

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
Prime Health Dietary Supplements, Inc.		12/29/2011	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	thinkThin, LLC
Street Address:	1650 Palma Drive, #201
City:	Ventura
State/Country:	CALIFORNIA
Postal Code:	93003
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	3494517	THINK
Registration Number:	3260253	THINK!
Registration Number:	3426255	THINK5
Registration Number:	3238771	THINKGREEN
Registration Number:	3426252	THINKTHIN PINK
Registration Number:	3238772	THINKTHIN
Registration Number:	3238773	THINKORGANIC
Registration Number:	3095228	THINKORGANIC!
Registration Number:	3034380	THINK THIN! FOR LOW CARB DIETS
Registration Number:	3342981	THINKPINK
Registration Number:	3162667	THINKENERGY
Registration Number:	3238774	THINKPRODUCTS
Serial Number:	78917250	THINKPROTIEN
Registration Number:	3907690	THINKTHIN CRUNCH

TRADEMARK

Serial Number:	77684766	THINKTHIN BITES
Registration Number:	3965110	THINKPROTEIN
Serial Number:	85135946	THINKTHIN PROTEIN
Serial Number:	85253862	THINK THIN WEIGHT WELLNESS
Serial Number:	85253874	WEIGHT WELLNESS
Serial Number:	85136019	THINKTHIN DELICIOUSLY NATURAL WEIGHT MANAGEMENT
Serial Number:	85282962	GOLDEN CLUSTERS
Serial Number:	85191739	THINKTHIN DELICIOUSLY NATURAL NUTRITION
Serial Number:	85397022	THINKTHIN CRUNCH FRUIT & NUT BARS

CORRESPONDENCE DATA

Fax Number: (617)235-0363
Phone: 617-951-7232
Email: ronald.duvernay@ropesgray.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Alyssa B. Minsky
Address Line 1: Prudential Tower, 800 Boylston Street
Address Line 2: Ropes & Gray LLP
Address Line 4: Boston, MASSACHUSETTS 02199-3600

ATTORNEY DOCKET NUMBER:	SGGP-062-005
NAME OF SUBMITTER:	Alyssa B. Minsky
Signature:	/A Minsky/
Date:	01/13/2012

Total Attachments: 4
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TRADEMARK ASSIGNMENT

This Trademark Assignment ("Trademark Assignment") is made and entered into as of December 29, 2011, by and between Prime Health Dietary Supplements, Inc. d/b/a thinkThin or thinkproducts, a California corporation ("Assignor"), and thinkThin, LLC, a Delaware limited liability company (collectively, "Assignee"). Assignor and Assignee are collectively referred to as the "Parties."

WHEREAS, pursuant to the Contribution Agreement, dated as of December 29, 2011, by and among the Parties (the "Contribution Agreement"), Assignor has assigned all rights, title, and interests in and to the Intellectual Property (as defined in that certain Unit Purchase and Recapitalization Agreement, dated as of November 11, 2011 by and among PHTT Acquisition, Inc., a Delaware corporation, the Assignor and the other sellers party thereto (the "Purchase Agreement")) throughout the world, including the marks listed on Schedule 1 attached hereto, and the goodwill associated with or symbolized by such Marks (collectively referred to as the "Marks"); and

WHEREAS, pursuant to the Contribution Agreement, Assignee has acquired all rights, title and interests in and to the Intellectual Property, including the Marks, and the Parties wish to record such acquisition in all applicable intellectual property offices;

NOW, THEREFORE, for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. Pursuant to the Contribution Agreement, which is incorporated by reference as if fully set forth herein, Assignor hereby assigns, sells, and transfers to Assignee: (1) the entire right, title, and interest in all countries throughout the world in and to the Marks; (2) all goodwill of any business associated with or symbolized by the Marks; (3) all registrations, applications for registration, and extensions thereof; (4) all material records and files related to the Marks; (5) all rights of action accrued and to accrue under and by virtue thereof, including the right to sue and recover for any and all past, present, or future infringement or dilution of the Marks; and (6) the entire right, title, and interest in all convention and treaty rights of all kinds, including all rights of priority in any country of the world, in and to the Marks.

2. This Trademark Assignment is subject to all the terms and conditions of the Contribution Agreement and the Purchase Agreement. Assignor intends that this Trademark Assignment is for recordation purposes only and its terms shall not modify the applicable terms and conditions of the Contribution Agreement or the Purchase Agreement, both of which govern the Parties' rights and interests in and to the Intellectual Property.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned has caused this Trademark Assignment to be duly executed and delivered as of the date first written above.

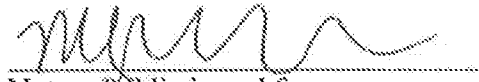
Prime Health Dietary Supplements, Inc.,
as Assignor

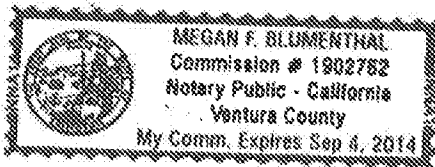
By: 
Name: Lizanne Falsetto
Title: Chief Executive Officer
Address:

STATE OF California
COUNTY OF Ventura

This instrument was executed before me on this 4 day of December, 2011, by Lizanne Falsetto, the Chief Executive Officer of Prime Health Dietary Supplements, Inc., a California corporation, on behalf of said corporation.

WITNESS my hand and official seal.


Notary Public in and for




Megan Blumenthal
Printed or Typed Name of Notary

My Commission Expires 9/4/14

ACKNOWLEDGED AND AGREED:

thinkThin, LLC, as Assignee

By: 
Name: Liliana Falsetto
Title: Chief Executive Officer
Address: 1650 Palma Drive, #201
Ventura, CA 93003

[Signature Page to Trademark Assignment]

TRADEMARK
REEL: 004698 FRAME: 0205

Marks

TRADEMARK NAME	DATE ISSUED/FILED	STATUS	REGISTRATION NUMBER or SERIAL NUMBER
think	September 2, 2008	Registered	3494517
think!	July 10, 2007	Registered	3260253
think5	May 13, 2008	Registered	3426255
thinkGreen	May 8, 2007	Registered	3238771
thinkThin Pink	May 13, 2008	Registered	3426252
thinkThin	May 8, 2007	Registered	3238772
thinkOrganic	May 8, 2007	Registered	3238773
thinkOrganic!	May 23, 2006	Registered	3095228
THINK THIN! FOR LOW CARB DIETS	December 27, 2005	Registered	3034380
THINKPINK	November 27, 2007	Registered	3342981
THINKENERGY	October 24, 2006	Registered	3162667
THINKPRODUCTS	May 8, 2007	Registered	3238774
thinkprotien	August 7, 2007	Registered	78917250
thinkthin crunch	June 6, 2010	Registered	3907690
thinkthin bites	February 2, 2010	Registered	77684766
thinkprotein	May 24, 2011	Registered	3,965,110
thinkthin protein	September 22, 2010	Registered	85135946
Thinkthin Weight Wellness	February 28, 2011	Registered	85253862
Weight Wellness	February 28, 2011	Registered	85253874
Thinkthin Deliciously Natural Weight Management	September 22, 2010	Registered	85136019
Golden Clusters	March 31, 2011	Registered	8528962
Thinkthin Deliciously Natural Nutrition	December 6, 2010	Registered	85191739
thinkThin crunch Fruit & Nut Bars	July 7, 2011	Registered	85397022