

MAD  
4.21.99

05-12-1999



IN FORM COVER SHEET

MARKS ONLY

D

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable

101035628

ks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Laci Le Beau Corporation

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

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

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

Natrol Acquisiiton Corp.  
21411 Prairie Street  
Chatsworth, CA 91311

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

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

3. Nature of conveyance:

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

Execution Date: September 18, 1998

4. (A.) Trademark Application No.(s)

4. (B.) Trademark Registration No.(s)  
1,321,110 1,753,569 2,164,751  
2,023,551 1,759,414 1,593,789  
2,132,551 2,002,826 1,688,708  
1,353,135 1,549,776

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:.....

11

"Express Mail" No: EE645092198US  
Date of Deposit: April 21, 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): ..... \$ 290.00

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: 01-0035

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

05/11/1999 DNGUYEN 00000105 1321410

01 FC:481 40.00 OP  
02 FC:482 250.00 OP

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: 1895 FRAME: 0733

Exhibit A  
LACI LE BEAU CORPORATION  
U.S. Trademark Registrations

<u>Name</u>	<u>Registration/Application Number</u>
LACI LE BEAU	1,321,110
SUPER DIETER'S TEA	1,759,414
SUPER DIETER'S	2,002,825
SUPER CHARGE	1,549,776
POWERTIME	1,593,789
DIET NOW	1,688,708
GINGKO 1000	1,753,569
COTTONWOOD CREEK	2,023,551
SERENA CALM	2,132,551
SLIMMER NOW	1,353,135
FRIENDLY FLORA	2,164,751

Canadian Trademark Registration

LACI LE BEAU	353,455
--------------	---------

DOCSC\552354.2

## ASSIGNMENT OF TRADEMARKS

WHEREAS, Natrol Acquisition Corp., a Delaware corporation and wholly owned subsidiary of Natrol, Inc. (the "Assignee"), is desirous of acquiring all right, title and interest in and to the Trademark registrations identified in Exhibit A attached hereto, including all common law and statutory trademark rights related to the trademarks represented by said registrations or applications, together with all goodwill symbolized thereby and connected therewith:

WHEREAS, Laci Le Beau Corporation, a California corporation (the "Assigner"), owns said registrations and said rights related thereto, including the common law and statutory rights and goodwill relating to said trademarks and symbolized thereby; 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 Trademarks to Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor does hereby assign unto the Assignee the Trademark registrations identified in Exhibit A attached hereto, together with all common law and statutory rights, titles and interests in and to said trademarks and said registrations, together with the goodwill of the business connected with the use of, and symbolized by the trademarks and all goodwill relating to the trademarks, in the United States of America and its territories and in all foreign countries, and all rights of registration, maintenance, renewal and protection of said trademarks in any form, and including all rights of recovery and of legal action for past infringements and of opposition and/or cancellation proceedings for protection of said trademarks of said registrations, all of the same to be held and enjoyed by the Assignee for its own use and for the use of its successors or assigns as fully and entirely as the same would have been enjoyed by Assignor if assignment thereof had not been made.

IN WITNESS WHEREOF, the Assignor has duly executed this Assignment on this 30th day of September, 1998.

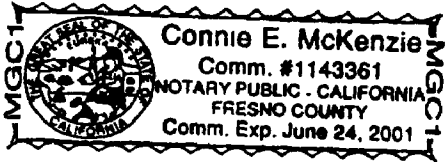
LACI LE BEAU CORPORATION,  
a California corporation

By: *Earl Roberson*  
Name: EARL ROBERSON  
Title: PRESIDENT

STATE OF California )  
  ) SS  
COUNTY OF Fresno      )

Sworn and subscribed to before me on this 30th day of Sept., 1998, with the acknowledgment that the above identified signer of this document had authority to execute this instrument on behalf of Laci Le Beau Corporation.

*Connie E. McKenzie*  
Notary Public



FRESNO County,  
My commission expires: 6-24-01

Assignment of Trademarks