

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM334835

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	NUNC PRO TUNC ASSIGNMENT		
<b>EFFECTIVE DATE:</b>	12/03/2014		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
THE B POSITIVE PROJECT		03/11/2015	SOLE PROPRIETORSHIP: MASSACHUSETTS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Fusion, LLC		
<b>Street Address:</b>	64H Concord Street		
<b>City:</b>	Wilmington		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	01887		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: MASSACHUSETTS		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4623660	B MIND BODY SOUL HEART POSITIVE PROJECT	
<b>Registration Number:</b>	4604467	B MIND BODY SOUL HEART	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9104442001		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	910-444-2000		
<b>Email:</b>	tvarnum@brookspierce.com		
<b>Correspondent Name:</b>	Thomas G. Varnum, Esq.		
<b>Address Line 1:</b>	115 North 3rd Street, Suite 301		
<b>Address Line 4:</b>	Wilmington, NORTH CAROLINA 28403		
<b>NAME OF SUBMITTER:</b>	Thomas G. Varnum		
<b>SIGNATURE:</b>	/Thomas G. Varnum/		
<b>DATE SIGNED:</b>	03/11/2015		
<b>Total Attachments: 1</b>			
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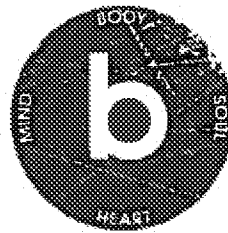
**ASSIGNMENT OF TRADEMARKS AND USPTO REGISTRATIONS**

THIS ASSIGNMENT OF TRADEMARKS AND USPTO REGISTRATIONS is made *nunc pro tunc*, effective as of the 3 day of December, 2014 by and between THE B POSITIVE PROJECT, a Massachusetts sole proprietorship composed of Stephen Martin, a citizen and resident of Watertown, Massachusetts ("Assignor"), and Fusion, LLC, a Massachusetts limited liability company, having a principal place of business at 64H Concord Street, Wilmington, MA 01887 ("Assignee").

WHEREAS, Assignor has adopted, owns and is using the following marks (collectively, the "Marks") in connection with shirts, t-shirts, sweatshirts, pullovers, hoodies, thermal shirts, long sleeve shirts, sweatpants, shorts, tank tops, and headbands:



POSITIVE PROJECT



WHEREAS, Assignor owns a federal registration for each of the Marks on the Principal Register of the United States Patent and Trademark Office (USPTO) in connection with the goods identified therein, (a) Registration No. 4,623,660 registered on October 21, 2014, and (b) Registration No. 4,604,467 registered on September 16, 2014 (collectively, the "Registrations"); and

WHEREAS, it is the parties' mutual desire that, following execution hereof, Assignee own outright and forever all rights, titles and interests in and to the Marks and the Registrations, so that Assignee may freely use, license, assign, or otherwise commercially exploit the same, without interruption or challenge by Assignor;

NOW, THEREFORE, in consideration Ten Dollars (\$10.00 US) paid, as well as the consideration set forth in that certain Asset Purchase Agreement between Assignor and Assignee dated December 3, 2014, and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, Assignor hereby irrevocably, fully, exclusively and finally sells, assigns, bequeaths, conveys, transfers and grants unto Assignee, its successors and assigns, in perpetuity, all of Assignor's rights, title and interests in and to the Marks. The foregoing assignment specifically includes, without limitation, the Registrations and all accumulated goodwill of the Assignee's business associated with the Marks.

**THE B POSITIVE PROJECT  
ASSIGNOR**

By: [Signature]  
Stephen Martin

SUBSCRIBED and SWORN to before me,  
This the 11 day of March, 2015.

[Signature]  
Printed name: Lisa M. Parier  
My Commission Expires: Oct 5, 2018

