

07-17-2000

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Patent and Trademark Office, original documents or copy thereof.

1. Name of conveying party(ies):

Natrol Acquisition Corp.

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

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

3. Nature of conveyance:

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

Execution Date: April 7, 2000

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

Natrol, Inc.
21411 Prairie Street
Chatsworth, CA 91311



06-15-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #70

- 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

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

75/430134
75/263355
75/430272

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

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:.....

3

"Express Mail" No: EK051385398US

Date of Deposit: June 15, 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

Jeffrey A. Schwab

(Name of person mailing paper or fee)

(Signature of person mailing paper or fee)

7. Total fee (37 CFR 3.41): \$ 90.00

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)

07/14/2000 RSC011 00000189 75/430134

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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

6/15/00
Date

Total number of pages comprising cover sheet:

ASSIGNMENT

WHEREAS, Natrol Acquisition Corp., a company organized and existing under the laws of Delaware with an office at 21411 Prairie Street, Chatsworth, CA 91311, (hereinafter called the ASSIGNOR) has adopted the following trademarks and filed applications in the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Filing Date</u>	<u>Serial No.</u>
HEAVENLY NIGHTS	February 6, 1998	75/430134
TRUE CARE	March 24, 1997	75/263355
TUMMY CARE	February 6, 1998	75/430272

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

NOW, THEREFORE, in consideration of U.S. \$1.00 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 trademarks and trademark applications, together with that portion of the ongoing and existing business to which the trademarks pertain, and together with that part of the goodwill of the ASSIGNOR's business connected with the use of and symbolized by the said trademarks.

IN WITNESS WHEREOF, the said ASSIGNOR has hereunto executed this instrument this 7th day of April, 2000.

ASSIGNOR: Natrol Acquisition Corp.

By *Elliott Balbert*
ELLIOTT BALBERT
Title President