

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nutri/System IPHC, Inc.		11/08/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Manufacturers and Traders Trust Company
Also Known As:	M&T Bank
Street Address:	797 E. Lancaster Avenue
City:	Villanova
State/Country:	PENNSYLVANIA
Postal Code:	19085
Entity Type:	state-chartered banking corporation: NEW YORK

PROPERTY NUMBERS Total: 64

Property Type	Number	Word Mark
Registration Number:	1649795	1-800-321-THIN
Registration Number:	2989084	BODYNOURISH
Registration Number:	2987288	BODYNOURISH
Registration Number:	2934808	EZ PAY
Registration Number:	3878610	FLAVORFULS
Registration Number:	3433149	GLYCEMIC ADVANTAGE
Registration Number:	3872304	MINDSET MAKEOVER
Registration Number:	3654713	MY NUTRISYSTEM MY WAY
Registration Number:	3159784	NOURISH
Registration Number:	3261824	NOURISH
Registration Number:	3261209	NOURISH
Registration Number:	3261204	NOURISH
Registration Number:	3261210	NOURISH

CH \$1615.00 1649795

Registration Number:	3172049	NUCALCIUM
Registration Number:	1902362	NUTRIHANCE
Registration Number:	3178578	NUTRIPEPTIDE
Registration Number:	1251922	NUTRISYSTEM
Registration Number:	1297847	NUTRISYSTEM
Registration Number:	1429657	NUTRISYSTEM
Registration Number:	1731373	NUTRISYSTEM
Registration Number:	1767562	NUTRI/SYSTEM
Registration Number:	1776989	NUTRISYSTEM
Registration Number:	1956649	NUTRISYSTEM
Registration Number:	3251743	NUTRISYSTEM
Registration Number:	3433126	NUTRISYSTEM
Registration Number:	3467401	NUTRISYSTEM
Registration Number:	3519390	NUTRISYSTEM
Registration Number:	3519391	NUTRISYSTEM
Registration Number:	3485829	NUTRISYSTEM ADVANCED
Registration Number:	3485830	NUTRISYSTEM ADVANCED
Registration Number:	3502439	NUTRISYSTEM ADVANCED
Registration Number:	3620019	NUTRISYSTEM ADVANCED
Registration Number:	3709974	NUTRISYSTEM BALANCE
Registration Number:	3965560	NUTRISYSTEM D
Registration Number:	3741847	NUTRISYSTEM FLEX
Registration Number:	3585242	NUTRISYSTEM GOOD CARBS GLYCEMIC INDEX PROGRAM
Registration Number:	3432362	NUTRISYSTEM GOOD CARBS GLYCEMIC INDEX PROGRAM
Registration Number:	3436720	NUTRISYSTEM GOOD CARBS GLYCEMIC INDEX PROGRAM
Registration Number:	3895043	NUTRISYSTEM MY WAY
Registration Number:	3159782	NUTRISYSTEM NOURISH
Registration Number:	3450769	NUTRISYSTEM NOURISH
Registration Number:	3163376	NUTRISYSTEM NOURISH
Registration Number:	3710155	NUTRISYSTEM SELECT
Registration Number:	3436912	NUTRISYSTEM SILVER
Registration Number:	3432900	PERFECTLY PORTIONED FOR WEIGHT LOSS
Registration Number:	3518672	PERFECTLY PORTIONED FOR WEIGHT LOSS
Registration Number:	3746085	SELECT7
Registration Number:	3100874	SURE START

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REEL: 004918 FRAME: 0444

	3131848	SURE START
Registration Number:	3159825	THE GOOD CARB ANSWER
Registration Number:	3135065	SLIM AND TONE
Registration Number:	3454451	WIN
Serial Number:	85020324	SLIM AND TONE
Serial Number:	85171885	NUTRIKIDS
Serial Number:	85171876	NUTRIKIDS
Serial Number:	85290067	PERFECT PORTIONS
Serial Number:	85403858	NUTRISYSTEM EVERYDAY
Serial Number:	85403868	NUTRISYSTEM EVERYDAY
Serial Number:	85403882	NUTRISYSTEM EVERYDAY
Serial Number:	85403899	NUTRISYSTEM EVERYDAY
Serial Number:	85403783	REAL BALANCED NUTRITION
Serial Number:	85403807	REAL BALANCED NUTRITION
Serial Number:	85403830	REAL BALANCED NUTRITION
Serial Number:	85403851	REAL BALANCED NUTRITION

CORRESPONDENCE DATA

Fax Number: 6106401965
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 610-640-5800
Email: ipdocketing@stradley.com
Correspondent Name: Kevin W. Goldstein
Address Line 1: 30 Valley Stream Parkway
Address Line 4: Malvern, PENNSYLVANIA 19355

ATTORNEY DOCKET NUMBER:	163420-0039
NAME OF SUBMITTER:	Kevin W. Goldstein
Signature:	/kevin goldstein/
Date:	12/13/2012

Total Attachments: 7

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TRADEMARK

**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

Attention: United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated November 8, 2012 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement") and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Manufacturers and Traders Trust Company, as administrative agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

[SIGNATURES CONTINUED ON NEXT PAGE]

Very truly yours,

~~NUTRI/SYSTEM~~ IPHC, INC.

By: 

Name: David D. Clark

Title: Vice President

Acknowledged and Accepted:

**MANUFACTURERS AND TRADERS
TRUST COMPANY**, as Administrative Agent

By: 

Name: Sarah S. Hydak

Title: Assistant Vice President

NUTRISYSTEM US TRADEMARK REGISTRATIONS

Owner	US Registration Mark	Reg Number	Reg Date
Nutri/System IPHC, Inc.	1-800-321-THIN	1,649,795	7/2/1991
Nutri/System IPHC, Inc.	BODYNOURISH	2,989,084	8/30/2005
Nutri/System IPHC, Inc.	BODYNOURISH	2,987,288	8/23/2005
Nutri/System IPHC, Inc.	EZ PAY	2,934,808	3/22/2005
Nutri/System IPHC, Inc.	FLAVORFULLS	3,878,610	11/23/2010
Nutri/System IPHC, Inc.	GLYCEMIC ADVANTAGE	3,433,149	5/20/2008
Nutri/System IPHC, Inc.	MINDSET MAKEOVER	3,872,304	11/9/2010
Nutri/System IPHC, Inc.	MY NUTRISYSTEM MY WAY	3,654,713	7/14/2009
Nutri/System IPHC, Inc.	NOURISH	3,159,784	10/17/2006
Nutri/System IPHC, Inc.	NOURISH	3,261,824	7/10/2007
Nutri/System IPHC, Inc.	NOURISH	3,261,209	7/10/2007
Nutri/System IPHC, Inc.	NOURISH	3,261,204	7/10/2007
Nutri/System IPHC, Inc.	NOURISH	3,261,210	7/10/2007
Nutri/System IPHC, Inc.	NUCALCIUM	3,172,049	11/14/2006
Nutri/System IPHC, Inc.	NUTRIHANCE	1,902,362	7/4/1995
Nutri/System IPHC, Inc.	NUTRIPEPTIDE	3,178,578	11/28/2006
Nutri/System IPHC, Inc.	NUTRISYSTEM	1,251,922	9/22/1983
Nutri/System IPHC, Inc.	nutrisystem	1,297,847	9/25/1984

Owner	US Registration Mark	Reg Number	Reg Date
Nutri/System IPHC, Inc.	nutrisystem	1,429,657	2/17/1987
Nutri/System IPHC, Inc.	NUTRISYSTEM	1,731,373	11/10/1992
Nutri/System IPHC, Inc.	NUTRISYSTEM	1,767,562	4/27/1993
Nutri/System IPHC, Inc.	NUTRISYSTEM	1,776,989	6/15/1993
Nutri/System IPHC, Inc.	NUTRISYSTEM	1,956,649	2/13/1996
Nutri/System IPHC, Inc.	NUTRISYSTEM	3,251,743	6/12/2007
Nutri/System IPHC, Inc.	NUTRISYSTEM	3,433,126	5/20/2008
Nutri/System IPHC, Inc.	NUTRISYSTEM	3,467,401	7/15/2008
Nutri/System IPHC, Inc.	NUTRISYSTEM	3,519,390	10/21/2008
Nutri/System IPHC, Inc.	NUTRISYSTEM	3,519,391	10/21/2008
Nutri/System IPHC, Inc.	NUTRISYSTEM ADVANCED	3,485,829	8/12/2008
Nutri/System IPHC, Inc.	NUTRISYSTEM ADVANCED	3,485,830	8/12/2008
Nutri/System IPHC, Inc.	NUTRISYSTEM ADVANCED	3,502,439	9/16/2008
Nutri/System IPHC, Inc.	NUTRISYSTEM ADVANCED	3,620,019	5/12/2009
Nutri/System IPHC, Inc.	NUTRISYSTEM BALANCE	3,709,974	11/10/2009
Nutri/System IPHC, Inc.	NUTRISYSTEM D	3,965,560	5/24/2011
Nutri/System IPHC, Inc.	NUTRISYSTEM FLEX	3,741,847	1/26/2010

Owner	US Registration Mark	Reg Number	Reg Date
Nutri/System IPHC, Inc.	NUTRISYSTEM GOOD CARBS GLYCEMIC INDEX PROGRAM	3,585,242	3/10/2009
Nutri/System IPHC, Inc.	NUTRISYSTEM GOOD CARBS GLYCEMIC INDEX PROGRAM	3,432,362	5/20/2008
Nutri/System IPHC, Inc.	NUTRISYSTEM GOOD CARBS GLYCEMIC INDEX PROGRAM	3,436,720	5/27/2008
Nutri/System IPHC, Inc.	NUTRISYSTEM MY WAY	3,895,043	12/21/2010
Nutri/System IPHC, Inc.	NUTRISYSTEM NOURISH	3,159,782	10/17/2006
Nutri/System IPHC, Inc.	NUTRISYSTEM NOURISH	3,450,769	6/17/2008
Nutri/System IPHC, Inc.	NutriSystem Nourish (Stylized)	3,163,376	10/24/2006
Nutri/System IPHC, Inc.	NUTRISYSTEM SELECT	3,710,155	11/10/2009
Nutri/System IPHC, Inc.	NUTRISYSTEM SILVER	3,436,912	5/27/2008
Nutri/System IPHC, Inc.	PERFECTLY PORTIONED FOR WEIGHT LOSS	3,432,900	5/20/2008
Nutri/System IPHC, Inc.	PERFECTLY PORTIONED FOR WEIGHT LOSS	3,518,672	10/14/2008
Nutri/System IPHC, Inc.	SELECT7	3,746,085	2/9/2010

Owner	US Registration Mark	Reg Number	Reg Date
Nutri/System IPHC, Inc.	SURE START	3,100,874	6/6/2006
Nutri/System IPHC, Inc.	SURE START (Logo)	3,131,848	8/22/2006
Nutri/System IPHC, Inc.	The Good Carb Answer	3,159,825	10/17/2006
Nutri/System IPHC, Inc.	USA	SLIM AND TONE S&T Reg. Marks	3,135,065
Nutri/System IPHC, Inc.	USA	WIN	3,454,451

NUTRISYSTEM PENDING US TM REGISTRATIONS

Owner	Mark	Serial Number	Class
Nutri/System IPHC, Inc.	Slim and Tone	85-020324	44
Nutri/System IPHC, Inc.	Nutrikids	85-171885	30
Nutri/System IPHC, Inc.	Nutrikids	85-171876	29
Nutri/System IPHC, Inc.	Perfect Portions	85-290067	21
Nutri/System IPHC, Inc.	Nutrisystem Everyday	85-403858	5
Nutri/System IPHC, Inc.	Nutrisystem Everyday	85-403868	29
Nutri/System IPHC, Inc.	Nutrisystem Everyday	85-403882	30
Nutri/System IPHC, Inc.	Nutrisystem Everyday	85-403899	32
Nutri/System IPHC, Inc.	Real Balanced Nutrition	85-403783	5
Nutri/System IPHC, Inc.	Real Balanced Nutrition	85-403807	29
Nutri/System IPHC, Inc.	Real Balanced Nutrition	85-403830	30

Owner	Mark	Serial Number	Class
Nutri/System IPHC, Inc.	Real Balanced Nutrition	85-403851	32