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05-10-1999



Docket No.:

4-30-99

101032639

Tab settings

To the Honorable Commissioner of Patents and Trademarks. checked original documents or copy thereof.

1. Name of conveying party(ies):

BNY Financial Corporation

- Individual(s)
- General Partnership
- Corporation-State **New York**
- Other

Additional names(s) of conveying party(ies) Yes No

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

Name: **MET-Rx USA, Inc. and MET-RX Substrate Technology, Inc.**

Internal Address:

Street Address: **2112 Business Center Drive**

City: **Irvine** State: **CA** ZIP: **92612**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation^S State **Nevada**
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other **Partial Release and Reassignment**
- Merger
- Change of Name

Execution Date: **January 25, 1999**

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

A. Trademark Application No.(s)

See Schedule A

B. Trademark Registration No.(s)

See Schedule A

Additional numbers Yes No

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

Name: **David J. Richter, Esq.**

Internal Address: **Rudnick & Wolfe
Intellectual Property Department**

Street Address: **P.O. Box 64807**

City: **Chicago** State: **IL** ZIP: **60664-0807**

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41): \$ **440.00**

- Enclosed
- Additional fees may be charged to Authorized to be charged to deposit account

8. Deposit account number:

18-2284

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01 FC:481 40.00 DP
02 FC:482 400.00 DP

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.

David J. Richter, Esq.

Name of Person Signing

David J. Richter
Signature

4-27-99

Date

Total number of pages including cover sheet, attachments, and 7

SCHEDULE A
REGISTRATIONS

MARK	REG. NO.
MET-RX	2,058,523
MET-RX	2,169,788
METAMYOSYN	1,962,981
FOR THE BEST SHAPE OF YOUR LIFE	2,053,906
STRAZZBERRY	2,192,889
HY-GEAR	2,215,253
APPLICATIONS	
MARK	SERIAL NO.
ULTRAMYOSYN	75/014953
ENGINEERED NUTRITION	75/176624
THE MET-RX HYPOTHESIS	75/379916
SOURCE ONE	75/400624
MET-RX PLUS	75/419658
SUBSTRATE SOLUTIONS	75/431640
HARD C.O.R.P.S.	75/452588
CONCEPT NUTRITION	75/465687
ARTHRO HCP	75/475,081
O-R-S	75/475083
MOBILE MIX	75/515265

PARTIAL RELEASE AND REASSIGNMENT

THIS PARTIAL RELEASE AND REASSIGNMENT is made this 25th day of January, 1999 by BNY FINANCIAL CORPORATION ("BNY").

WITNESSETH:

WHEREAS, MET-Rx USA, Inc., a Nevada Corporation and MET-RX Substrate Technology, Inc., a Nevada Corporation (collectively "Borrower") and BNY Financial Corporation, a New York Corporation, are parties to a certain Trademark Security Agreement dated as of December 29, 1997 as it may be amended from time to time (the "Loan Agreement") pursuant to which BNY made certain loans and other financial accommodations (the "Loans") to Borrower and pursuant to which Borrower granted a security interest in and to the Trademarks as each is defined below; and

WHEREAS, the Trademark mortgage was recorded in the United States Patent and Trademark Office on January 23, 1998 at Patent Reel 1679, Frames 0939; and

WHEREAS, the liabilities have been partially satisfied and, therefore, Borrower has requested that BNY release its security interest in certain of the Trademarks and reassign the same to Borrower.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

1. BNY hereby releases its security interest in Borrower's right, title and interest in and to all of its now owned or existing and filed and hereafter acquired or arising and filed:

(a) those certain trademarks, trademark registrations, tradenames and trademark applications listed on Schedule A, B. and C attached hereto and made a part hereof, and (i) renewals and extensions thereof, (ii) all income, royalties, damages and payments now and hereafter due and/or past or future infringements thereof, (iii) the right to sue for past, present and future infringements thereof, and (iv) all rights corresponding thereto throughout the world (all of the foregoing trademarks, trademark registrations, tradenames and applications, together with the items described in clauses (i)-(iv) of this subparagraph, are hereinafter referred to as the "Trademarks"); and

(b) the goodwill of Borrower's business connected with and symbolized by the Trademarks.

2. BNY hereby reassigns, grants and conveys to Borrower, without any representation, recourse or undertaking by BNY, all of BNY's rights, title and interest, in and to the above Trademarks.

IN WITNESS WHEREOF, BNY has caused this Partial Release and Reassignment to be duly executed by its duly authorized officer as of the day and year first above written.

BNY FINANCIAL CORPORATION

By: *Shane J. Saperstein*
Its: First Vice President/Counsel

VEHOU03:190606.1

TRADEMARK
REEL: 1894 FRAME: 0442

**SCHEDULE A
TRADEMARK
REGISTRATIONS**

Trademarks	Int'l Class & Goods	Registration No.	Jurisdiction
MET-RX	5, Nutritional Supplements 30, Food	2,058,523	U.S.
MET-RX	25, Clothing	2,169,788	U.S.
METAMYOSYN	5, Protein Mixture 30, Protein Mixture	1,962,981	U.S.
For the Best Shape Of Your Life	5, Nutritional Supplements 25, Clothing 30, Food	2,053,906	U.S.
STRAZZBERRY	5, Nutritional Supplements	2,192,889	U.S.
MET-RX	5, Food	100,851	California
MET-RX	25, Clothing	101,071	California

VEHOU03:190606.1

**SCHEDULE B
TRADEMARK
APPLICATIONS**

Trademark	Int'l Class & Goods	Serial No.	Jurisdiction
ULTRAMYOSYN	5, Nutritional Supplements	75-014953	U.S.
Engineered Nutrition	5, Nutritional Supplements 30, Food	75-176624	U.S.
HY-GEAR	5, Nutritional Supplements	75-249685	U.S.
The Met-RX Hypothesis	5, Nutritional Supplements	75-379916	U.S.
The Lean Machine	9, Vending Machine	75-395579	U.S.
Source One	5, Nutritional Supplements 30, Food Products	75-400624	U.S.
MET-RX PLUS	5, Nutritional Supplements	75-419658	U.S.
SUBSTRATE SOLUTIONS	5, Nutritional Supplements	75-431640	U.S.
HARD C.O.R.P.S.	42, Membership Services	75-452588	U.S.
CONCEPT NUTRITION	5, Nutritional Supplements	75-465687	U.S.
ARTHRO HCP	5, Nutritional Supplements	75-465687	U.S.
O-R-S	32, Beverages	75-475083	U.S.
MOBILE MIX	32, Blenders	75-515265	U.S.

VEHOU03:190606.1

**SCHEDULE C
TRADEMARK
NO CURRENT APPLICATION**

Trademark	Int'l Class & Goods	Reg./Serial No.	Jurisdicti on
MET-RX BASE	5, Food and Nutritional Supplements	74-431165	U.S.
MET-RX PLUS	5, Nutritional Supplements	74-431212	U.S.
ENGINEERED FOODS	5, Nutritional Supplements 30, Food	74-608784	U.S.
Food Has Evolved	5, Nutritional Supplements 25, Clothing 28, Athletic Equipment 30, Food	74-674350	U.S.
MET-RX Juice Cafe & Design	42, Restaurants and Retail Stores	2,055,415	U.S.
Changing The Way America Eats	5, Nutritional Supplements 25, Clothing 28, Athletic Equipment 30, Food	75-122138	U.S.
PLUS MKP	5, Nutritional Supplements	75-175721	U.S.
SOMA		None	U.S.
MET-RX Takes The Guess Work Out of Nutrition	5, Nutritional Supplements	None	U.S.

VEHOU03:190606.1