodwill associated with and symbolized by said Trademarks and did not abandoned the same;

WHEREAS, ASSIGNOR owned the federal and state trademark registrations and applications relating to the Trademarks listed in Schedule B, attached hereto and incorporated herein by reference (hereinafter collectively referred to as "Applications and Registrations");

WHEREAS, effective December 31, 1997, ASSIGNEE acquired from ASSIGNOR all of ASSIGNOR's assets related to the Trademarks, including all rights, title, and interest in and to the Trademarks and the Applications and Registrations worldwide and any other registered or unregistered trademarks owned or used by ASSIGNOR or any of its licensees worldwide; and

WHEREAS, ASSIGNEE requires this Agreement, confirming the prior assignment of the Trademarks and the Applications and Registrations, in order to record the same at the U.S. Patent and Trademark Office, and ASSIGNOR is willing to provide ASSIGNEE with this written confirmation of the prior assignment;

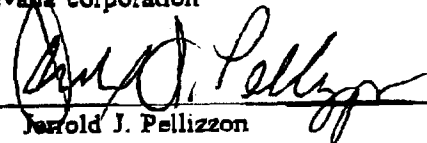
NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby confirms that it has assigned and sold to ASSIGNEE all rights, title, and interest as ASSIGNOR did possess in and to the following:

- (1) the Trademarks set forth in Schedule A;
- (2) the Applications and Registrations set forth in Schedule B; and
- (3) any other registered or unregistered trademarks owned or used anywhere in the world by ASSIGNOR or any of its licensees;

together with the goodwill symbolized by said Trademarks, Applications and Registrations, and other registered or unregistered trademarks owned or used anywhere in the world by ASSIGNOR or any of its licensees concurrent with the transfer of certain tangible assets as indicia of said goodwill.


Executed at Irvine, California, this 13<sup>th</sup> day of January, 1999.

MET-Rx Substrate Technology, Inc.  
a Nevada corporation

By:   
Terold J. Pellizon  
Treasurer

Executed at Irvine, California, this 13<sup>th</sup> day of January, 1999.

MET-Rx Substrate Technology, Inc.  
a California corporation

By:   
Terold J. Pellizon  
Chief Financial Officer

SCHEDULES TO TRADEMARK ASSIGNMENT

**SCHEDULE A**

Marks: MET-RX  
METAMYOSYN  
FOR THE BEST SHAPE OF YOUR LIFE  
STRAZZBERRY  
SOURCE ONE  
THE MET-RX HYPOTHESIS  
HY-GEAR  
ENGINEERED NUTRITION  
ULTRAMYOSYN

**SCHEDULE B**

**Federal Trademark Registrations:**

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>INTL. CLASS</u>
METAMYOSYN	1,962,981	March 19, 1996	5 and 30
FOR THE BEST SHAPE OF YOUR LIFE	2,053,906	April 22, 1997	5, 25 and 30
STRAZZBERRY	2,192,889	September 29, 1998	5
HY-GEAR	2,215,253	December 29, 1998	5

**Federal Trademark Applications:**

<u>MARK</u>	<u>APPL. NO.</u>	<u>FILING DATE</u>	<u>INTL. CLASS</u>
SOURCE ONE	75/400,624	December 5, 1997	5 and 30
THE MET-RX HYPOTHESIS	75/379,916	October 27, 1997	5 and 30
ENGINEERED NUTRITION	75/176,624	October 3, 1996	5 and 30
ULTRAMYOSYN	75/014,953	November 3, 1995	5

**State Trademark Registrations:**

<u>STATE</u>	<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>CLASS</u>
CA	MET-RX	100,851	February 9, 1996	5
CA	MET-RX	101,071	April 10, 1996	25

NBH-3078.nr1  
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