

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM350515

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|---|--|-----------------------|---------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Windmill Health Products LLC | | 07/15/2015 | LIMITED LIABILITY COMPANY: NEW JERSEY |
| RECEIVING PARTY DATA | | | |
| Name: | EVINE Live Inc. | | |
| Street Address: | 6740 Shady Oak Road | | |
| City: | Eden Prairie | | |
| State/Country: | MINNESOTA | | |
| Postal Code: | 55344 | | |
| Entity Type: | CORPORATION: MINNESOTA | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3653015 | OPTILIFE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2124684888 | | |
| <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> | | | |
| Phone: | 2124684974 | | |
| Email: | jwildes@dglaw.com | | |
| Correspondent Name: | Joy J. Wildes, Esq. | | |
| Address Line 1: | Davis & Gilbert LLP, 1740 Broadway | | |
| Address Line 4: | New York, NEW YORK 10019 | | |
| ATTORNEY DOCKET NUMBER: | 28619-0007-000 (ASG CJH) | | |
| NAME OF SUBMITTER: | Joy J. Wildes | | |
| SIGNATURE: | /Joy J. Wildes/ | | |
| DATE SIGNED: | 08/05/2015 | | |
| Total Attachments: 1 | | | |
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TRADEMARK ASSIGNMENT

| <u>Mark</u> | <u>Registration No.</u> | <u>Classes/Goods and Services</u> | <u>Registration Date</u> |
|-------------|--------------------------|-----------------------------------|--------------------------|
| OPTILIFE | U.S. Reg. No. 3653015 | Class 05: Dietary supplements | July 14, 2009 |

THIS TRADEMARK ASSIGNMENT ("Assignment") is made and entered as of the date indicated below ("Effective Date") by Windmill Health Products LLC, a New Jersey limited liability company, located at 8 Henderson Drive, West Caldwell, NJ 07006 (Assignor") to EVINE Live Inc., a Minnesota corporation, located at 6740 Shady Oak Road, Eden Prairie, Minnesota 55344 ("Assignee").

WHEREAS, Assignor is the sole and exclusive owner of the entire right, title and interest in and to the Trademarks, including the registration, listed above and all underlying rights therein ("Trademarks"); and

WHEREAS, as of the Effective Date, and pursuant to the terms of the Agreement being entered into concurrently with this summary assignment, Assignor hereby desires to irrevocably assign all of its rights, title and interest in and to the Trademarks, including the goodwill associated with the Trademarks, to Assignee and Assignee desires to receive the assignment of the Trademarks.

NOW, THEREFORE, Assignor agrees as follows:

1. **Assignment.** For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, transfers and conveys to Assignee, all of Assignor's entire right, title, and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, as well as any and all claims, demands, causes of action, rights to sue or other rights occasioned from or because of any and all past infringement of such Trademarks and the right to collect damages therefor, as of the Effective Date.

2. **Successors and Assigns.** This Assignment is binding on Assignor, its successors and assigns, and will inure to the benefit of Assignee, its successors and assigns. Nothing in this instrument, express or implied, is intended or shall be construed to confer upon, or give to, any person, corporation or entity other than Assignee, its successors and assigns, any remedy or claim under or by reason of this instrument, or any terms, covenants or conditions hereof, and all the terms, covenants and conditions in this instrument shall be for the sole and exclusive benefit of Assignee and its successors and assigns.

Date: July 15, 2015

WINDMILL HEALTH PRODUCTS LLC

By: 

Name: Keith Frankel

Title: CEO/President