

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	03/05/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Jason Pharmaceuticals, Inc.		03/05/2005	CORPORATION: MARYLAND

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2758121	MEDIFAST DIRECT
Registration Number:	2857344	TAKE SHAPE FOR LIFE
Registration Number:	2808261	MEDSLIM MEDICALLY PRESCRIBED WEIGHT CONTROL RX

CORRESPONDENCE DATA

Fax Number: (202)628-8844
 Phone: 202-624-2500
 Email: afield@crowell.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Correspondent Name: Crowell & Moring LLP
 Address Line 1: P.O. Box 14300
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20044-4300

NAME OF SUBMITTER: William J. Sauers

900203178

**TRADEMARK
 REEL: 004631 FRAME: 0481**

OP \$90.00 2758121

Signature:	/William J. Sauers/
Date:	09/27/2011
Total Attachments: 2 source=Medifast_assign#page1.tif source=Medifast_assign#page2.tif	

ASSIGNMENT

This Assignment ("Agreement") is entered into and effective as of March 5, 2005 between Jason Pharmaceuticals, Inc., having an office at 11445 Cronhill Drive, Owings Mills, Maryland 21117 ("Jason Pharmaceuticals"), and Medifast, Inc., a Maryland corporation having an office at 11445 Cronhill Drive, Owings, Maryland 21117 ("Medifast").

WHEREAS, the assets of Jason Pharmaceuticals, a corporation of Maryland, having an office at 11445 Cronhill Drive, Owings Mills, Maryland were transferred by operation of law to Medifast on or about March 5, 2005.

WHEREAS, the parties are entering into this Agreement to confirm such transfer 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, have executed this Agreement.

Article 2 - Transfers and Assignments

2.1 **Trademarks.** For good and valuable consideration, Jason Pharmaceuticals assigned and transferred to Medifast 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.

Jason Pharmaceuticals, Inc.

By: John Burcham
Name: John Burcham
Title: Compliance Counsel

Medifast, Inc.

By: John Burcham
Name: John Burcham
Title: Compliance Counsel

Attachment A

Trademarks

Registration No.

MEDIFAST DIRECT

2,758,121

TAKE SHAPE FOR LIFE

2,857,344

MEDSLIM

2,808,261

DCACTIVE-14551082.1