

MPD 3-15-99

03-19-1999

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



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ached original documents or copy thereof.

To the Honorable Commissioner of Paten

1. Name of conveying party(ies):

True Life Distributors

- Individual(s)
- General Partnership
- Corporation
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: September 18, 1998

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

Natrol Acquisition Corp.  
21411 Prairie Street  
Chatsworth, CA 91311

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation Delaware
- Other \_\_\_\_\_

Domestic representative is attached:  Yes  No  
Additional name(s) & address(es) attached?  Yes  No



4. (A.) Trademark Application No.(s)  
75/263355 TRUE CARE

4. (B.) Trademark Registrati  
03-05-1999  
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #70

Additional numbers attached?  Yes  No

5. Correspondence should be mailed to:

**JEFFREY A. SCHWAB  
ABELMAN, FRAYNE & SCHWAB**  
150 East 42nd Street  
New York, New York 10017-5612

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

"Express Mail" No: EE645091802US  
Date of Deposit: March 5, 1999  
I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. §1.10 on the date indicated above and is addressed to the Assistant Commissioner of Trademarks, Arlington, VA 22202-3513  
**JEFFREY A. SCHWAB**  
(Name of person mailing paper or fee)

(Signature of person mailing paper or fee)

7. Total fee (37 CFR 3.41): ..... \$ 40.00  
 Enclosed  
(The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)  
 Authorized to be charged to deposit account  
Deposit account number: 010035  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. 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.

**JEFFREY A. SCHWAB**  
Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet:

TRADEMARK

REEL: 1868 FRAME: 0905

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40.00  
03/05/1999 JWA/TIN 00000184

## **ASSIGNMENT**

WHEREAS, **TRUE LIFE DISTRIBUTORS**, a corporation organized and existing under the laws of California, with a business address of P.O. Box 4043, Fresno, California (hereinafter called the Assignor), has adopted the following trademark and filed an application in the United States Patent and Trademark Office:

<b>TRADEMARK</b>	<b>FILING DATE</b>	<b>SERIAL NO.</b>
<b>TRUE CARE</b>	March 24, 1997	75/263355

AND WHEREAS, **NATROL ACQUISITION CORP.**, a corporation organized and existing under the laws of Delaware, with an office at 21411 Prairie Street Chatsworth, CA 91311 (hereinafter called the ASSIGNEE) is desirous of acquiring the right, title and interest in and to the said trademark, trademark application, and the eventual registration thereof;

AND WHEREAS, pursuant to an Asset Purchase Agreement dated September 18, 1998 (the "Asset Purchase Agreement") between Assignor, Assignee and certain other parties specified therein, the Assignor has agreed to sell, convey, transfer, assign and deliver the above-identified trademark to Assignee;

NOW THEREFORE, in consideration of U.S. \$1.00 and other good and valuable consideration, the receipt of which is hereby acknowledged, the said ASSIGNOR by these presents does sell, assign, and transfer unto said ASSIGNEE, its successors and assigns, its right, title and interest in and to the said trademark and trademark application, together with that portion of the ongoing and existing business to which the trademark pertains, and together with that part of the goodwill of the ASSIGNOR's business connected with the use of and symbolized by the said trademark.

IN WITNESS WHEREOF, the said ASSIGNOR has hereunto executed this instruments

this 14<sup>th</sup> day of February 1999.

ASSIGNOR: **TRUE LIFE DISTRIBUTORS**

(By)

A handwritten signature in black ink, appearing to read "Gary Robinson", written over a horizontal line.