

12-19-2003



102627575

12-19-03

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 12-19-03
CitiCapital/American Equipment Leasing

Individual(s) Association
 General Partnership Limited Partnership
 Corporation—State Delaware
 Other _____

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

2. Name and address of receiving party(ies)
Name: ATKINS NUTRITIONALS, INC.
Internal _____
Address: _____
Street Address: 2002 Orville Drive North
City: Ronkonkoma State: NY Zip: 11779

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation – State New York
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Interest in Trademarks

Execution Date: November 25, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
PLEASE SEE THE ATTACHED.

Additional number(s) attached? Yes No

B. Trademark Registration No.(s)
PLEASE SEE THE ATTACHED.

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Claudine Meredith-Goujon
Internal Address: _____
Paul, Weiss, Rifkind, Wharton & Garrison LLP
Street Address: _____
1285 Avenue of the Americas
City: New York State: NY Zip: 10019-6064

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41) _____ \$ 365.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-0706

(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.

Claudine Meredith-Goujon Claudine Meredith-Goujon December 18, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 8

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

12/22/2003 LHWELLER 00000000 500706 2708482

01 FC:0521 40.00 BA
02 FC:0522 325.00 BA

TRADEMARKS

Registration Numbers

1. 2,708,482
2. 2,689,975
3. 2,689,974
4. 2,708,481
5. 2,699,457
6. 2,253,675
7. 2,437,823
8. 2,411,688
9. 2,436,113
10. 2,434,476

TRADEMARK APPLICATIONS

Serial Numbers

1. 76/301/821
2. 76/290,509
3. 76/290,508
4. 76/225,471

Release of Lien on Trademarks

This Release of Lien on Trademarks (the "Release"), dated as of November 25, 2003 is made by CitiCapital/American Equipment Leasing, a division of EAB Leasing Corp. ("Lender"), in favor of Atkins Nutritionals, Inc., a New York corporation ("Grantor").

WHEREAS, Grantor entered into a Loan and Equipment Security Agreement, dated as of December 20, 2001 and recorded in the United States Patent and Trademark Office as of July 8, 2002 at Reel number 2541 and Frame number 0990, pursuant to which Grantor granted to the Lender a security interest in and lien on all right, title and interest of the Grantor in certain trademarks, including the trademark registrations and applications set forth on Schedule A attached hereto (the "Released Trademarks") to secure the performance of certain obligations (the "Obligations");

WHEREAS, the Obligations have now been satisfied, Grantor has requested that the Lender release any and all interest it may have in the Released Trademarks, and the Lender has agreed to do so.

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, the Lender does hereby release, relinquish and discharge its security interest in, to and under the Released Trademarks.

IN WITNESS WHEREOF, the Lender has caused this Release to be duly executed and delivered by its officer thereunto duly authorized as of the date hereinabove set forth.

By: Raymond Rivera
Name: _____
Title: _____

RAYMOND J. RIVERA
Customer Service Rep.
0004999590
HARS
CitiCapital
914-899-7463

STATE OF NY)
) ss:
COUNTY OF) WESTCHESTER

On the 25th day of November, 2003 before me and personally came Raymond Rivera, to me known, who, being by me duly sworn, did depose and say that he resides at HARRISON, NY; that he is Cust. Service Rep. of EAB Leasing Corp. Lender, the lender described in and which executed the above instrument; that he signed his name thereto on behalf of said lender; and that he acknowledged said instrument to be the free act and deed of said lender.

Arthur W. Mergenthaler
Notary Public

ARTHUR W. MERGENTHALER
Notary Public, State of New York
No. 41-4994336
Qualified in Queens County
Commission Expires April 6, 2006

SCHEDULE A

Released Trademarks

Mark	Serial/ Registration No.	Filing Date	Registration Date	Owner
ATKINS CONTROLLED CARBOHYDRATES	76/301,821	August 20, 2001		Atkins Nutritionals, Inc.
ATKINS NUTRITIONAL APPROACH	76/290,509	July 27, 2001		Atkins Nutritionals, Inc..
ATKINS NUTRITIONAL PRINCIPLES	76/290,508	July 27, 2001		Atkins Nutritionals, Inc..
ATKINS DIRECT	2,708,482	March 16, 2001	April 22, 2003	Atkins Nutritionals, Inc.
A ATKINS and Design	2,689,975	March 16, 2001	February 25, 2003	Atkins Nutritionals, Inc.
A ATKINS ENDULGE and Design	76/225,471	March 16, 2001		Atkins Nutritionals, Inc.
ATKINS	2,689,974	March 16, 2001	February 25, 2003	Atkins Nutritionals, Inc.
ATKINS	2,708,481	March 16, 2001	April 22, 2003	Atkins Nutritionals, Inc.
ATKINS	2,699,457	March 16, 2001	March 25, 2003	Atkins Nutritionals, Inc.

Mark	Serial/ Registration No.	Filing Date	Registration Date	Owner
ARTHRI-JOINT	2,253,675	May 22, 1998	June 15, 1999	Atkins Nutritionals, Inc.
ATKINS DIET ADVANTAGE BAR	2,437,823	February 25, 1998	March 27, 2001	Atkins Nutritionals, Inc.
A BASIC #3 and Design	2,411,688	February 25, 1998	December 12, 2000	Atkins Nutritionals, Inc.
DR. ATKINS	2,436,113	February 25, 1998	March 20, 2001	Atkins Nutritionals, Inc.
ATKINS DIET	2,434,476	February 25, 1998	March 13, 2001	Atkins Nutritionals, Inc.