

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Arthur S. Agatston</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>SBD Trademark Limited Partnership</u> Internal Address: <u>c/o Greenberg Traurig, P.A.</u> Street Address: <u>5100 Town Center Circle</u> City: <u>Boca Raton</u> State: <u>FL</u> Zip: <u>33486</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input checked="" type="checkbox"/> Limited Partnership <u>Florida</u> <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from 33-BP/maad) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Resubmission - Doc ID No. 900007672</u></p> <p>Execution Date: <u>4/7/2004</u></p>	

<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>78/140408</u> <u>76/548423, 76/548398, 76/548397</u></p>	<p>B. Trademark Registration No.(s) <u>2633433</u></p>
<p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Edward H. Rosenthal, Esq.</u> Internal Address: <u>Frankfurt Kunitz Klein & Selz</u> _____ _____ Street Address: <u>488 Madison Avenue</u> _____ City: <u>New York</u> State: <u>NY</u> Zip: <u>10022</u></p>	<p>6. Total number of applications and registrations involved: 36</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>915</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>06-1839</u></p>
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DO NOT USE THIS SPACE

9. Signature.

Edward H. Rosenthal  5/10/04
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 8

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

- 76/548396
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- 78/387752

TRADEMARK

REEL 002856 FRAME 0254

ANKKUR I CARBUS

ID: 212 758 7954

PAL

ASSIGNMENT OF TRADEMARKS

The Assignment is made as of April 7, 2004, by Arthur S. Agatston, an individual citizen of the United States with an address at 2549 Sunset Drive, Sunset Island No. 2, Miami Beach, Florida 33140 ("ASSIGNOR"), to SBD Trademark Limited Partnership, a limited partnership organized under the laws of the State of Florida with an address at c/o Greenberg Traurig, P.A., 5100 Town Center Circle, Suite 400, Boca Raton, Florida 33486 ("ASSIGNEE").

ASSIGNOR has applied to register or has registered the marks listed on Exhibits A and B attached hereto (hereinafter collectively referred to as the "Marks").

ASSIGNEE is the successor to the portion of the on-going and existing business to which the Marks pertain, and in connection with which ASSIGNOR has a *bona fide* intent to use any of the Marks. For good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, ASSIGNOR hereby transfers, assigns and conveys to ASSIGNEE, ASSIGNOR's entire worldwide right, title and interest in, together with the goodwill of the business symbolized by, the Marks, the registration and pending applications listed on Exhibits A and B and any registrations that issue therefrom, together with all renewals, income, royalties, damages and payments now and hereafter due, including the right to sue for any and all past infringement which may have occurred at any time up to the date of this ASSIGNMENT OF TRADEMARKS. ASSIGNOR also hereby transfers, assigns and conveys to ASSIGNEE the portion of ASSIGNOR's business in connection with which he has a *bona fide* intent to use any of the Marks and the pending applications.

ASSIGNOR hereby covenants and warrants that he has the full right to convey the worldwide right, title, interest, and goodwill by this Instrument, free of any encumbrances, and that no other agreement has been, or will be, executed in conflict herewith.

ASSIGNOR agrees to perform all affirmative acts which may be necessary or desirable to perfect the above-described transfer of the Marks to ASSIGNEE and to maintain said applications and/or registrations before both the United States Patent and Trademark Office and any international trademark office, as well as to cooperate in obtaining and/or providing information required in any proceedings relating to said Marks.

ASSIGNOR further authorizes the Commissioner of Patents and Trademarks of the United States, and the appropriate official in any and all other countries, to issue any and all additional trademark registrations or amended registrations that have been or may be granted upon any application or petition for same, to ASSIGNEE, its successors and/or assigns.

IN WITNESS WHEREOF, ASSIGNOR has executed this Assignment.

ARTHUR S. AGATSTON



Exhibit AU.S. REGISTERED TRADEMARKS

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>CLASSES</u>
SOUTH BEACH DIET	2,633,433	10/8/02	05, 16

U.S. PENDING TRADEMARKS

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>CLASS</u>
SOUTH BEACH DIET	78/140408	7/1/02	16, 42
SOUTH BEACH DIET	76/548423	9/15/03	05
SOUTH BEACH DIET	76/548398	9/15/03	09
SOUTH BEACH DIET	76/548397	9/15/03	16
SOUTH BEACH DIET	76/548396	9/15/03	29
SOUTH BEACH DIET	76/548395	9/15/03	30
SOUTH BEACH DIET	76/548394	9/15/03	32
SOUTH BEACH DIET	76/548393	9/15/03	35
SOUTH BEACH DIET	76/548392	9/15/03	39
SOUTH BEACH DIET	76/548391	9/15/03	41
SOUTH BEACH DIET	76/548390	9/15/03	43
DR. AGATSTON'S SOUTH BEACH DIET	76/572,933	1/28/04	05

Exhibit A (cont'd)U.S. PENDING TRADEMARKS

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>CLASS</u>
DR. AGATSTON'S SOUTH BEACH DIET	76/572,934	1/28/04	09
DR. AGATSTON'S SOUTH BEACH DIET	76/572,935	1/28/04	16
DR. AGATSTON'S SOUTH BEACH DIET	76/572,932	1/28/04	29
DR. AGATSTON'S SOUTH BEACH DIET	76/572,931	1/28/04	30
DR. AGATSTON'S SOUTH BEACH DIET	76/572,930	1/28/04	32
DR. AGATSTON'S SOUTH BEACH DIET	76/572,929	1/28/04	35
DR. AGATSTON'S SOUTH BEACH DIET	76/572,928	1/28/04	39
DR. AGATSTON'S SOUTH BEACH DIET	76/572,927	1/28/04	41
DR. AGATSTON'S SOUTH BEACH DIET	76/572,926	1/28/04	43
CHANGING THE WAY AMERICA EATS	76/575,014	2/9/04	05

Exhibit A (cont'd)U.S. PENDING TRADEMARKS

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>CLASS</u>
CHANGING THE WAY AMERICA EATS	76/575,013	2/9/04	09
CHANGING THE WAY AMERICA EATS	76/575,011	2/9/04	29
CHANGING THE WAY AMERICA EATS	76/575,012	2/9/04	16
CHANGING THE WAY AMERICA EATS	76/575,010	2/9/04	30
CHANGING THE WAY AMERICA EATS	76/575,009	2/9/04	32
CHANGING THE WAY AMERICA EATS	76/575,008	2/9/04	35
CHANGING THE WAY AMERICA EATS	76/575,007	2/9/04	39
CHANGING THE WAY AMERICA EATS	76/575,006	2/9/04	41
CHANGING THE WAY AMERICA EATS	76/575,005	2/9/04	43
SOUTH BEACH LIVING	78/387,731	3/19/04	05
SOUTH BEACH LIVING	78/387,736	3/19/04	29
SOUTH BEACH LIVING	78/387,741	3/19/04	30
SOUTH BEACH LIVING	78/387,752	3/19/04	32

Exhibit B

INTERNATIONAL TRADEMARKS

<u>COUNTRY</u>	<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
Australia	SOUTH BEACH DIET	983396	12/24/03
Brazil	SOUTH BEACH DIET	826219071	1/26/04
Brazil	SOUTH BEACH DIET	826219063	1/26/04
Brazil	SOUTH BEACH DIET	826219055	1/26/04
Canada	SOUTH BEACH DIET	1201038	1/7/04
Czech Republic	SOUTH BEACH DIET	199555	1/2/04
European Union	SOUTH BEACH DIET	3593999	12/23/03
Israel	SOUTH BEACH DIET	169236	12/21/03
Israel	SOUTH BEACH DIET	169237	12/21/03
Israel	SOUTH BEACH DIET	169238	12/21/03
Japan	SOUTH BEACH DIET	113989/2003	12/22/03
Mexico	SOUTH BEACH DIET	636409	1/7/04
Mexico	SOUTH BEACH DIET	636408	1/7/04
Mexico	SOUTH BEACH DIET	636407	1/7/04
Mexico	SOUTH BEACH DIET	636406	1/7/04
Mexico	SOUTH BEACH DIET	636405	1/7/04

Exhibit B (cont'd)INTERNATIONAL TRADEMARKS

<u>COUNTRY</u>	<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
Mexico	SOUTH BEACH DIET	636403	1/7/04
Mexico	SOUTH BEACH DIET	636404	1/7/04
Mexico	SOUTH BEACH DIET	636419	1/7/04
Mexico	SOUTH BEACH DIET	636402	1/7/04
Mexico	SOUTH BEACH DIET	636401	1/7/04
New Zealand	SOUTH BEACH DIET	706407	12/24/03
Norway	SOUTH BEACH DIET	2004 00011	1/2/04