

**PATENT ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
UBS AG, Stamford Branch	06/07/2007
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Ableco Finance LLC, as agent
<b>Street Address:</b>	299 Park Avenue
<b>Internal Address:</b>	22nd Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10022
<b>PROPERTY NUMBERS Total: 2</b>	
<b>Property Type</b>	<b>Number</b>
Application Number:	10229952
Application Number:	10994952
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(212)593-5955
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	212-756-2494
<b>Email:</b>	watt.wanapha@srz.com
<b>Correspondent Name:</b>	Watt Wanapha
<b>Address Line 1:</b>	919 Third Avenue
<b>Address Line 2:</b>	19th Floor
<b>Address Line 4:</b>	New York, NEW YORK 10022
<b>ATTORNEY DOCKET NUMBER:</b>	014951.0001
<b>NAME OF SUBMITTER:</b>	Watt Wanapha (014951.0001)
Total Attachments: 6 source=Atkins Patent Assignment#page1.tif	

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## PATENT ASSIGNMENT

WHEREAS, UBS AG, STAMFORD BRANCH ("Assignor"), desires to assign to ABLECO FINANCE LLC, a limited liability company duly organized and existing under the laws of the State of Delaware ("Assignee"), all of its right, title and interest in and to the patent applications and registrations therefor set forth in the attached Schedule A, and all of the goodwill of the business symbolized thereby and associated therewith (collectively, the "Patents"); and

WHEREAS, Assignee wishes to acquire all of Assignor's right, title and interest in and to the Patents, and Assignor wishes to assign same to Assignee.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, sells and transfers unto Assignee, its successors and assigns, all of its right, title and interest throughout the world in perpetuity in and to the Patents, including any divisions, continuations, reissues and extensions thereof, together with the right to sue and recover for all past, present and future infringements and other violations of the Patents, the same to be held and enjoyed by Assignee, its successors and assigns to the same extent that such would have been held and enjoyed by Assignor had this assignment not been made.

Assignor hereby covenants and agrees to provide any further necessary documentation and do all further acts reasonably requested by Assignee in this regard to confirm and perfect title in and to the Patents in Assignee, its successors, assigns, or other legal representatives.

Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Patents are more fully set forth in (i) the Patent Security Agreement, dated as of January 10, 2006 (the "Revolving Patent Security Agreement"), by Atkins Nutritionals, Inc. in favor of Assignor, and (ii) the Patent Security Agreement, dated as of January 10, 2006 (the "Term Patent Security Agreement", and together with the Revolving Patent Security Agreement, each an "Agreement" and collectively, the "Agreements"), by Atkins Nutritionals, Inc. in favor of Assignor, the terms and provisions of each such Agreement are hereby incorporated herein by reference as if fully set forth herein.

*Remainder of page intentionally left blank; signature pages to follow.*

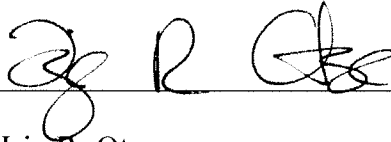
IN WITNESS WHEREOF, Assignor has executed this Patent Assignment as an instrument under seal as of this 7th day of June 2007.

ASSIGNOR: UBS AG, STAMFORD BRANCH



Name: Richard L. Tavrow

Title: Director



Name: Irja R. Otsa

Title: Associate Director

**CERTIFICATE OF ACKNOWLEDGMENT**

STATE OF CONNECTICUT

ss.:

COUNTY OF FAIRFIELD

On this 7th day of June 2007, before me, the undersigned, personally appeared Richard L. Tavrow and Irja R. Otsa, personally known to me or proved to me on the basis of satisfactory evidence to be the individuals whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their capacity, and that by their signatures on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
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[NOTARY SEAL]

Mary E. Evans  
Notary Public  
State of Connecticut  
My Commission Expires  
May 31, 2010

ASSIGNEE:

ABLECO FINANCE LLC

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Name: *Kevin Genda*  
Title: *Vice Chairman*

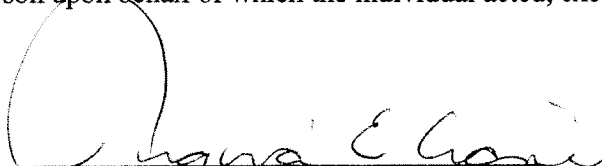
**CERTIFICATE OF ACKNOWLEDGMENT**

STATE OF New York

ss.:

COUNTY OF New York

On this 7<sup>th</sup> day of June 2007, before me, the undersigned, personally appeared Kevin Genda, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
[NOTARY SEAL]

REGINA E. CIANCI  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 60-4676879  
QUALIFIED IN WESTCHESTER COUNTY  
Commission Expires November 30, 2010

**PATENT REGISTRATIONS AND PATENT APPLICATIONS**

**United States Patent Applications:**

<b>Owner</b>	<b>Application No.</b>	<b>Application Date</b>	<b>Title</b>
Atkins Nutritionals, Inc.	10/229,952	August 28, 2002	Methods and Systems for Determining and Controlling Glycemic Responses
Atkins Nutritionals, Inc.	10/994,952	November 19, 2004	Low Glycemic Alcoholic Beverages and Methods for Making Same