

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SBD Trademark Limited Partnership		08/01/2011	LIMITED PARTNERSHIP: FLORIDA

RECEIVING PARTY DATA

Name:	SBD Holdings Group Corp.
Street Address:	320 Park Avenue, Suite 1600
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 63

Property Type	Number	Word Mark
Registration Number:	2878077	SOUTH BEACH LOBSTERBURGER
Registration Number:	2633433	SOUTH BEACH DIET
Registration Number:	2910278	SOUTH BEACH DIET
Registration Number:	3107235	SOUTH BEACH DIET
Registration Number:	3107236	SOUTH BEACH DIET
Registration Number:	3123993	SOUTH BEACH DIET
Registration Number:	3136234	CHANGING THE WAY AMERICA EATS
Registration Number:	3136235	CHANGING THE WAY AMERICA EATS
Registration Number:	3213757	SOUTH BEACH DIET
Registration Number:	3554508	SOUTH BEACH DIET
Registration Number:	3557916	SOUTH BEACH DIET
Registration Number:	3557917	SOUTH BEACH DIET
Registration Number:	3557922	CHANGING THE WAY AMERICA EATS
Registration Number:	3561446	CHANGING THE WAY AMERICA EATS

TRADEMARK

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Registration Number:	3588906	SOUTH BEACH LIVING
Registration Number:	3644911	SOUTH BEACH LIVING
Registration Number:	3651891	TIDE ME OVER
Registration Number:	3652612	SOUTH BEACH LIVING
Registration Number:	3663963	CHANGING THE WAY AMERICA EATS
Registration Number:	3894868	PROTEIN FIT
Serial Number:	77187364	SOUTH BEACH SOLUTIONS
Serial Number:	77187445	SOUTH BEACH SOLUTIONS
Serial Number:	77187518	SOUTH BEACH SOLUTIONS
Serial Number:	77187528	SOUTH BEACH SOLUTIONS
Serial Number:	77187540	SOUTH BEACH SOLUTIONS
Serial Number:	77187549	SOUTH BEACH SOLUTIONS
Serial Number:	77187569	SOUTH BEACH SOLUTIONS
Serial Number:	77463612	SOUTH BEACH DIET DELIVERED
Serial Number:	77496422	THE DIET THAT TRULY DELIVERS
Serial Number:	77496441	LET THE BEACH COME TO YOU
Serial Number:	77627149	CHANGING THE WAY AMERICA EATS
Serial Number:	77627199	CHANGING THE WAY AMERICA EATS
Serial Number:	77733803	LIFE IS BETTER ON THE BEACH
Serial Number:	77733839	LIFE IS BETTER ON THE BEACH
Serial Number:	77733869	LIFE IS BETTER ON THE BEACH
Serial Number:	77733896	LIFE IS BETTER ON THE BEACH
Serial Number:	77733921	LIFE IS BETTER ON THE BEACH
Serial Number:	77733939	LIFE IS BETTER ON THE BEACH
Serial Number:	77734016	LIFE IS BETTER ON THE BEACH
Serial Number:	77734041	LIFE IS BETTER ON THE BEACH
Serial Number:	77734054	LIFE IS BETTER ON THE BEACH
Serial Number:	77734099	LIFE IS BETTER ON THE BEACH
Serial Number:	77734571	LIFE IS BETTER ON THE BEACH
Serial Number:	77737063	SOUTH BEACH LIVING
Serial Number:	77757573	SOUTH BEACH DIET
Serial Number:	78479437	SOUTH BEACH DIET
Serial Number:	85088824	SOUTH BEACH LIVING
Serial Number:	85088835	SOUTH BEACH LIVING
Serial Number:	85088868	SOUTH BEACH LIVING

	85088899	SOUTH BEACH LIVING
Serial Number:	85088903	SOUTH BEACH LIVING
Serial Number:	85088906	SOUTH BEACH LIVING
Serial Number:	85088910	SOUTH BEACH LIVING
Serial Number:	85088914	SOUTH BEACH LIVING
Serial Number:	85108980	SOUTH BEACH HEALTHY
Serial Number:	85108986	SOUTH BEACH HEALTHY
Serial Number:	85108990	SOUTH BEACH HEALTHY
Serial Number:	85108991	SOUTH BEACH HEALTHY
Serial Number:	85108993	SOUTH BEACH HEALTHY
Serial Number:	85108998	SOUTH BEACH HEALTHY
Serial Number:	85109001	SOUTH BEACH HEALTHY
Serial Number:	85109006	SOUTH BEACH HEALTHY
Serial Number:	85109010	SOUTH BEACH HEALTHY

CORRESPONDENCE DATA

Fax Number: (212)446-6460
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2124464800
Email: hayley.smith@kirkland.com
Correspondent Name: Hayley Smith, Senior Legal Assistant
Address Line 1: Kirkland & Ellis LLP
Address Line 2: 601 Lexington Avenue
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	40514-107
NAME OF SUBMITTER:	Hayley Smith
Signature:	//Hayley Smith//
Date:	08/09/2011

Total Attachments: 8
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EXHIBIT A
TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of August 1, 2011 ("Effective Date") by and between SBD TRADEMARK LIMITED PARTNERSHIP, a Florida limited partnership ("Assignor"), and SBD HOLDINGS GROUP CORP., a Delaware corporation ("Assignee").

WHEREAS, Assignor is the exclusive owner of the trademark registrations and the applications for trademark registration set forth on Schedules A and B (collectively, the "Marks");

WHEREAS, Assignor wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, all right, title and interest in and to the Marks, together with the goodwill associated therewith; and

WHEREAS, the Marks are being transferred together with the assets of the business to which they relate, which business is ongoing.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby contributes and otherwise conveys, assigns, transfer and delivers to Assignee the entire worldwide right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, including, without limitation, any translations, adaptations, derivations and combinations thereof and renewals in connection therewith, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement, dilution or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor hereby requests the United States Commissioner of Patents and Trademarks and all other applicable state, local or any other U.S., foreign or multi-national trademark registries or other governmental entities to record Assignee as the assignee and owner of the Marks.

All questions concerning the construction, validity and interpretation of this Assignment and schedules hereto shall be governed by and construed in accordance with the internal laws of the State of New York, without giving effect to any choice of law or conflict of law provision or rule that would cause the application of the laws of any jurisdiction other than the State of New York.

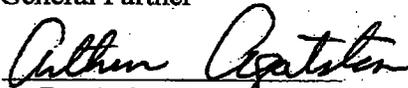
This Assignment may be signed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date:

SBD TRADEMARK LIMITED PARTNERSHIP

By: SBD Trademark, Inc.

Its: General Partner

By: 

Name: Dr. Arthur Agatston

Title: President

SBD HOLDINGS GROUP CORP.

TRADEMARK

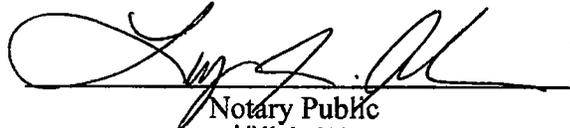
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NOTARIAL CERTIFICATE

UNITED STATES OF AMERICA)
STATE OF New York : ss.:
CITY/COUNTY OF New York)

I, Liya A. Ali, the undersigned Notary Public do hereby certify that Dr. Arthur Agatston, as President of SBD Trademark, Inc., the General Partner of SBD TRADEMARK LIMITED PARTNERSHIP, a Florida limited partnership, who signed the foregoing Assignment document, was authorized on the 1st day of August 2011, to execute the foregoing Assignment document on behalf of SBD TRADEMARK LIMITED PARTNERSHIP, and to me acknowledged that he/she did sign the said document.

(STAMP AND SEAL)


Notary Public
LIYA A. ALI
Notary Public, State of New York
No. 01AL6061271
Qualified in New York County
Commission Expires July 16, 20 15

SBD HOLDINGS GROUP CORP.

By: *Elise Donahue*
Name: *Elise Donahue*
Title: *Chief Executive Officer*

SCHEDULE A

Country	Mark	Status	App. No./ Reg. No.	App. Date/ Reg. Date
U.S.	CHANGING THE WAY AMERICA EATS	Pending	77/627,149	December 5, 2008
U.S.	CHANGING THE WAY AMERICA EATS	Pending	77/627,199	December 5, 2008
U.S.	CHANGING THE WAY AMERICA EATS	Registered	3,663,963	August 4, 2009
U.S.	CHANGING THE WAY AMERICA EATS	Registered	3,136,235	August 29, 2006
U.S.	CHANGING THE WAY AMERICA EATS	Registered	3,136,234	August 29, 2006
U.S.	CHANGING THE WAY AMERICA EATS	Registered	3,557,922	January 6, 2009
U.S.	CHANGING THE WAY AMERICA EATS	Registered	3,561,446	January 13, 2009
U.S.	LET THE BEACH COME TO YOU	Pending	77/496,441	June 11, 2008
U.S.	LIFE IS BETTER ON THE BEACH	Pending	77/733,803	May 11, 2009
U.S.	LIFE IS BETTER ON THE BEACH	Pending	77/733,839	May 11, 2009
U.S.	LIFE IS BETTER ON THE BEACH	Pending	77/733,869	May 11, 2009
U.S.	LIFE IS BETTER ON THE BEACH	Pending	77/733,896	May 11, 2009
U.S.	LIFE IS BETTER ON THE BEACH	Pending	77/733,939	May 11, 2009
U.S.	LIFE IS BETTER ON THE BEACH	Pending	77/734,016	May 11, 2009
U.S.	LIFE IS BETTER ON THE BEACH	Pending	77/734,099	May 11, 2009
U.S.	LIFE IS BETTER ON THE BEACH	Pending	77/734,571	May 12, 2009
U.S.	LIFE IS BETTER ON THE BEACH	Pending	77/734,041	May 11, 2009

Country	Mark	Status	App. No./ Reg. No.	App. Date/ Reg. Date
U.S.	LIFE IS BETTER ON THE BEACH	Pending	77/734,054	May 11, 2009
U.S.	LIFE IS BETTER ON THE BEACH	Pending	77/733,921	May 11, 2009
U.S.	PROTEIN FIT	Registered	3,894,868	December 21, 2010
U.S.	SOUTH BEACH DIET	Registered	2,910,278	December 14, 2004
U.S.	SOUTH BEACH DIET	Registered	3,554,508	December 30, 2008
U.S.	SOUTH BEACH DIET	Registered	3,213,757	February 27, 2007
U.S.	SOUTH BEACH DIET	Registered	3,107,236	June 20, 2006
U.S.	SOUTH BEACH DIET	Registered	3,107,235	June 20, 2006
U.S.	SOUTH BEACH DIET	Registered	3,557,917	January 6, 2009
U.S.	SOUTH BEACH DIET	Registered	3,557,916	January 6, 2009
U.S.	SOUTH BEACH DIET	Registered	3,123,993	August 1, 2006
U.S.	SOUTH BEACH DIET	Registered	2,633,433	October 8, 2002
U.S.	SOUTH BEACH DIET	Pending	77/757,573	June 11, 2009
U.S.	SOUTH BEACH DIET & Design 	Pending	78/479,437	September 7, 2004
U.S.	SOUTH BEACH DIET DELIVERED	Pending	77/463,612	May 1, 2008
U.S.	SOUTH BEACH HEALTHY	Pending	85/109,010	August 17, 2010
U.S.	SOUTH BEACH HEALTHY	Pending	85/109,006	August 17, 2010
U.S.	SOUTH BEACH HEALTHY	Pending	85/109,001	August 17, 2010
U.S.	SOUTH BEACH HEALTHY	Pending	85/108,998	August 17, 2010
U.S.	SOUTH BEACH	Pending	85/108,993	August 17, 2010

Country	Mark	Status	App. No./ Reg. No.	App. Date/ Reg. Date
	HEALTHY			
U.S.	SOUTH BEACH HEALTHY	Pending	85/108,991	August 17, 2010
U.S.	SOUTH BEACH HEALTHY	Pending	85/108,990	August 17, 2010
U.S.	SOUTH BEACH HEALTHY	Pending	85/108,986	August 17, 2010
U.S.	SOUTH BEACH HEALTHY	Pending	85/108,980	August 17, 2010
U.S.	SOUTH BEACH LIVING	Registered	3,644,911	June 23, 2009
U.S.	SOUTH BEACH LIVING	Registered	3,588,906	March 10, 2009
U.S.	SOUTH BEACH LIVING	Registered	3,652,612	July 7, 2009
U.S.	SOUTH BEACH LIVING	Pending	77/737,063	May 12, 2009
U.S.	SOUTH BEACH LIVING	Pending	85/088,824	July 20, 2010
U.S.	SOUTH BEACH LIVING	Pending	85/088,914	July 20, 2010
U.S.	SOUTH BEACH LIVING	Pending	85/088,835	July 20, 2010
U.S.	SOUTH BEACH LIVING	Pending	85/088,868	July 20, 2010
U.S.	SOUTH BEACH LIVING	Pending	85/088,906	July 20, 2010
U.S.	SOUTH BEACH LIVING	Pending	85/088,899	July 20, 2010
U.S.	SOUTH BEACH LIVING	Pending	85/088,903	July 20, 2010
U.S.	SOUTH BEACH LIVING	Pending	85/088,910	July 20, 2010
U.S.	SOUTH BEACH LOBSTERBURGER	Registered	2878077	August 24, 2004
U.S.	SOUTH BEACH SOLUTIONS	Pending	77/187,569	May 22, 2007
U.S.	SOUTH BEACH	Pending	77/187,549	May 22, 2007

Country	Mark	Status	App. No./ Reg. No.	App. Date/ Reg. Date
	SOLUTIONS			
U.S.	SOUTH BEACH SOLUTIONS	Pending	77/187,540	May 22, 2007
U.S.	SOUTH BEACH SOLUTIONS	Pending	77/187,528	May 22, 2007
U.S.	SOUTH BEACH SOLUTIONS	Pending	77/187,518	May 22, 2007
U.S.	SOUTH BEACH SOLUTIONS	Pending	77/187,445	May 22, 2007
U.S.	SOUTH BEACH SOLUTIONS	Pending	77/187,364	May 22, 2007
U.S.	THE DIET THAT TRULY DELIVERS	Pending	77/496,422	June 11, 2008
U.S.	TIDE ME OVER	Registered	3,651,891	July 7, 2009