09-24-2001

101852581

EET

ILY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Abelman Frayne & Schwab

09/14/01

- [ ] Individual(s)
- [x] General Partnership
- [ ] Corporation-State
- [ ] Other
- [ ] Association
- [ ] Limited Partnership

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

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

Natrol, Inc.
21411 Prairie Street
Chatsworth, California 91311

09-14-2001
U.S. Patent & TMOfc/TM Mail Rcpt Dt #56

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation-State Delaware
- [ ] Other

Domestic representative is attached: [x] Yes [ ] No

Additional name(s) & address(es) attached? [ ] Yes [x] No

3. Nature of conveyance:

- [x] Assignment
- [ ] Security Agreement
- [ ] Other
- [ ] Merger
- [ ] Change of Name

Execution Date:

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

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

2,219,432

Additional numbers attached? [ ] Yes [x] No

5. Correspondence should be mailed to:

JULIE B. SEYLER
ABELMAN, FRAYNE & SCHWAB
150 East 42nd Street
New York, New York 10017-5612

6. Total number of applications and registrations involved:..... 1

"Express Mail" No: EF174015433US
Date of Deposit: September 14, 2001
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
JULIE B. SEYLER
(Name of person mailing paper or fee)

Julie B Seyler
(Signature of person mailing paper or fee)

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

[x] 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.

JULIE B. SEYLER — Name of Person Signing
Julie B Seyler — Signature
9-14-01 — Date

Total number of pages comprising cover sheet:

09/21/2001 LMUELLER 00000214 2219432
01 FC:481 40.00 OP

TRADEMARK
REEL: 002371 FRAME: 0430

ASSIGNMENT

WHEREAS, Abelman Frayne & Schwab, a partnership organized and existing under the laws of New York with an office at 150 East 42nd Street, New York, New York 10017, (hereinafter called the ASSIGNOR) has adopted and used the following trademark registered in the United States Patent and Trademark Office:

Trademark	Registration Date	Registered No.
XETADERM	**January 19, 1999**	**2,219,432**

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

NOW, THEREFORE, in consideration of U.S. $1,000 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 the said ASSIGNEE, its successors and assigns, its right, title and interest in and to the said trademark and trademark, trademark application, trademark registration 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 instrument this 14 day of Sept, 2001.

ABELMAN FRAYNE & SCHWAB

By: _____

Title: Partner