

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-----------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |
| EFFECTIVE DATE: | 08/12/2004 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|----------|----------------|---------------------|
| MuscleTech Research and Development, Inc. | | 08/12/2004 | CORPORATION: CANADA |

RECEIVING PARTY DATA

| | |
|-----------------|----------------------|
| Name: | MT US Trademark Ltd. |
| Street Address: | 5100 Spectrum Way |
| City: | Mississauga, Ontario |
| State/Country: | CANADA |
| Postal Code: | L4W 5S2 |
| Entity Type: | CORPORATION: CANADA |

PROPERTY NUMBERS Total: 5

| Property Type | Number | Word Mark |
|----------------------|----------|-------------------------------------|
| Registration Number: | 2180130 | MUSCLETECH |
| Serial Number: | 78274054 | MUSCLETECH RESEARCH AND DEVELOPMENT |
| Serial Number: | 78386740 | MUSCLETECH RESEARCH AND DEVELOPMENT |
| Serial Number: | 78387343 | MUSCLETECH RESEARCH AND DEVELOPMENT |
| Serial Number: | 78337752 | MUSCLETECH.COM |

CORRESPONDENCE DATA

Fax Number: (212)425-5288
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-425-7200
 Email: tmdocketny@kenyon.com
 Correspondent Name: Asiyah McCarthy
 Address Line 1: One Broadway
 Address Line 4: New York, NEW YORK 10004

CH \$140.00 2180130

DOMESTIC REPRESENTATIVE

Name: Asiyah McCarthy
Address Line 1: One Broadway
Address Line 4: New York, NEW YORK 10004

| | |
|--------------------|-----------------------|
| NAME OF SUBMITTER: | Howard J. Shire, Esq. |
| Signature: | /Howard J. Shire/ |
| Date: | 05/09/2005 |

Total Attachments: 2
source=musceltech - trans#page1.tif
source=musceltech - trans#page2.tif

TRADEMARK ASSIGNMENT

This Assignment from MuscleTech Research And Development, Inc., a corporation duly organized under the laws of the province of Ontario, Canada, having a place of business at 7050 Telford Way, Suite 100, Mississauga, Ontario Canada L5S 1 V7 (hereinafter the ASSIGNOR), to MT US Trademark Ltd., a corporation organized under the laws of Canada, having a place of business at 5100 Spectrum Way, Mississauga, Ontario L4W 5S2, Canada (hereinafter the ASSIGNEE):

WITNESSETH THAT:

WHEREAS, the ASSIGNOR is the owner of all right, title and interest in and to the trademarks and the trademark applications and registrations listed in attached Schedule A, (the "Trademarks"), and in and to the goodwill of the business relating thereto; and

WHEREAS, the ASSIGNEE wishes to acquire from the ASSIGNOR all right, title and interest in and to the Trademarks, together with the goodwill of the business appertaining to and symbolized by said Trademarks, and the right to recover for past infringements thereof;

NOW THEREFORE, to all whom it may concern, be it known that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the ASSIGNOR by these presents does hereby sell, transfer, convey and assign unto the ASSIGNEE all right, title and interest in and to the Trademarks, together with the right to recover for past infringements thereof, and the goodwill of the business appurtenant thereto and which is embodied thereby.

The ASSIGNOR assigns the Trademarks as part of that portion of the business to which the Trademarks pertain as required by Section 10 of the Trademark Act (15 U.S.C. § 1060).

MUSCLETECH RESEARCH AND DEVELOPMENT, INC.

Dated: 8/12, 2004

Name: Mary Parniak
Mary Parniak
Title: Chief Financial Officer

SCHEDULE A

| <u>TRADEMARK</u> | <u>(SER. NO./REG. NO.)</u> |
|---|----------------------------|
| MUSCLETECH | 2,180,130 |
| MUSCLETECH RESEARCH AND DEVELOPMENT and Design | (78/274,054) |
| MUSCLETECH RESEARCH AND DEVELOPMENT and Design | (78/386,740) |
| MUSCLETECH RESEARCH AND DEVELOPMENT and Design | (78/387,343) |
| MUSCLETECH.COM | (78/337,752) |

NY01 979399 v 1