

10-25-2000



RECORDATION NUMBER 101496648 ET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New 9-29-00

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

10/26/2000 MTHAI1 00000081 1973830

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,973,830"/>	<input type="text" value="1,515,638"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$


Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Brian Haveson, President  9/28/00

Name of Person Signing Signature Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

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ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS

A. Nestlé USA, Inc., a Delaware corporation ("NUSA"), and nutrisystem.com inc., a Delaware corporation ("Buyer"), have entered into that certain Asset Purchase Agreement, dated as of August 25, 2000 (the "Asset Purchase Agreement"), pursuant to which NUSA has agreed to sell, and Buyer has agreed to buy, certain assets; and

B. Société des Produits Nestlé S.A., a Société Anonyme organized under the laws of Switzerland ("SPN"), Nestec Ltd., a corporation organized under the laws of Switzerland (collectively, "Seller"), NUSA and Buyer have entered into that certain Intellectual Property Purchase Agreement, dated as of August 25, 2000 (the "Intellectual Property Purchase Agreement"), pursuant to which Seller has agreed to sell to NUSA, and NUSA has agreed to buy from Seller, and simultaneously with such sale and purchase, NUSA has agreed to sell to Buyer, and Buyer has agreed to buy from NUSA, certain intellectual property, including the trademarks set forth on Schedule A hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, SPN hereby assigns and transfers to NUSA and, simultaneously with such assignment and transfer, NUSA hereby assigns and transfers to Buyer all of its right, title and interest in and to (i) the Transferred Intellectual Property, including the trademarks set forth on Schedule A hereto, as defined in the Intellectual Property Purchase Agreement and the goodwill associated therewith and (ii) the trade dress used by NUSA in connection with the sale of products that are labeled with the "SWEET SUCCESS" trademark; *provided, however*, that such assignments and transfers to NUSA and Buyer, respectively, do not include, and SPN expressly retains, SPN's right, title and interest in and to any and all Excluded Intellectual Property (as defined in the Intellectual Property Purchase Agreement) owned or possessed by SPN.

(signature page follows)

Dated as of this 25th day of August, 2000.

SOCIÉTÉ DES PRODUITS NESTLÉ S.A.

By: _____

Name: _____

Title: _____

NESTLÉ USA, INC.

By:  _____

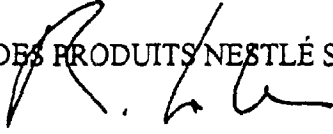
Name: Peter Argentine

Title: Executive Vice President and
Chief Financial Officer

(Assignment of Intellectual Property Rights)

Dated as of this 25th day of August, 2000.

SOCIÉTÉ DES PRODUITS NESTLÉ S.A.

By: 

Name: Roman Vuille

Title: Vice President

NESTLÉ USA, INC.

By: _____

Name: _____

Title: _____

(Assignment of Intellectual Property Rights)

TRADEMARK
REEL: 002160 FRAME: 0684

SCHEDULE A

Trademark	Regis. No.	Issue Date	Goods	Next renewal	Owner
SWEET SUCCESS (United States Trademark)	1,973,830	May 14 1996	Dietary drink to be used as a replacement for a complete meal, or otherwise, for weight control	May 14 2006	SPN
SWEET SUCCESS (United States Trademark)	1,515,638	Dec 6 1988	Candy	Dec 6 2008	SPN
SWEET SUCCESS (Canadian Trademark)	TMA388966	Sept 13 1991	Candy		SPN