

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Stadt Corporation		12/31/2004	CORPORATION: FLORIDA

**RECEIVING PARTY DATA**

Name:	Stadt Holdings Corporation
Street Address:	60 Flushing Avenue
City:	Brooklyn
State/Country:	NEW YORK
Postal Code:	11205
Entity Type:	CORPORATION: NEW YORK

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Serial Number:	78263946	SLENDER
Registration Number:	2536696	NATRATASTE
Registration Number:	2161562	SWEET ONE
Registration Number:	2123709	NATRA TASTE
Registration Number:	1593225	SWEET ONE
Registration Number:	1537068	NATRA-TASTE
Registration Number:	850298	SLENDER SWEET

**CORRESPONDENCE DATA**

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OP \$190.00 78263946

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NAME OF SUBMITTER: Amy F. Divino

Signature: /afd/

Date: 02/07/2005

Total Attachments: 4  
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**TRANSFER BY MERGER**

WHEREAS, by a Certificate of Merger filed December 31, 2004, Stadt Corporation ("Stadt Corporation"), a corporation organized and existing under the laws of the State of Florida, having a place of business at 2 Cumberland Street, Brooklyn, New York 11205, merged with and into Stadt Holdings Corporation ("Stadt Holdings"), a corporation organized and existing under the laws of the State of New York, having a place of business at 60 Flushing Avenue, Brooklyn, New York 11205; and

WHEREAS, all prior- and after- acquired assets and property of Stadt Corporation, including the trademarks, and the pending application (and any registration resulting therefrom) and issued registrations identified in Exhibits 1 and 2 annexed hereto, became vested in Stadt Holdings; and

WHEREAS, on December 31, 2004, Stadt Corporation had a bona fide intention to use the trademark identified in Exhibit 1 in commerce in the United States, and Stadt Corporation was the owner of a pending application for registration of said mark under Section 1(b) of the Trademark Act in the United States Patent and Trademark Office; and

WHEREAS, on December 31, 2004, Stadt Corporation had an ongoing and existing business to which the trademark identified in Exhibit 1 pertains; and

WHEREAS, on December 31, 2004, Stadt Corporation was using the trademarks identified in Exhibit 2 in commerce in the United States, and Stadt Corporation was the owner of issued registrations for said marks in the United States Patent and Trademark Office;

NOW, THEREFORE, in consideration of and in exchange for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Stadt Corporation hereby confirms the vesting of the entire business to which the trademark identified in Exhibit 1 pertains, and the entire right, title and interest in and to the trademarks identified in Exhibits 1 and 2, together with the goodwill of the business symbolized by the trademarks, along with the pending application for registration (and any registration resulting therefrom) and issued registrations thereof, by virtue of said merger in the name of Stadt Holdings.

STADT CORPORATION  
a Florida Corporation

Dated: 2/4/2005

By:

  
Marvin E. Eisenstadt  
President

***EXHIBIT 1***

U.S. Intent-to-Use Trademark Application Owned by Stadt Corporation

Trademark	Application No.	Filing Date
SLENDER	78/263,946	June 18, 2003

**EXHIBIT 2**

U.S. Trademark Registrations Owned by Stadt Corporation

Trademark	Registration No.	Registration Date
NATRATASTE	2,536,696	February 5, 2002
SWEET ONE (Stylized)	2,161,562	June 2, 1998
NATRA TASTE (Stylized)	2,123,709	December 23, 1997
SWEET ONE	1,593,225	April 24, 1990
NATRA-TASTE	1,537,068	May 2, 1989
SLENDER SWEET	850,298	June 4, 1968