

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:	Cell 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: 4

Property Type	Number	Word Mark
Serial Number:	78386939	CELL-TECH
Serial Number:	78386781	CELL-TECH
Serial Number:	78363216	CREA-CELL
Serial Number:	78363207	LIPOIC-TECH

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

ATTORNEY DOCKET NUMBER: 11411/851

TRADEMARK

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:	12/07/2005

Total Attachments: 2
source=cell us#page1.tif
source=cell us#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 Cell US Trademark Ltd., a company organized under and by virtue of the laws of the Ontario, Canada, with an address of 5100 Spectrum Way Mississauga, Ontario, Canada L4W 5S2 (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 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: 8/10, 2004

Name: 
Mary Parniak
Title: Chief Financial Officer

SCHEDULE A

TRADEMARK

APP. NO.

CELL-TECH	78/386939 18 Mar 2004
CELL-TECH	78/386781 19 Mar 2004
CREA-CELL	78/363216 05 Feb 2004
LIPOIC-TECH	78/363207 05 Feb 2004