

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Medifast, Inc.		05/02/2005	CORPORATION: MARYLAND

RECEIVING PARTY DATA

Name:	Jason Enterprises, Inc.
Street Address:	11445 Cronhill Drive
City:	Owings
State/Country:	MARYLAND
Postal Code:	21117
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	2376599	TAKE SHAPE
Registration Number:	2808261	MEDSLIM MEDICALLY PRESCRIBED WEIGHT CONTROL RX
Registration Number:	3043425	MAINTAIN BY MEDIFAST
Registration Number:	2910008	FIT! BY MEDIFAST
Registration Number:	2908097	ACTIVE TRIM
Registration Number:	2948283	WOMAN'S WELLBEING
Registration Number:	2727686	YOUR PHYSICIAN'S ANSWER TO WEIGHT MANAGEMENT
Registration Number:	2857344	TAKE SHAPE FOR LIFE
Registration Number:	2873997	SOYLIVING
Registration Number:	2758121	MEDIFAST DIRECT
Registration Number:	1608388	FASTSOUPS
Registration Number:	1610198	YOUR PHYSICIAN'S ANSWER TO WEIGHT CONTROL
Registration Number:	1291774	MEDIFAST
Registration Number:	2285299	FASTSHAKE

OP \$465.00 2376599

Registration Number:	2291136	MEDIFAST
Registration Number:	2349506	ESSENTIAL 1
Registration Number:	1541009	MEDIFAST
Registration Number:	2908098	ALWAYS TRIM

CORRESPONDENCE DATA

Fax Number: (202)628-8844
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-624-2500
Email: cryan@crowell.com
Correspondent Name: William J. Sauers/Crowell & Moring LLP
Address Line 1: P.O. Box 14300
Address Line 4: Washington, DISTRICT OF COLUMBIA 20044-4300

ATTORNEY DOCKET NUMBER:	038156.0000010
NAME OF SUBMITTER:	William J. Sauers
Signature:	/William J. Sauers/
Date:	02/26/2010

Total Attachments: 2
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ASSIGNMENT

This Assignment ("Agreement") is entered into and effective as of May 2, 2005 and between Medifast, Inc., having an office at 11445 Cronhill Drive, Owings Mills, Maryland ("Medifast") and Jason Enterprises, Inc., a Delaware corporation and subsidiary of Medifast, Inc., having an office at 11445 Cronhill Drive, Owings Mills, Maryland ("Jason DE").

WHEREAS, the assets of Jason Enterprises, Inc., a corporation of Texas, having an office at 11445 Cronhill Drive, Owings Mills, Maryland ("Jason TX") were transferred by operation of law to Medifast on October 8, 2004.

WHEREAS, Medifast formed Jason DE as a new wholly-owned subsidiary in Delaware on May 2, 2005 and contributed the assets of Jason TX to Jason DE.

WHEREAS, the parties are entering into this Agreement to confirm such contribution of assets.

The Parties agree as follows:

Article 1 - Definitions


- 1.1 "Marks" shall mean the marks identified on Attachment A hereto.
- 1.2 "Parties" shall mean the entities that, through their duly authorized representatives, having executed this Agreement.

Article 2 - Transfers and Assignments


2.1 **Trademarks.** For good and valuable consideration, Medifast assigned and transferred to Jason DE the entire right, title, and interest in and to the Marks, together with that portion of the goodwill of the business associated with the use of and symbolized by the Marks, all common law rights in the Marks, and all causes of action, past, present, and future for infringement of the Marks.

IN WITNESS WHEREOF, the undersigned as of the effective date first above written, duly executed this Agreement by their respective duly authorized representatives.

Medifast, Inc.

By: 
Name: Brendan Connors
Title: VP Finance

Jason Enterprises, Inc.

By: 
Name: Brendan Connors
Title: VP Finance

Attachment A

Reg. No.	Mark
2,376,599	TAKE SHAPE
2,808,261	MEDSLIM MEDICALLY PRESCRIBED WEIGHT CONTROL RX
3,043,425	MAINTAIN BY MEDIFAST
2,910,008	FIT BY MEDIFAST
2,908,097	ACTIVE TRIM
2,908,098	ALWAYS TRIM
2,948,283	WOMAN'S WELLBEING
2,727,686	YOUR PHYSICIAN'S ANSWER TO WEIGHT MANAGEMENT
2,857,344	TAKE SHAPE FOR LIFE
2,873,997	SOY LIVING
2,758,121	MEDIFAST DIRECT
1,608,388	FAST SOUPS
1,610,198	YOUR PHYSICIAN'S ANSWER TO WEIGHT CONTROL
1,291,774	MEDIFAST
2,285,299	FAST SHAKE
2,291,136	MEDIFAST
2,349,506	ESSENTIAL 1
1,541,009	MEDIFAST