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COVER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commission

1 the attached original documents or copy thereof.

1. Name of conveying party(ies):

Weight Watchers International, Inc.

62601

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

May 16, 2000

Execution Date: _____ Effective: Sept. 29, 1999

2. Name and address of receiving party(ies)

Name: H. J. Heinz Company

Internal Address: _____

Street Address: 1062 Progress Street

City: Pittsburgh State: PA ZIP: 15212

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Pennsylvania
- 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Schedule A attached

Additional numbers attached? Yes No

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

Name: Dean A. Bierkan, Esq.

Internal Address: H. J. Heinz Company

Street Address: 1062 Progress Street

City: Pittsburgh State: PA ZIP: 15212

6. Total number of applications and registrations involved: _____

41

7. Total fee (37 CFR 3.41).....\$ 1,040.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

08-1631

(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.

Dean A. Bierkan

Name of Person Signing

Signature

06/25/2001

Date

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

4

SCHEDULE A

Page 1 of 2

TRADEMARKS – UNITED STATES**REGISTRATIONS**

<u>Trademark</u>	<u>Registration No.</u>	<u>Regn. Date</u>
Arctic D'Lites	1,903,730	07/04/1995
Chocolate Mint Treat	1,299,225	10/09/1984
Cholesterol Watchers	1,281,762	06/12/1984.
Cookie Dough Craze	1,893,715	05/09/1995
Daily Basics	1,848,951	08/09/1994
Frosted Treat	1,274,468	04/17/1984
Grand Collection	1,496,041	07/12/1988
Health Watchers	1,425,853	01/20/1987
Keep Your Balance	2,252,004	06/08/1999
Lose 10 lbs America Challenge And Design	2,034,070	01/28/1997
Oh! So Very Vanilla!	1,907,903	07/25/1995
Orange Vanilla Treat	1,266,802	02/14/1984
Personal Cuisine	1,652,768	07/30/1991
Personal Cuisine	1,663,542	11/05/1991
Positively Praline Crunch	1,891,805	04/25/1995
Reckless Rocky Road	1,900,048	06/13/1995
Salad Celebrations	1,903,712	07/04/1995
Smart Ones	1,871,763	01/03/1995
Smart Ones	1,911,590	08/15/1995
Smart Ones	2,204,080	11/17/1998
Smart Options	1,893,490	05/09/1995
Smart Options	2,026,467	12/31/1996
Smart Snackers	1,941,477	12/12/1995
Smart Snackers	1,945,994	01/02/1996
Sweet Celebrations	1,837,439	05/24/1994
Total Indulgence, Zero Guilt	1,901,085	06/20/1995
Total Indulgence, Zero Guilt	1,926,963	10/17/1995
Triple Chocolate Tornado	1,893,714	05/09/1995
Ultimate 90	1,566,171	11/14/1989

40970

TRADEMARK
REEL: 002318 FRAME: 0680

TRADEMARKS – UNITED STATES

REGISTRATIONS

<u>Trademark</u>	<u>Registration No.</u>	<u>Regn. Date</u>
Waist Watcher	1,380,689	01/28/1986
Weight Watcher	715,515	05/16/1961
Weight Watchers	826,163	03/21/1967
Weight Watchers	855,654	08/27/1968
Weight Watchers	868,745	04/29/1969
Weight Watchers	903,957	12/08/1970
Weight Watchers	1,331,149	04/16/1985
Weight Watchers	1,331,135	04/16/1985
Weight Watchers	1,331,082	04/16/1985
Weight Watchers	1,350,910	07/23/1985
Weight Watchers	1,684,274	04/28/1992
Weight Watchers (Script)	1,513,739	11/22/1988
Weight Watchers Chocolate Treat	1,484,467	04/12/1988

ASSIGNMENT

WHEREAS, Weight Watchers International, Inc., a Virginia corporation, with offices located at 175 Crossways Park West, Woodbury, New York 11797-2055, U.S.A., is the owner of certain trademarks and registrations and applications in the United States, a list of which is attached hereto as Schedule A; and

WHEREAS, H. J. Heinz Company, a Pennsylvania corporation, with offices located at 1062 Progress Street, Pittsburgh, Pennsylvania 15212, U.S.A., is desirous of acquiring all right, title and interest in and to the trademarks and registrations and applications in the United States;

NOW, THEREFORE, for good and valuable consideration, Weight Watchers International, Inc. does hereby assign unto H. J. Heinz Company all right, title and interest in and to the said trademarks and registrations and applications in the United States set forth in Schedule A, together with any goodwill symbolized by said trademarks, and said registrations and said applications for said trademarks.

Dated this 16 day of May, 2000, to be effective as of September 29, 1999.

WEIGHT WATCHERS INTERNATIONAL, INC.

(corporate seal)

By: *Robert W. Hollweg*
Name: Robert W. Hollweg
Title: Vice President, Secretary & General Counsel

*State of New York
County of Nassau*

Subscribed and sworn to before me this 16th day May, 2000.

Maura T. Celetano
Notary Public

(Notary seal)

MAURA T. CELENTANO
NOTARY PUBLIC, State of New York
No. 01CE4973588
Qualified in Nassau County
Commission Expires 10/29/02