

3/24/04

03-26-2004



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RECORDED

DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):
Bariatrx Products International, Inc.
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[] Corporation-State
[] Other Corporation of Canada
Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies)
Name: Bariatrx 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
[x] Other Corporation of Canada
If assignee is not domiciled in the United States, a domestic representative designation is attached: [x] Yes [] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance:
[x] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other
Execution Date: September 29, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/319222, 76/490480
Additional number(s) attached [x] Yes [] No

B. Trademark Registration No.(s) 1,676,530; 1,721,345; 1,926,263; 2,004,499;
Additional number(s) attached [x] 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: 20
7. Total fee (37 CFR 3.41): \$ 515
[x] 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: 25

03/25/2004 LNUELLER 00000065 75319222

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

01 FC:4521 40.00 OP
02 FC:4522 475.00 OP

**ATTACHMENT TO
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

4. Application number(s) or registration number(s):

B. Trademark Registration No.(s)

2,004,500

2,040,068

2,174,679

2,178,151

2,211,344

2,220,155

2,232,459

2,254,639

2,277,040

2,289,712

2,601,309

2,614,144

2,616,162

2,616,750

75 319 222

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

MARK : SMARTFUEL

APPLICATION NO. : 75-319222

APPLICATION DATE : JULY 3, 1997

REGISTRANT : BARIATRIX NUTRITION INC.

POWER OF ATTORNEY

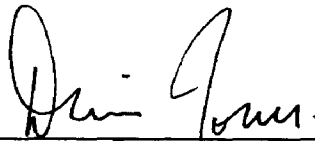
The undersigned hereby appoints Mr. Herbert L. Bello, Attorney at Law, member of the firm HERBERT L. BELLO having its offices at One Hollis Street, Wellesley, Massachusetts, 02482, United States of America, telephone : (781) 235-4457, as its attorney to transact all business in the Patent and Trademark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

TRADEMARK

REEL: 002935 FRAME: 0864

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.

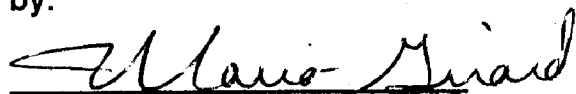
NOW, THEREFORE it is agreed as follows:

1. For good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the Assignor assigns and transfers to the Assignee its entire rights, title and interests in and to the Trademarks.
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 29th day of September 2003.

BARIATRIX PRODUCTS INTERNATIONAL, INC. (Assignor)

by:

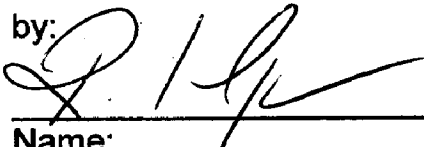


Name: MARIO GIRARD

Title: G.M. & C.F.O

BARIATRIX NUTRITION INC. (Assignee)

by:



Name:

Title: SECRETARY

SCHEDULE « A »

1.	76-130043	2614144	BARI-CAL
2.	74-146715	1721345	BARI-EFA
3.	76-130044	2616750	BARI-VIT
4.	75-275072	2178151	BIOFIX
5.	75-275074	2277040	BUZ FORMULA RN
6.	75-018048	2040068	NUTRI-15
7.	75-319221	2220155	PRO FIX
8.	76-490480		PROTI MEAL
9.	75-018047	2004500	PROTI-15
10.	74-141964	1676530	PROTI-BAR
11.	75-018041	2004499	PROTI-MAX
12.	75-319222		SMART FUEL
13.	75-095027	2601309	SNACKERGY
14.	74-459949	1926263	THERMOBAR
15.	75-616413	2616162	THERMOBURNER
16.	74-503942	2289712	THERMODIET
17.	74-582015	2232459	THERMODRINK
18.	75-018049	2254639	THERMOSHAKE
19.	74-599976	2211344	THERMOTEA
20.	75-275073	2174679	WARPAIDE

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