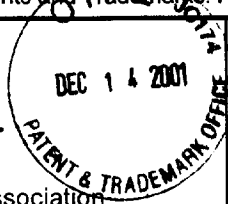




101921597



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

1. Name of conveying party(ies):

Rexall Sundown, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State -Florida
- 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: December 13, 2001

2. Name and address of receiving party(ies)

Name: Met-Rx Substrate Technology, Inc.

Internal Address:

Street Address: 6111 Broken Sound Pkwy., NW

City: Boca Raton State: FL Zip: 33487

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

~~76/228,925~~
76/171,415
76/212,434

B. Trademark Registration No.(s)

2,015,768 2,222,288
2,369,020

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kenneth Strick

Internal Address:

Met-Rx Substrate Technology, Inc.

Street Address: 6111 Broken Sound Pkwy. NW

2/18/2001 DBYRNE 00000204 500454 76228925

01 FC:481 40.00 CH
02 FC:482 5525.00 CH
City: Boca Raton State: FL Zip: 33487

6. Total number of applications and registrations involved: 222

7. Total fee (37 CFR 3.41).....\$ 5,565

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0454

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Kenneth STRICK

Name of Person Signing

Signature

December 13, 2001

Date

Total number of pages including cover sheet, attachments, and document: 12

SCHEDULE A

REGISTERED TRADEMARKS

Trademark	Registration Number
ADVANCED IRON	2,015,768
ADVANCED PHARMACEUTICALS	2,369,020
ADVANCED PHARMACEUTICALS (DESIGN)	2,222,288
ADVANCED RELEASE TECHNOLOGY & ART DESIGN	1,964,264
ADVANCED RESEARCH PRODUCTS	2,020,989
AESTIVAL DESIGN	2,326,739
AMINO POWER	2,216,265
ARTHRI-SOLUTION	2,406,326
ASSURED PERFORMANCE	2,048,349
BECAUSE YOUR MIND IS A POWERFUL TOOL	2,085,017
BILBERRY XTRA	2,322,333
BIOCARNITINE	2,180,047
BIOS and Design	1,526,482
BIOS LIFE 2	1,901,449
BIOTROL	2,338,583
CALMATROL	2,157,678
CALMPLEX 2000	2,017,145
CARDIO-BASICS	1,967,435
CELLULAR ESSENTIALS	2,018,183
CHITOSAN-C	2,225,044
CHITOTRIM	2,206,562
CHROMA SLIM	1,956,646
CHROMA SLIM COMPLETE	2,077,091
CHROMA SLIM COMPLETE PLUS	2,075,277
CHROMA SLIM PLUS	1,923,257
CHROMIUM K6	1,965,716
CIRCUS CHEWS	1,864,509
CITRA LEAN	1,983,009
CITRA LEAN	1,983,009
CITRA LEAN & DESIGN	2,171,398
CITRALEAN (DESIGN)	2,171,398
CLEAR SOURCE	1,810,655
CLEAR THOUGHTS	2,139,784
COGNO BLEND	2,446,905
DEDICATED TO RESPONSIBLE NUTRITION	2,439,429
DEFEND-OL	1,986,330
DIGEST IT	1,676,540
DR. SELTZER'S HANGOVER HELPER	1,839,840
DR. SELTZER'S HANGOVER HELPER & DESIGN	1,882,780
ECHINACEA XTRA	2,276,741
ENERGIA	2,022,456
ENERGIA (DESIGN)	2,230,126
ENZYGEN	1,977,388
EYETAMINS	1,757,945
FEMLAX	2,157,679
FLAX OIL EXTRA	2,507,957
FRESH BREATH FROM THE INSIDE OUT	2,051,265
FRESHE	2,225,243
FRESHE (DESIGN)	2,027,633
GARLIC XTRA	2,293,578

SCHEDULE A

GINKGO BILOBA XTRA	2,286,651
GINKOMAX	2,172,178
GINSTAMINA	1,906,290
GLUCO-PRO 900	2,281,400
GLYCO-ACTIVE	1,882,762
GOOD HEALTH TO ALL FROM REXALL	2,379,559
GRAPE SEED XTRA	2,300,791
H-CARE	2,373,365
HERBALS DESIGN	2,326,740
HUMAN NATURE	1,920,681
INTERN-OL	1,997,578
IN-VIGOR-OL	1,751,784
JUST LOSE IT!	1,982,068
KAVA KAVA XTRA	2,278,509
LIFE'S TOO SHORT TO BE TIRED	2,019,960
LIFE'S TOO SHORT TO BE TIRED! (STYLIZED)	2,167,699
LIVING WELL HEALTH PRODUCTS	2,204,938
MATURE CHOICES	1,944,755
MEMORY PLUS	2,027,782
MENO-BASICS	2,322,401
MENO-BLEND	2,322,403
MENO-ESSENTIALS	2,322,402
MEN'S FORMULA PLUS	2,423,717
METABA-TROL	1,843,459
META-ESSENT-OL	2,133,382
MULTIPLE CHOICE	2,067,717
NATURAL ADVANCED EXTRACTION TECHNOLOGY	2,303,522
NATURAL PERFORMANCE	2,058,167
NATURALIST	979,301
NATURE FORCE	1,834,312
NATURE'S SKIN PRESCRIPTION	1,994,032
NEUROSHARP	2,407,068
NUTRAKIDS	2,100,128
NUTRAKIDS (STYLIZED)	2,236,492
NUTRI-KIDS SCHOOL AID	2,448,339
NUTRITIONALS (DESIGN)	2,335,872
OSTEO-BI-FLEX	2,205,607
OSTEO-BI-FLEX	2,395,667
PERFECT ANTIOXIDANT	1,829,166
PERFECT GARLIC	1,983,658
PERFECT IRON	1,846,454
PLENAMINS	380,397
PMS BALANCE	1,360,064
POWER GENERATION	2,417,572
PROLEVE	2,092,280
PROLEVE 40	2,157,508
PROPORTION	2,327,204
R (STYLIZED)	1,985,607
READY RELEASE	1,989,564
RELIEV-OL	1,843,458
REPAIR. REBUILD. RENEW.	2,333,053
REXALL	1,524,111

SCHEDULE A

REXALL	1,527,754
REXALL & DESIGN	1,003,147
REXALL CONNECT	2,370,813
REXALL MANAGED CARE	2,016,024
REXALL SHOWCASE INTERNATIONAL & DESIGN	1,935,211
REXALL.COM	2,463,788
REXNET	2,030,057
REX-PRESS PRINTING	2,255,354
REXTEL	2,172,153
RICHARDSON LABS	2,122,667
RIGHT PRODUCTS. RIGHT PRICE. RIGHT NOW.	2,320,132
SAW PALMETTO XTRA	2,286,652
SDV GINKGO BILOBA PREFERRED	2,378,102
SDV GRAPE SEED PREFERRED	2,339,282
SDV KAVA KAVA PREFERRED	2,339,283
SDV VITAMINS	1,936,929
SENIOR-VITE	1,680,954
SHOWCASE NUTRITIONALS	2,091,170
SMOKEASE	2,211,820
ST. JOHN'S WORT XTRA	2,278,510
SUNDOWN	1,525,207
SUNDOWN & DESIGN	2,473,394
SUNDOWN VITAMINS	1,640,191
SUNVITE	1,775,703
SUPER PLENAMINS	980,881
THE ONE THAT WORKS	2,379,769
TOMORROW'S NUTRITION TODAY	2,384,451
TRAUM-EX	2,019,896
TWIST 'N LEARN	2,350,910
ULTRA MAX	1,818,716
UTI PLUS	2,229,886
VEIN GUARD	2,338,207
VISION ESSENTIALS	2,192,834
VITAMINS TO GO	2,404,029
WHERE TO TURN FOR HELP	2,421,963
XTRA and Design	2,296,914
XTRA PREMIUM BLEND	2,307,934

TRADEMARK APPLICATIONS

Trademark	Serial Number
AB-FX	76/228,925
AFTER FX	76/171,415
ALERT TABS	76/212,434
BALANCE BLEND	75/642773
BE SURE WITH CALSURE	76/144728
BODY SYNERGY	75/622010
CALCIUM INDULGENCE	75/596421
CALCIUM INDULGENCE	75/850,888
CALCIUM PREMIERE	75/643,035
CALMING BLEND	75/596417
CALSOY	75/424,883

SCHEDULE A

CALSURE	76/069,294
CARB CONSCIOUS DIETERS	76/191525
CARB CONSCIOUS NUTRITION	76/191,526
CARB EXPLOSION!	75/733,106
CARB REWARD	76/080,391
CARB SMART	76/042,296
CARB SOLUTIONS	76/080,392
CARDIO-BALANCE	75/448453
CELLATHIN	75/649,153
CHITOSLIM	75/273,099
CHROMA SLIM & DESIGN	76/286,494
CLEAR SOURCE & DESIGN	75/709141
COGNO BLEND	75/642774
COQ10-ULTIMATE	76/182104
CREATINE NOW!	75/733105
DEDICATED TO YOUR GOOD HEALTH	75/734704
DR. SELTZER'S	76/044,466
ESTROCAL	75/487,794
FAT XTRACTOR	75/821,593
FLAX SEED OIL XTRA	75,753,637
FLORARREST	76/228,926
FORMULA FOR LIFE	75/699,844
GLUCOSAMAX	75/283,571
GREEN TEA XTRA	75,451,208
HY-GEAR	76/206474
IMMUNO BLEND	75/596418
IT'S GOOD TO BE GOOD	76/197,817
I'VE GOT THE MOVES	76/056,497
LIVE WITHOUT LIMITS	76/144,867
LOOKIN' LITE WITH METAB-O-LITE	76/098,762
LOOKIN' YOUR BEST FOR LESS	76/306,626
LOW OZ	75/733108
MEN'S ESSENTIALS	75/479,262
METABO\$ENSE	76/290228
MYOCAP P.M.	75/734,705
MYRIFLEX	76/021,247
NATIONAL RESEARCH COUNCIL FOR HEALTH	75/275,336
NATIONAL RESEARCH COUNCIL FOR HEALTH	75/275,337
NUTRIKIDS SCHOOL AID	75/460,766
NUTRIKIDS SCHOOL AID	75/460,766
OSTEO-BASICS	75/622019
OSTEO-BI-FLEX AMBASSADORS CLUB	76/144,868
OSTEO-BI-FLEX AMBASSADORS CLUB (DESIGN)	76/169,373
OSTEO-BI-FLEX PERFORMANCE	76/234,480
OSTEO-BI-FLEX SPORT	76/212,433
OSTEO-ESSENTIALS	75/622012
PASSION BLEND	75/642740
PROTENOL	76/306,627
QUADPLEX	75/737,802
REXALL SUNDOWN & DESIGN	75/855,921
REXALL SUNDOWN AND DESIGN	75,855,921
RX FOR LIFE	75/665,428

SCHEDULE A

SELENIUM XTRA	75/734,734
SLEEP ZONE	76/193,002
SLEEP ZONE DESIGN	76/212,442
SLIM SOLUTIONS	75/833,350
SPOIL YOURSELF NOT YOUR DIET	76/191,540
SUNDOWN & DESIGN	76/295,622
SUNDOWN HERBALS	75/849,982
TASTY MEAL-TO-GO	75/829,904
TRI-ETCHTONE	76/230,661
TRUSOY	76/084,128
TRUSOY (DESIGN)	76,202,609
ULTIMATE PERFORMANCE	75/707,842
ULTIMATE PERFORMANCE & DESIGN	75/755,759
ULTRA CHITOSAN	75/273,098
VASCULAR COMPLETE	74/679,871
VISION COMPLETE	75/622011
WOMEN'S FORMULA PLUS	75/464547
WORKOUT IN A CAPSULE	75/849,997
XENABOLIC	76/139491
XENALERT	76/139490

ASSIGNMENT

WHEREAS, **REXALL SUNDOWN, INC.** ("Assignor"), a Florida corporation with an address at 6111 Broken Sound Parkway, N.W., Boca Raton, Florida 33487, is the owner of the trademarks and of the registrations or pending federal trademark applications in the United States Patent and Trademark Office for each such trademark set forth in **Schedule A** attached hereto (the "Marks"), together with the goodwill of the business connected with and symbolized by the Marks; and

WHEREAS, **MET-RX SUBSTRATE TECHNOLOGY, INC.** ("Assignee"), a California corporation having an address at 6111 Broken Sound Parkway, N.W., Boca Raton, Florida 33487, desires to acquire said Marks, the registrations and applications to register therefore and the goodwill appurtenant to the Marks;

NOW, THEREFORE, in exchange for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the Marks, the registrations and applications for registration of the Marks in the United States Patent and Trademark Office as designated by the Registration Numbers or Serial Numbers of the applications as set forth on **Schedule A** attached hereto, together with the goodwill of the business connected with and symbolized by the Marks and all rights for recovery including damages and profits for past infringements, if any.

IN WITNESS WHEREOF, the Assignor has caused this instrument to be executed by its duly authorized corporate officer this 13 day of December, 2001.

REXALL SUNDOWN, INC.



Name: Richard Werber
Title: Vice President