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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101295422

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

1. Name of conveying party(ies):
Natrol, Inc.

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 15, 1998

2. Name and address of receiving party(ies):
Natrol, Inc.
21411 Prairie Street
Chatsworth, California 91311

Individual(s) citizenship **02-24-2000**
 Association _____ U.S. Patent & TMO/TM Mail Rcpt Dt. #67
 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)
SEE ATTACHED

Additional numbers attached? Yes No

4. (B.) Trademark Registration No.(s)
SEE ATTACHED

5. Correspondence should be mailed to:

LAWRENCE E. ABELMAN
ABELMAN, FRAYNE & SCHWAB
150 East 42nd Street
New York, New York 10017-5612

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

"Express Mail" No: EK051382595US
Date of Deposit: **February 24, 2000**
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
LAWRENCE E. ABELMAN
(Name of person mailing paper or fee)

(Signature of person mailing paper or fee)

7. Total fee (37 CFR 3.41): \$ **665.00**

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)

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.

LAWRENCE E. ABELMAN **2/24/00**

Name of Person Signing Signature Date

Total number of pages comprising cover sheet:

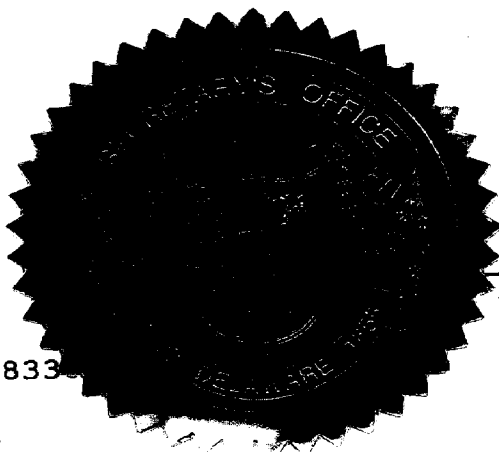
03/23/2000 DMGUYEN 00000121 75404000
FF:484
649-00 RB

TRADEMARK
REEL: 002038 FRAME: 0893

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NATROL, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "NATROL, INC." UNDER THE NAME OF "NATROL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JANUARY, A.D. 1998, AT 4:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2797703 833

001030181

AUTHENTICATION: 0239722

DATE: 02-04-00

TRADEMARK
REEL: 002038 FRAME: 0894

4. (A) Trademark Application Nos.	4.(B) Trademark Registration Nos.
75/404000	2,154,166
75/408658	2,265,676
75/282752	2,112,438
75/341655	2,154,167
75/366159	2,107,926
75/366158	2,109,916
75/300183	2,098,333
75/388083	2,186,873
75/303647	2,252,985
75/408659	2,242,419
75/282753	2,096,058
	2,098,332
	2,203,304
	2,194,089
	2,111,361