

PATENT ASSIGNMENT

Electronic Version v1.1  
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
D&E PHARMACEUTICALS	06/18/2009
RECEIVING PARTY DATA	
Name:	D&E NUTRACEUTICALS INC
Street Address:	206 MACOPIN RD
City:	BLOOMINGDALE
State/Country:	NEW JERSEY
Postal Code:	07403
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	7125571
CORRESPONDENCE DATA	
Fax Number:	(973)838-0560
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	973-838-5254
Email:	MELISSAC@DNEPHARM.COM
Correspondent Name:	JOE EHRMAN
Address Line 1:	206 MACOPIN RD
Address Line 4:	BLOOMINGDALE, NEW JERSEY 07403
NAME OF SUBMITTER:	JOE EHRMAN
Total Attachments: 2 source=ASSET PURCHASE AGREEMENT#page1.tif source=ASSET PURCHASE AGREEMENT#page2.tif	

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**ASSET PURCHASE AGREEMENT**

**THIS ASSET PURCHASE AGREEMENT**, dated as of June 18, 2009 ("Agreement"), among D&E PHARMACEUTICALS, a New Jersey corporation ("D&E"), 206 MACOPIN Corporation, a New Jersey corporation ("Macopin"), FEATHERFIN LLC, a New Jersey limited liability company ("Featherfin", and collectively with D&E and Macopin, "Seller"), ERIC ORGAN, an individual ("EO"), DENIS ORGAN, an individual ("DO"), and SJVC, LLC, (an entity to be formed) ("Buyer").

**WITNESSETH:**

**WHEREAS**, D&E is engaged in the business of developing, manufacturing, marketing, distributing and selling pharmaceuticals and vitamin supplements and energy (which business is hereinafter referred to as the "Business"); and

**WHEREAS**, Macopin is the owner of all Intangible Property (as hereinafter defined), including all patents, trademarks, formulas, advertising and all other intellectual property used in the Business.

**WHEREAS**, Featherfin is the owner of real property commonly known as 206 Macopin Road, Bloomingdale, New Jersey and is more fully described on **Schedule "A"** annexed hereto (the "Real Property").

**WHEREAS**, EO is the owner of all the issued and outstanding common stock of D&E and a holder of a 50% membership interest in Featherfin.

**WHEREAS**, DO is the owner of all of the issued and outstanding common stock of Macopin and a holder of a 50% membership interest in Featherfin.

**WHEREAS**, Buyer desires to purchase from Seller and Seller desires to sell to Buyer, on the terms and subject to the conditions of this Agreement, substantially all of the assets and certain of the liabilities of Seller related to the Business (collectively the Purchased Assets and Assumed Liabilities, as hereinafter defined);

**NOW, THEREFORE**, in consideration of the foregoing representations, warranties, covenants and agreements herein contained, the parties hereto hereby agree as follows:


**SECTION 1.****SALE OF ASSETS AND ASSUMPTION OF LIABILITIES****1.1. Sale of Assets.**

(a) Subject to the satisfaction or waiver of the conditions set forth in this Agreement, at the Closing and as of the Closing Date, Seller shall sell, assign, transfer, convey and deliver to Buyer free and clear of any lien or other encumbrance other than Permitted Liens (as defined below), and Buyer shall purchase or assume, as the case may be, all of the assets, rights, properties, claims, contracts and business of Seller which are utilized in the Business, of

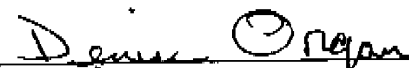
IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed as of the date first above written.

**SELLER:**

D&amp;E PHARMACEUTICALS


By:   
Name: Eric Organ  
Title: President

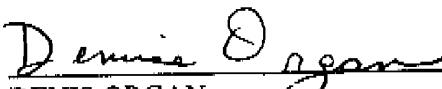
206 MACOPIN CORPORATION

By:   
Name: Denise Organ  
Title: President

FEATHERFIN LLC

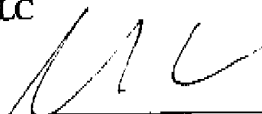
By:   
Name:  
Title:

  
ERIC ORGAN

  
DENIS ORGAN

**BUYER:**

SJVC, LLC

By:   
Name: Sam Zeller  
Title:



JOE Ehrman PATENT