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RECOR TR

DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Bariatrix Products International, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Other Corporation of Canada

2. Name and address of receiving party(ies) Name: Bariatrix Nutrition Inc. Internal Address: Street Address: 4905 Fairway St. City: Lachine, Quebec State: Zip: Canada H8T 1B7 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Corporation of Canada

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: March 4, 2004

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/616414, 76/518152 B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Herbert L. Bello Internal Address: Suite 327 Street Address: One Hollis St. City: Wellesley State: MA Zip: 02482

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41) \$ 65.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 02-1853

DO NOT USE THIS SPACE

9. Signature: Herbert L. Bello Name of Person Signing Signature Date: March 22, 2004 Total number of pages including cover sheet, attachments, and document: 5

03/25/2004 LMUELLER 00000064 75616414 01 FC:0521 40.00 DP 02 FC:0522 25.00 DP

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

TRADEMARK REEL: 002935 FRAME: 0758

ASSIGNMENT OF TRADEMARKS

WHEREAS BARIATRIX PRODUCTS INTERNATIONAL, INC., having its principal place of business at 1125, 50th Avenue, Lachine, Quebec, Canada, H8T 3P3, (hereinafter referred to as the Assignor) is the owner of the entire rights, title and interests in and to the trademarks listed on Schedule "A" (hereinafter referred to as the Trademarks);

WHEREAS BARIATRIX NUTRITION INC., having its principal place of business at 4905 Fairway St., Lachine, Quebec, Canada, H8T 1B7 (hereinafter referred to as the Assignee), is desirous of acquiring the entire ownership rights, title and interests in and to the Trademarks.


NOW, THEREFORE it is agreed as follows:

1. For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, sell, and convey to the Assignee the intent-to-use trademark applications, Serial Nos. 75/616414 and 76/518152, as part of the business, or a portion of the business to which these marks pertain
2. The Assignor also assigns to the Assignee the goodwill of the business associated with the Trademarks, without limitation, including all rights to oppose any trademarks or tradenames or take action against any third party for infringement, past, present or future and, declares that use of the Trademarks by the Assignor is deemed to have been used, for all intents and purposes, by the Assignee and its legal representatives.

SIGNED at Lachine this 4th day of March, 2004.

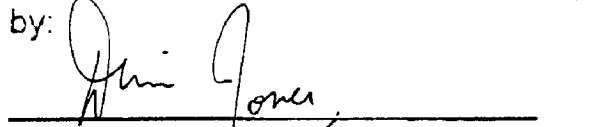
BARIATRIX PRODUCTS INTERNATIONAL, INC. (Assignor)

by:


Name: ROD VEGGER
Title: VICE PRESIDENT

BARIATRIX NUTRITION INC. (Assignee)

by:


Name: DR. DENNIS JONES
Title: Vice President, Scientific Affairs

SCHEDULE « A »

TRADEMARK : THERMOCAPS
DATE OF FILING : JANUARY 6, 1999
FILING NO. : 75616414
O/REF. : 000965-0039/GTR

TRADEMARK : PROTISNAX design
DATE OF FILING : MAY 30, 2003
FILING NO. : 76518152
O/REF. : 000965-0055/GTR

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

MARK : THERMOCAPS

APPLICATION NO. : 75-616 414

APPLICATION DATE : JANUARY 6, 1999

APPLICANT : BARIATRIX NUTRITION INC.

POWER OF ATTORNEY

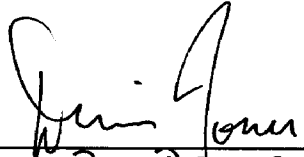
The undersigned hereby appoints Mr. Herbert L. Bello, Attorney at Law, member of the firm HERBERT L. BELLO having its offices at One Hollis Street, Wellesley, Massachusetts, 02482, United States of America, telephone : (781) 235-4457, as its attorney to transact all business in the Patent and Trademark Office in connection with the application, with full power of substitution and revocation, and to receive all documents and PTO communications relating to the application. Applicant simultaneously revokes all previous powers granted.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Applicant appoints HERBERT L. BELLO, whose postal address is One Hollis Street, Wellesley, Massachusetts, 02482, United States of America, as its domestic representative, upon whom Notice of Proceedings or Process may be served.

BARIATRIX NUTRITION INC.

Per :



Name: DR. DENNIS JONES

Title : Vice President, Scientific Affairs.

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

MARK : PROTISNAX (& design)

APPLICATION NO. : 76-518152

APPLICATION DATE : MAY 30, 2003

APPLICANT : BARIATRIX NUTRITION INC.

POWER OF ATTORNEY


The undersigned hereby appoints Mr. Herbert L. Bello, Attorney at Law, member of the firm HERBERT L. BELLO having its offices at One Hollis Street, Wellesley, Massachusetts, 02482, United States of America, telephone : (781) 235-4457, as its attorney to transact all business in the Patent and Trademark Office in connection with the application, with full power of substitution and revocation, and to receive all documents and PTO communications relating to the application. Applicant simultaneously revokes all previous powers granted.

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BARIATRIX NUTRITION INC.

Per :



Name: DR. DENNIS JONES

Title: Vice President, Scientific Affairs