

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
D. L. CARR DISTRIBUTORS, INC.		12/31/2011	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	W. F. YOUNG, INC.		
Street Address:	302 BENTON DRIVE		
City:	EAST LONGMEADOW		
State/Country:	MASSACHUSETTS		
Postal Code:	01028		
Entity Type:	CORPORATION: MASSACHUSETTS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1774880	WORK OUT	
CORRESPONDENCE DATA			
Fax Number:	(413)733-4543		
Phone:	(413) 736-5401		
Email:	mdionne@ip-lawyers.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	McCormick, Paulding & Huber LLP		
Address Line 1:	185 Asylum Street, CityPlace II		
Address Line 4:	Hartford, CONNECTICUT 06103		
ATTORNEY DOCKET NUMBER:	6000-0303		
NAME OF SUBMITTER:	Nicholas J. Tuccillo, Esq.		
Signature:	/Nicholas J. Tuccillo/		
Date:	01/30/2012		
Total Attachments: 1 source=60000303Assign#page1.tif			

OP \$40.00 1774880

EXHIBIT II

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademark Rights (the "Agreement"), which shall be fully effective and legally binding as of December 31, 2011, is made by and between D.L. CARR DISTRIBUTORS, INC., a New York corporation having a principal place of business at 44 Woodbury Way, Syosset, New York 11791, hereinafter referred to as "ASSIGNOR", and W. F. YOUNG, INC., a Massachusetts corporation having a principal place of business at 302 Benton Drive, East Longmeadow, Massachusetts 01101, hereinafter referred to as "ASSIGNEE."

WHEREAS, ASSIGNOR currently owns all rights, title, and interest in and to U.S. Trademark Registration No. 1,774,880 for "WORK OUT", and holds all common law rights, title and interests in and to the mark ARTHRI-TOPIC B (wherein both marks are collectively referred to herein as the "Marks");

WHEREAS, ASSIGNOR is desirous of transferring all rights, title, and interests that it holds in the Marks to ASSIGNEE; and

WHEREAS, ASSIGNEE is desirous of acquiring the entire right, title, and interest in the Marks;

NOW THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, ASSIGNOR does hereby assign to ASSIGNEE all of ASSIGNOR's right of ownership in and to the Marks including all right, title and interests in and to the Marks including the goodwill of the business symbolized by the Marks and the right to re-assign the Marks.

This Agreement has been executed in one or more counterparts and each executed copy shall be deemed to be an original, and is to take effect as a sealed instrument.

ASSIGNOR:
D.L. CARR DISTRIBUTORS, INC.

Witness: Michael P. Carr
Michael P. Carr

By Edward J. Carr
Edward J. Carr
Its President

Dated: 12-27-11