TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TRADEMARK ASSIGNMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UBS AG, Stamford Branch		06/07/2007	Bank:

RECEIVING PARTY DATA

Name:	Ableco Finance LLC, as agent
Street Address:	299 Park Avenue
Internal Address:	22nd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	2708482	ATKINS DIRECT
Registration Number:	2689975	A ATKINS
Registration Number:	2689974	ATKINS
Registration Number:	2708481	ATKINS
Registration Number:	2699457	ATKINS
Registration Number:	2253675	ARTHRI-JOINT
Registration Number:	2437823	ATKINS DIET ADVANTAGE BAR
Registration Number:	2411688	A BASIC #3
Registration Number:	2436113	DR. ATKINS
Registration Number:	2434476	ATKINS DIET
Registration Number:	2918447	A ATKINS ADVANTAGE
Registration Number:	2905655	NET CARBS G
Registration Number:	2912139	THE ORIGINAL LOW CARB LIFESTYLE

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Registration Number:	2828890	A ATKINS ENDULGE
Registration Number:	2816938	BASIC #3
Registration Number:	2967774	ATKINS AM CLEANSE
Serial Number:	76504609	THE ORIGINAL LOW CARB LIFESTYLE
Serial Number:	76505090	NET CARBS NET CARBS G
Serial Number:	76401433	ATKINS AT HOME
Serial Number:	76563972	A ATKINS QUICK QUISINE
Serial Number:	76564539	CHOLESTEROL CLEAR
Serial Number:	78408076	ATKINS MORNING START
Serial Number:	78408019	ATKINS CAN HELP
Serial Number:	78408508	ATKINS MORNING START
Serial Number:	78437724	ATKINS NET COUNT
Serial Number:	78398830	THE ORIGINAL CONTROLLED CARB LIFESTYLE
Serial Number:	78509748	NET ATKINS COUNT
Serial Number:	78509724	NET COUNT
Serial Number:	78620112	ATKINS ADVANTAGE
Serial Number:	78620073	ATKINS ENDULGE

CORRESPONDENCE DATA

Fax Number: (212)593-5955

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-756-2494

Email: watt.wanapha@srz.com

Correspondent Name: Watt Wanapha

Address Line 1: 919 Third Avenue

Address Line 2: 19th Floor

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	014951.0001
NAME OF SUBMITTER:	Watt Wanapha (014951.0001)
Signature:	/kc for ww/
Date:	06/19/2007

Total Attachments: 7

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TRADEMARK ASSIGNMENT

WHEREAS, UBS AG, STAMFORD BRANCH ("Assignor"), desires to assign to ABLECO FINANCE LLC, a limited liability company duly organized and existing under the laws of the State of Delaware ("Assignee"), all of its right, title and interest in and to the trademarks and trade names and the applications and registrations therefor set forth in the attached Schedule A, and all common law rights to such trademarks and all of the goodwill of the business symbolized thereby and associated therewith (all collectively, the "Trademarks"); and

WHEREAS, Assignee wishes to acquire all of Assignor's right, title and interest in and to the Trademarks together with the goodwill of the business symbolized thereby and the entire business and/or portion thereof to which the Trademarks pertain.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, sells and transfers unto Assignee its entire right, title and interest throughout the world in perpetuity in and to the Trademarks, including common law rights, together with the goodwill of the business symbolized thereby and the entire business and/or portion thereof to which the Trademarks pertain, and the right to sue and recover for all past, present and future infringements and other violations of the Trademarks, the same to be held and enjoyed by Assignee, its successors and assigns to the same extent that such would have been held and enjoyed by Assignor had this assignment not been made. Assignor hereby covenants and agrees to provide any further necessary documentation and do all further acts reasonably requested by Assignee in this regard to confirm and perfect title in and to the Trademarks in Assignee, its successors, assigns or other legal representatives.

Remainder of page intentionally left blank; signature pages to follow.

IN WITNESS WHEREOF, Assignor has executed this Trademark Assignment as an instrument under seal as of this 7th day of June 2007.

ASSIGNOR: UBS AG, STAMFORD BRANCH

Name: Richard L. Tavrow

Title: Director

Name: Irja R. Otsa

Title: Associate Director

TRADEMARK
REEL: 003564 FRAME: 0141

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF CONNECTICUT

ss.:

COUNTY OF FAIRFIELD

On this 7th day of June 2007, before me, the undersigned, personally appeared Richard L. Tavrow and Irja R. Otsa, personally known to me or proved to me on the basis of satisfactory evidence to be the individuals whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their capacity, and that by their signatures on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Mary E. Evans

[NOTARY SEAL]

Mary E. Evans
Notary Public
State of Connecticut
My Commission Expires
May 31, 2010

TRADEMARK
REEL: 003564 FRAME: 0142

ASSIGNEE: ABLECO FINANCE LLC

Name: Kevin Genda

Title: Vice Chairman

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF New York

COUNTY OF New York ss.:

On this 7th day of June 2007, before me, the undersigned, personally appeared Kevin Garcia, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

[NOTARY SEAL]

REGINA E. CIANCI
NOTARY PUBLIC, STATE OF NEW YORK
NO. 60-4676879
QUALIFIED IN WESTCHESTER COUNTY
Commission Expires November 30, 2010

SCHEDULE A

TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

United States Trademark Registrations:

Owner	Mark	Registration No.	Registration Date
Atkins Nutritionals, Inc.	ATKINS DIRECT	2,708,482	April 22, 2003
Atkins Nutritionals, Inc.	A ATKINS and Design	2,689,975	February 25, 2003
Atkins Nutritionals, Inc.	ATKINS	2,689,974	February 25, 2003
Atkins Nutritionals, Inc.	ATKINS	2,708,481	April 22, 2003
Atkins Nutritionals, Inc.	ATKINS	2,699,457	March 25, 2003
Atkins Nutritionals, Inc.	ARTHRI-JOINT	2,253,675	June 15, 1999
Atkins Nutritionals, Inc.	ATKINS DIET ADVANTAGE BAR	2,437,823	March 27, 2001
Atkins Nutritionals, Inc.	A BASIC #3 and Design	2,411,688	December 12, 2000
Atkins Nutritionals, Inc.	DR. ATKINS	2,436,113	March 20, 2001
Atkins Nutritionals, Inc.	ATKINS DIET	2,434,476	March 13, 2001
Atkins Nutritionals, Inc.	A ATKINS ADVANTAGE and Design	2,918,447	January 18, 2005
Atkins Nutritionals, Inc.	NET CARBS NET CARBS 2G and Design	2,905,655	November 30, 2004
Atkins Nutritionals, Inc.	THE ORIGINAL LOW CARB LIFESTYLE	2,912,139	December 21, 2004
Atkins Nutritionals, Inc.	A ATKINS ENDULGE and Design	2,828,890	April 6, 2004
Atkins Nutritionals, Inc.	BASIC #3	2,816,938	February 24, 2004

Owner	Mark	Registration No.	Registration Date
Atkins Nutritionals, Inc.	ATKINS AM CLEANSE	2,967,774	July 12, 2005

United States Trademark Applications:

Owner	Mark	Application No.	Application Date
Atkins Nutritionals, Inc.	THE ORIGINAL LOW CARB LIFESTYLE	76/504,609	April 8, 2003
Atkins Nutritionals, Inc.	NET CARBS NET CARBS G & Design	76/505,090	April 9, 2003
Atkins Nutritionals, Inc.	ATKINS AT HOME	76/401,433	April 29, 2002
Atkins Nutritionals, Inc.	A ATKINS QUICK QUISINE and Design	76/563,972	December 8, 2003
Atkins Nutritionals, Inc.	CHOLESTEROL CLEAR	76/564,539	December 10, 2003
Atkins Nutritionals, Inc.	ATKINS MORNING START	78/408,076	April 26, 2004
Atkins Nutritionals, Inc.	ATKINS CAN HELP	78/408,019	April 26, 2004
Atkins Nutritionals, Inc.	ATKINS MORNING START and Design	78/408,508	April 27, 2004
Atkins Nutritionals, Inc.	ATKINS NET COUNT	78/437,724	June 18, 2004
Atkins Nutritionals, Inc.	THE ORIGINAL CONTROLLED CARB LIFESTYLE	78/398,830	April 8, 2004
Atkins Nutritionals, Inc.	NET ATKINS COUNT	78/509,748	November 2, 2004
Atkins Nutritionals, Inc.	NET COUNT	78/509,724	November 2, 2004
Atkins Nutritionals, Inc.	ATKINS ADVANTAGE	78/620,112	April 29, 2005
Atkins Nutritionals, Inc.	ATKINS ENDULGE	78/620,073	April 29, 2005

RECORDED: 06/19/2007

TRADEMARK
REEL: 003564 FRAME: 0146