

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM506768

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BOY RACER, INC.		01/18/2019	Corporation: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	GAMMA ENTERTAINMENT INC.		
<b>Street Address:</b>	3300 Cote-Vertu Suite 406		
<b>City:</b>	Montreal		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	H4R2B7		
<b>Entity Type:</b>	Corporation: CANADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3236476	BURNINGANGEL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>	5143340177		
<b>Email:</b>	copyright@gammae.com		
<b>Correspondent Name:</b>	Jessica Rodrigues		
<b>Address Line 1:</b>	3300 Cote-Vertu		
<b>Address Line 2:</b>	Suite 406		
<b>Address Line 4:</b>	Montreal, QUEBEC H4R2B7		
<b>NAME OF SUBMITTER:</b>	Jessica Rodrigues		
<b>SIGNATURE:</b>	/jessica rodrigues/		
<b>DATE SIGNED:</b>	01/22/2019		
<b>Total Attachments: 38</b>			
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**ASSET PURCHASE AGREEMENT**

**BETWEEN**                    **GAMMA ENTERTAINMENT Inc.** (the “**Purchaser**”), a company organized and existing under the laws of Canada, with its business office located at 3300 Côte-Vertu Blvd., Suite 406, Montréal, QC, H4R 2B7, Canada.

-and-

**BOY RACER INC.** (the “**Seller**”), a corporation with its business office located at P.O. Box 534, North Bellmore, NY, 11710, USA.

**WHEREAS** Purchaser and Seller are collectively referred to as the “**Parties;**”

**WHEREAS** the Purchaser wishes to purchase specific assets of the Business and the Seller agrees to sell these assets to the Purchaser, pursuant to the terms set forth below;

**WHEREAS** this Agreement is directly substantiated by the outcome of a satisfactory due diligence report of the Business;

**WHEREAS** the Parties wish to evidence their agreement in writing with the following terms and conditions;

**NOW THEREFORE** it is agreed:

**1.     DEFINITIONS**

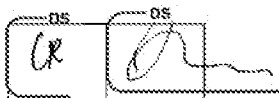
Unless the subject matter or context otherwise requires:

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[REDACTED]

“Intellectual Property” of or pertaining to the Business include all items described in Appendix F.

[REDACTED]

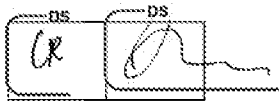
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**2. PURCHASED ASSETS**

2.1 Subject to the terms, conditions, representations and warranties herein, the Seller agrees to sell, assign, convey and transfer to the Purchaser on the Closing Date and with effect therefrom, the undertaking and specified property and assets of the Business as described in this Article 2 (the "**Purchased Assets**") of every kind and description and wheresoever situated to include the foregoing:

2.1.1 Content

[Redacted]

[Redacted]

[Redacted]

[Redacted]

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[Redacted]

[Redacted]

[Redacted]

2.1.2 Contracts

[Redacted]

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- [REDACTED]

### 2.1.3 Intellectual Property

All Intellectual Property listed at Appendix F:

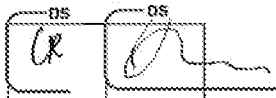
- Directly related to the Business and the Purchased Assets whether registered or not;
- All brands and sub-brands of the Business;
- All rights to modify, sell, sublicense or reassign any Content, trademarks or copyrights as described above;
- Any certificate which registers grants or acknowledges ownership or interests in the Intellectual Property rights in question, and any request for the registration, granting or acknowledgement of ownership or interests in said Intellectual Property rights; and
- All records of copyright infringement claims made to the Seller or the Seller’s DMCA agent within the last three (3) years as well as a detailed account of all current claims and a written account of the procedure of how such claims are handled by the Seller.

### 2.1.4 Software and Technologies

- [REDACTED]
- [REDACTED]
- [REDACTED]

### 2.1.5 Other Interests

- [REDACTED]
- [REDACTED]
- [REDACTED]


  
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**4. PURCHASE PRICE**

4.1 [Redacted text block]

[Redacted text block]

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**5. DELIVERY OF PURCHASED ASSETS**

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5.2

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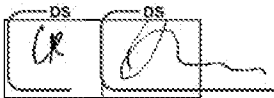
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**6. CLOSING AND CONDITIONS**

6.1

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**7. Additional terms**

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[Redacted]

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7.7 [Redacted]

**8. SELLER REPRESENTATIONS AND WARRANTIES**

8.1 [Redacted]

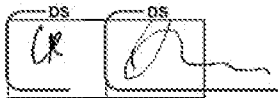
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**9. PURCHASER REPRESENTATIONS AND WARRANTIES**

9.1

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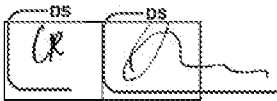
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**10. PURCHASER DEFAULT AND WARRANTY**

10.1 [Redacted text block]

[Redacted text block]

**11. NON-INTERFERENCE**

11.1 [Redacted text block]

[Redacted text block]

**12. NON-COMPETITION**

12.1 [Redacted text block]

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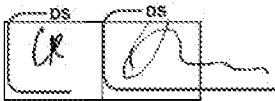
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**13. INDEMNIFICATION**

**13.1** [Redacted]

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**14. GENERAL PROVISIONS**

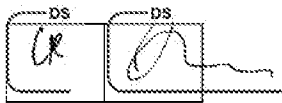
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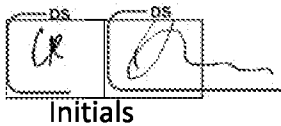
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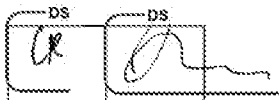
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IN WITNESS WHEREOF, each party to this Agreement has caused it to be executed on the last date indicated below

<b>GAMMA ENTERTAINMENT INC.</b>	<b>BOY RACER INC.</b>
DocuSigned by: <i>Charles Rousseau</i>	DocuSigned by: <i>Joanna Mostov</i>
..... <b>Charles Rousseau</b>	..... <b>Joanna Mostov</b>
Date      1/17/2019	Date      1/18/2019
.....	.....

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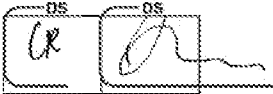
## Appendix A – Domain Names



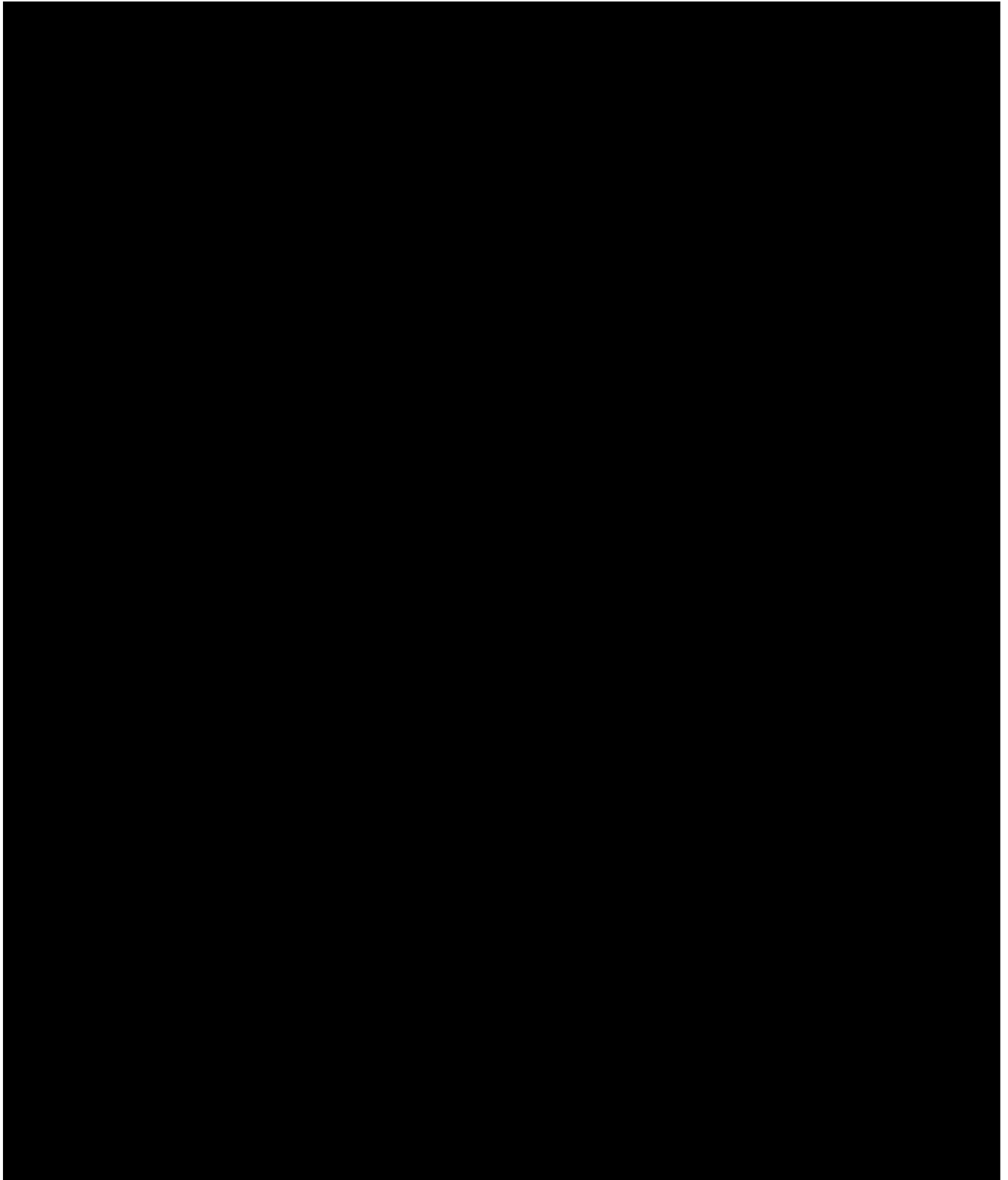
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Two adjacent rectangular boxes containing handwritten initials. The first box contains the letters 'LR' and the second box contains a cursive signature. A horizontal line extends from the right side of the second box.  
Initials

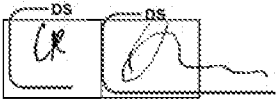
## Appendix B – List of Content

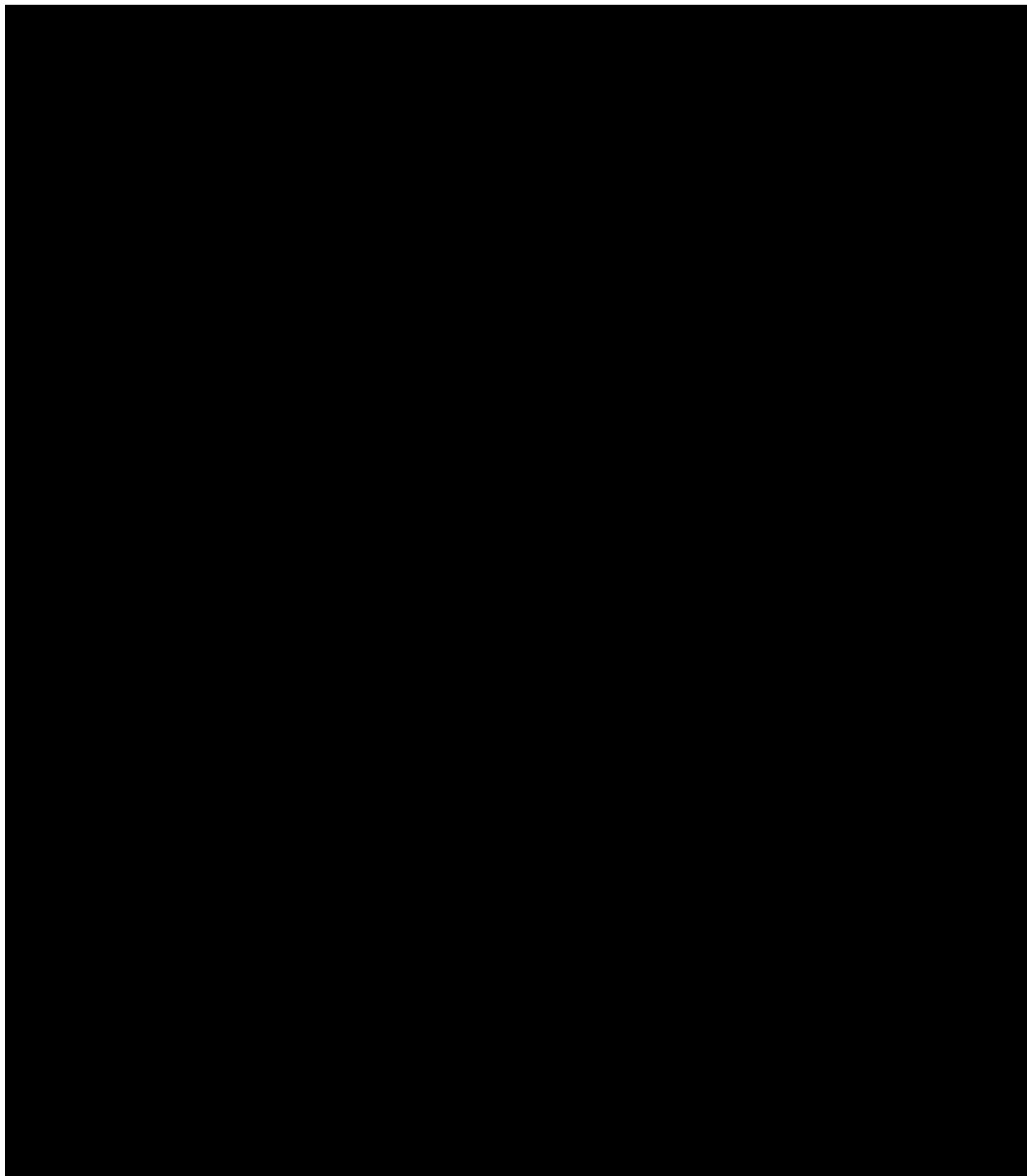


The image shows two boxes, each with a small 'DS' label above it. The first box contains the initials 'CR'. The second box contains a handwritten signature. A horizontal line extends from the right side of the signature box.  
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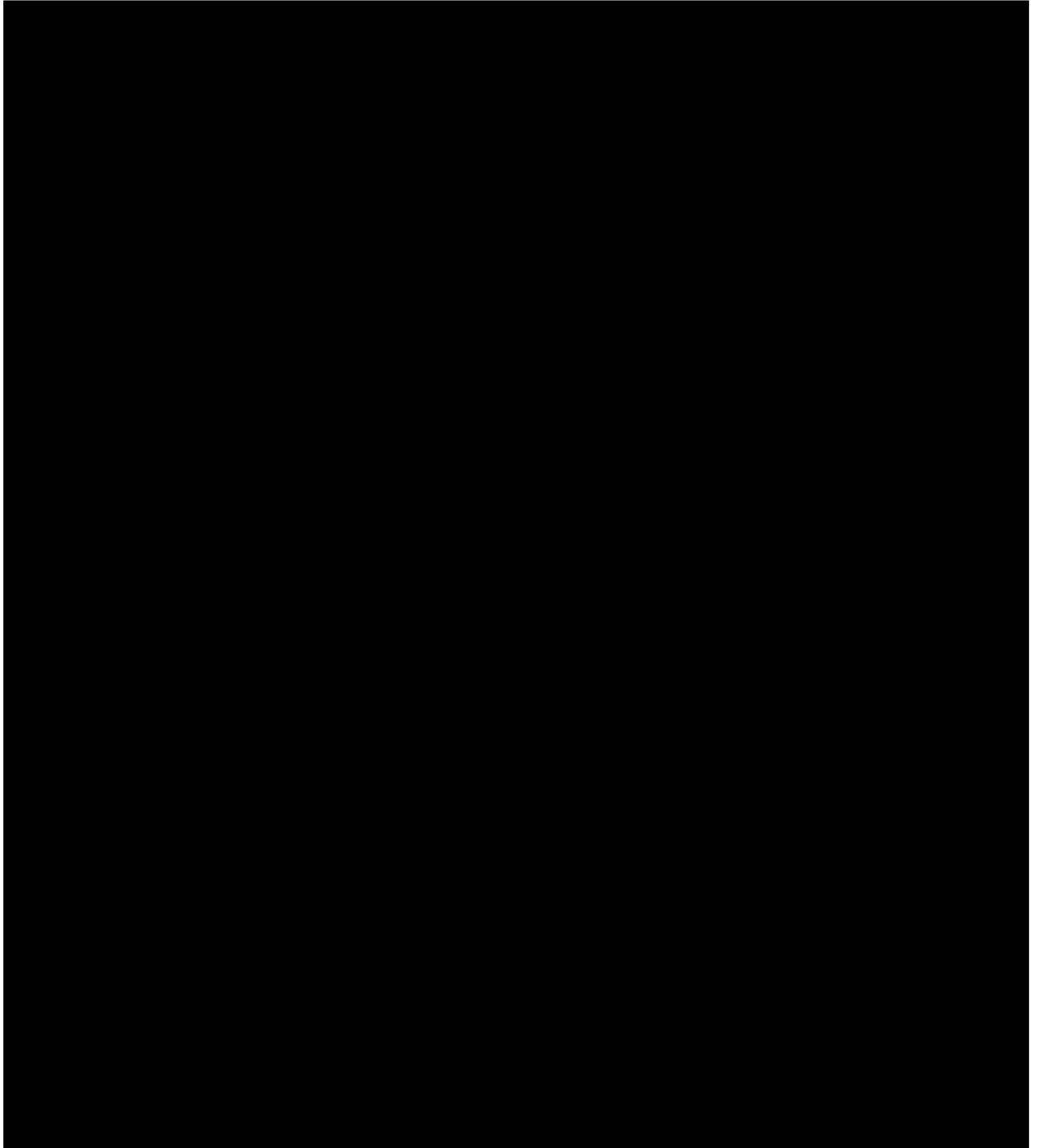
## Appendix C – Due Diligence

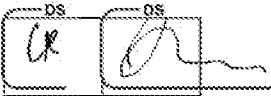


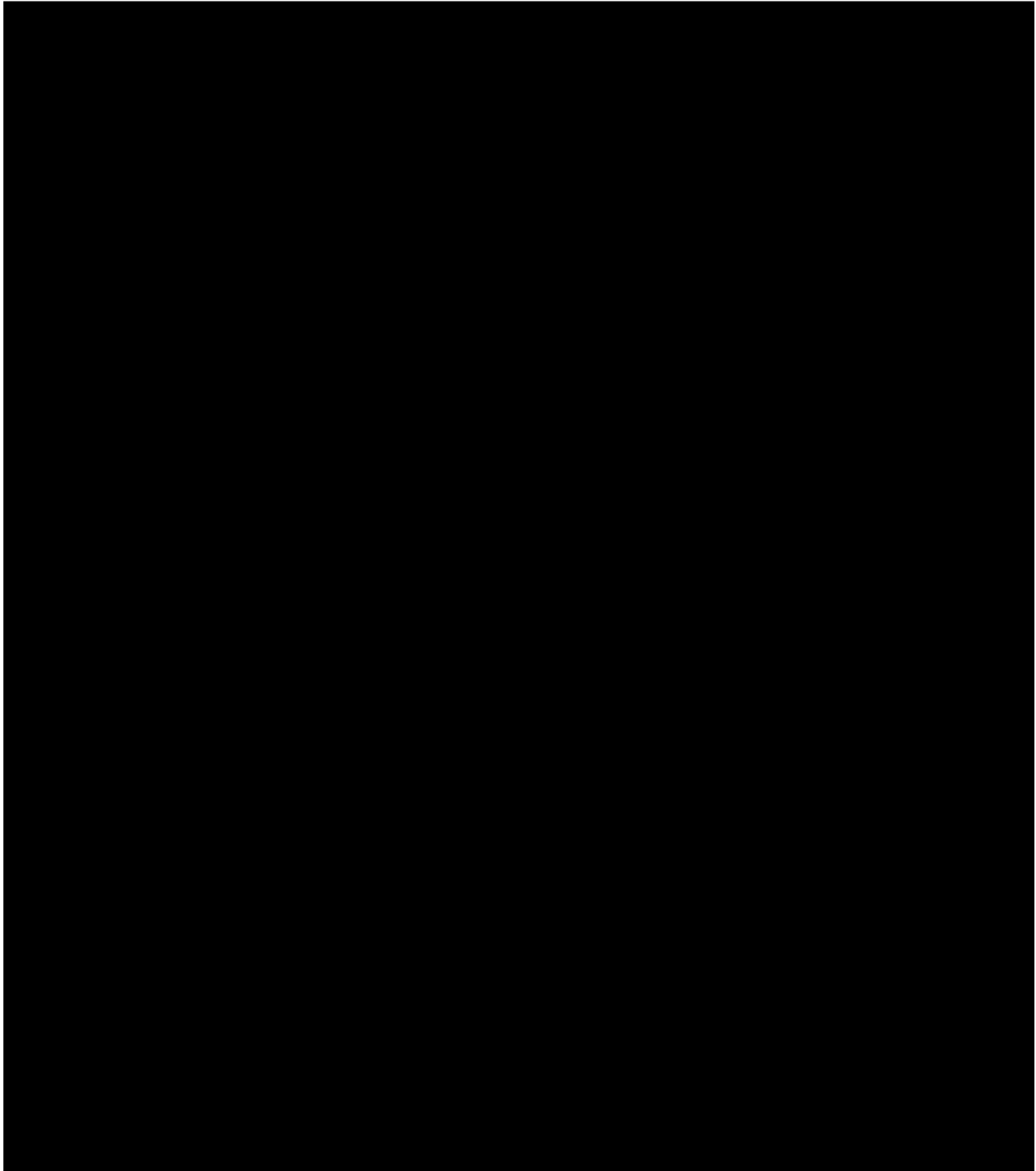
  
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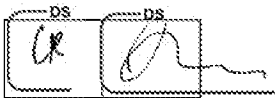


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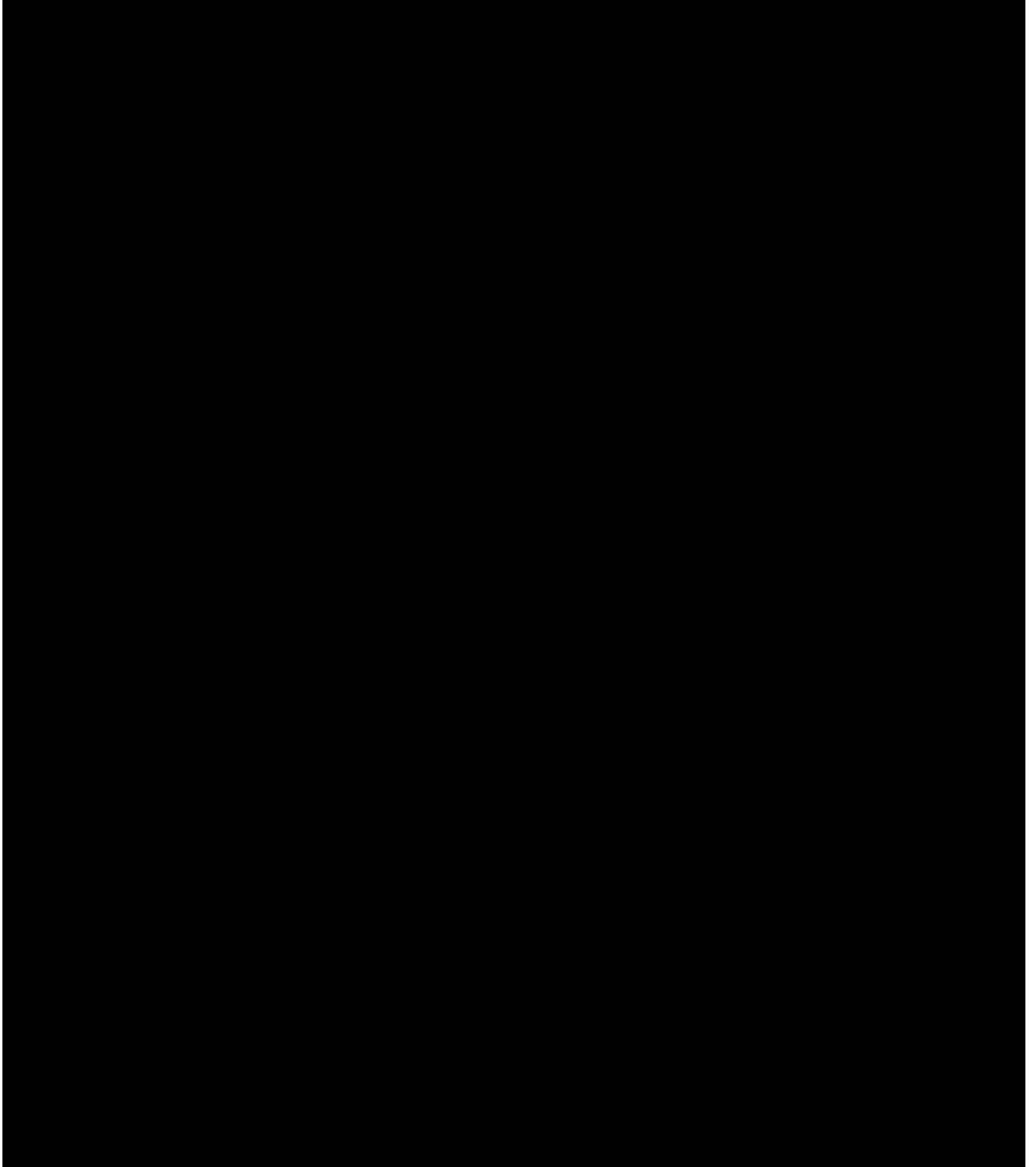
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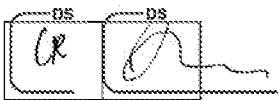


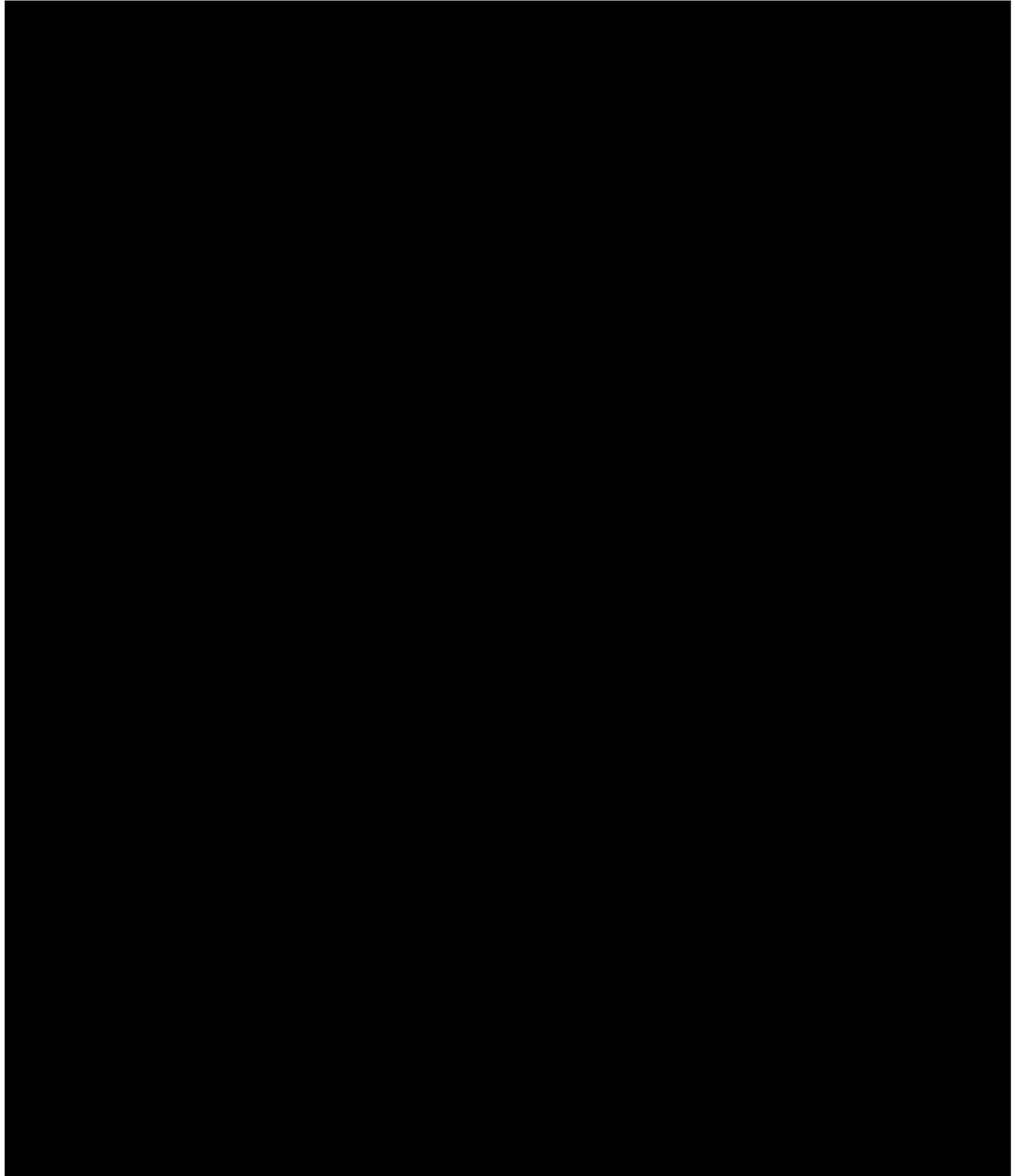
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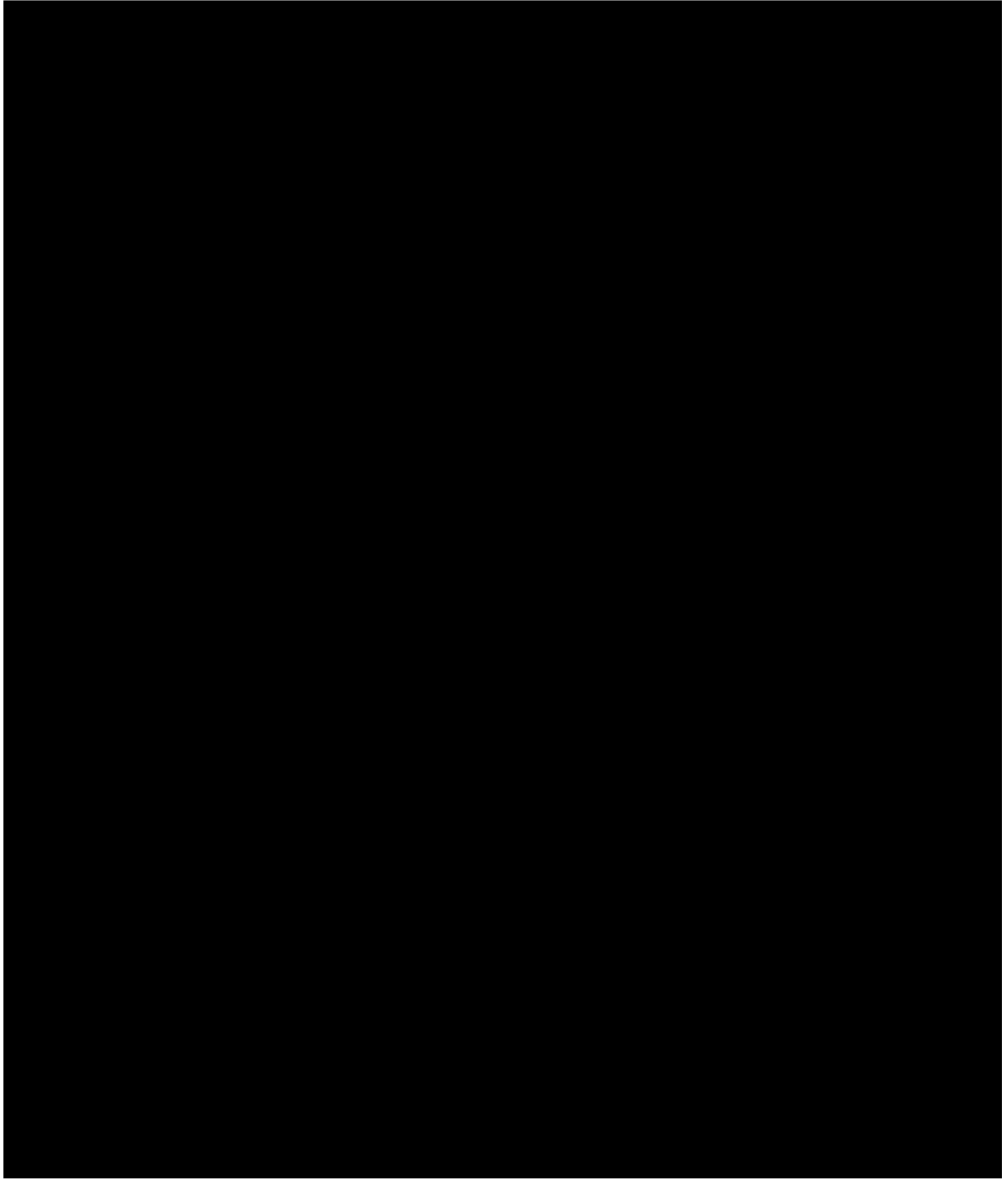
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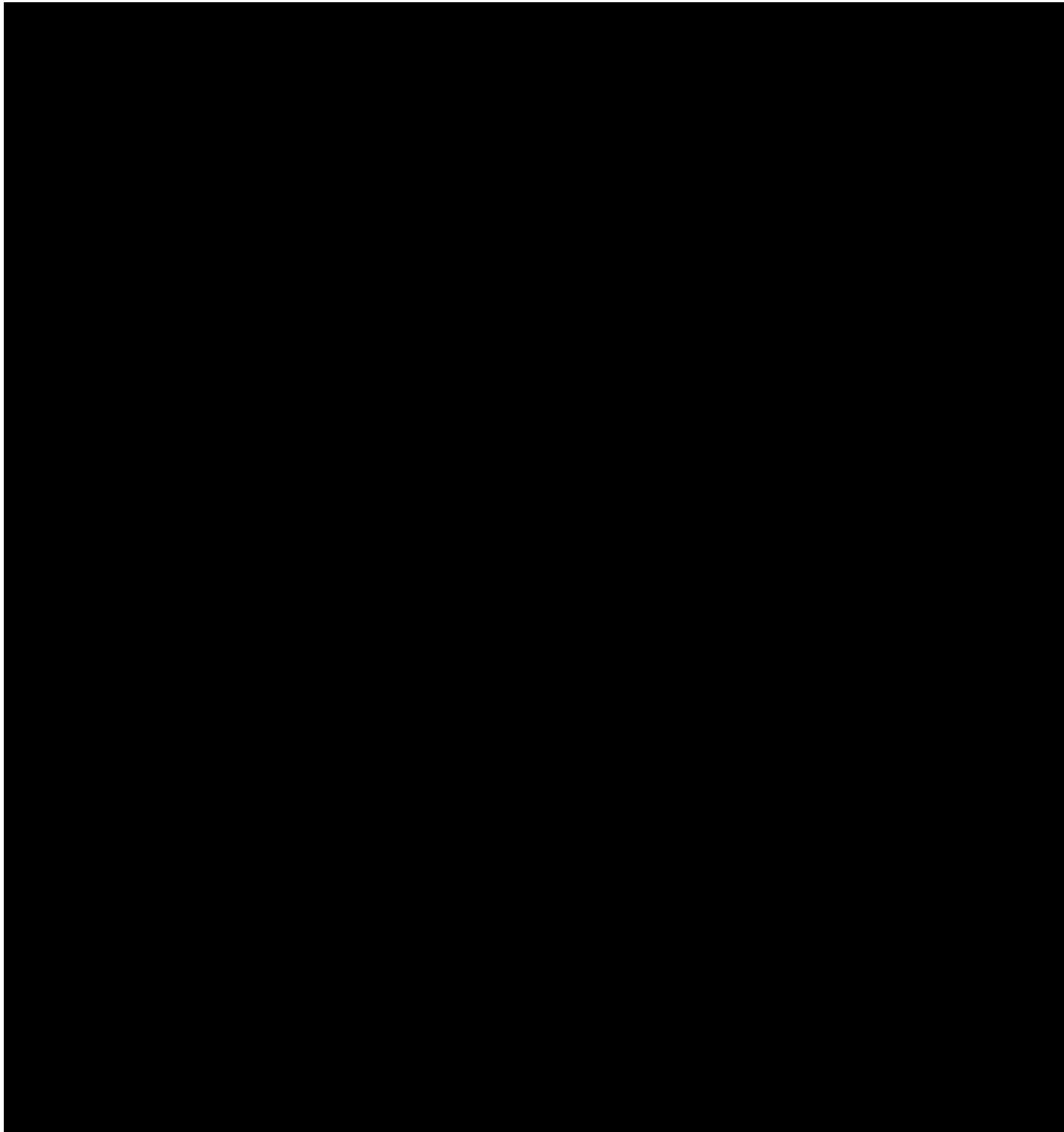
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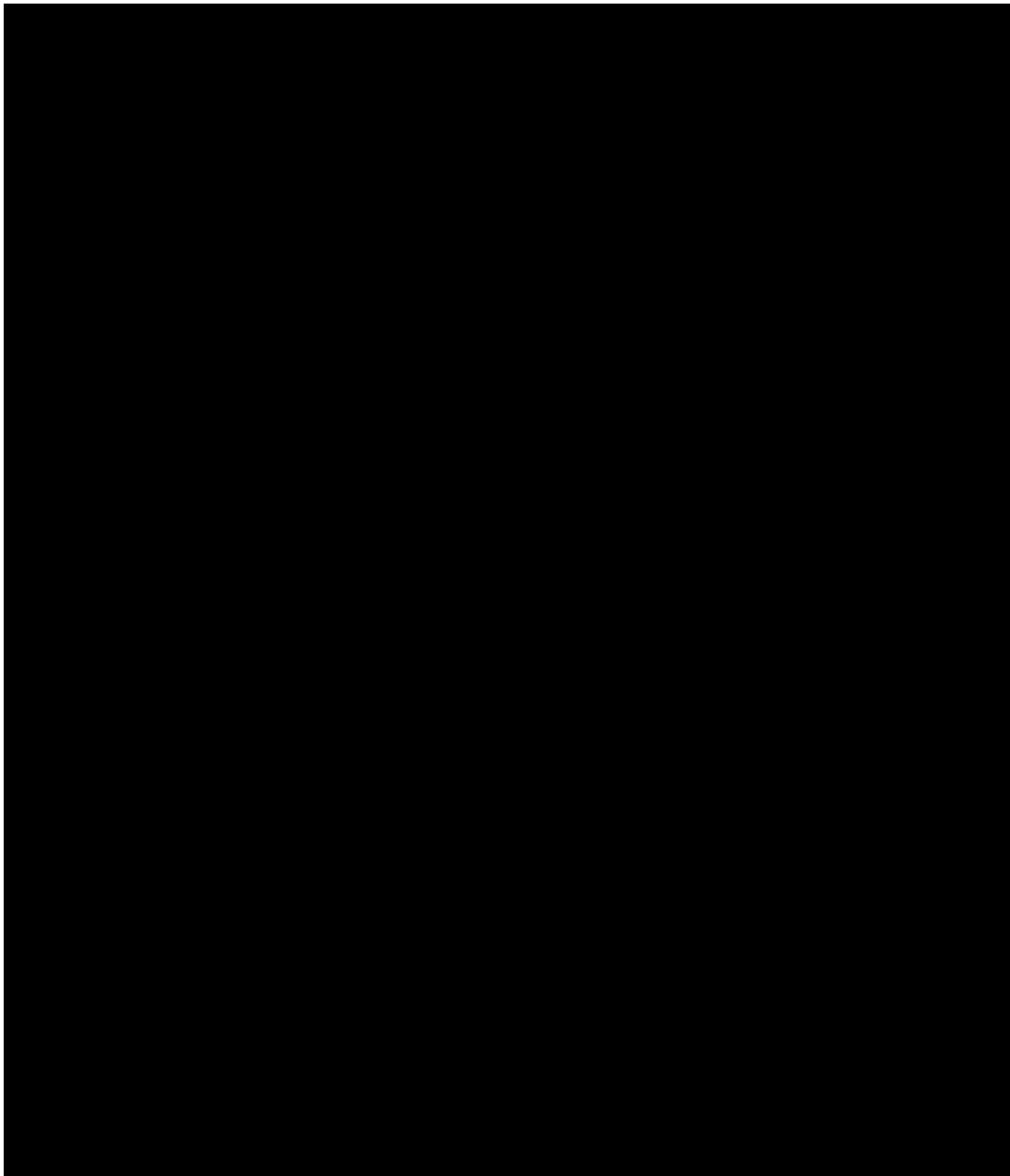


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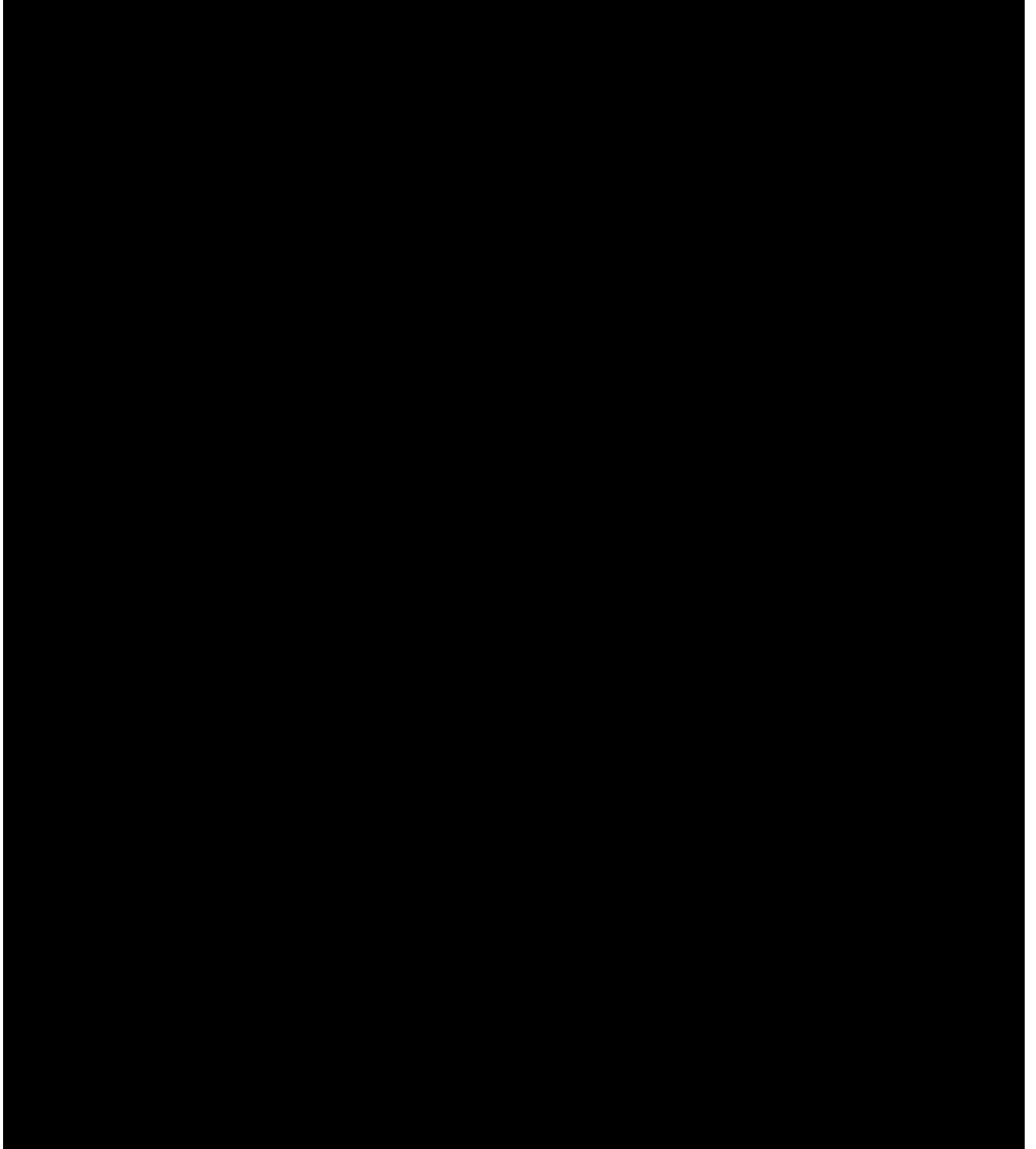


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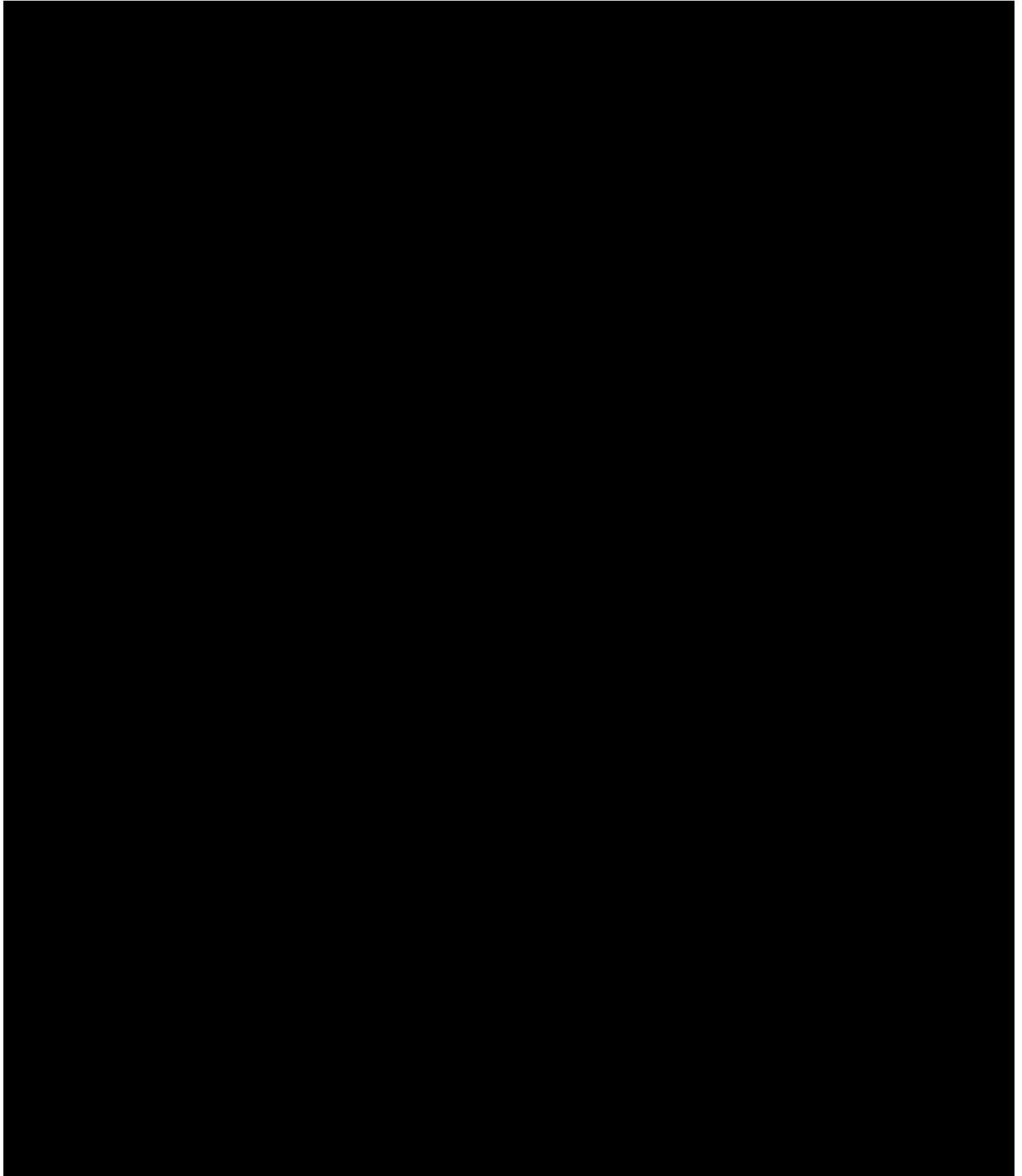
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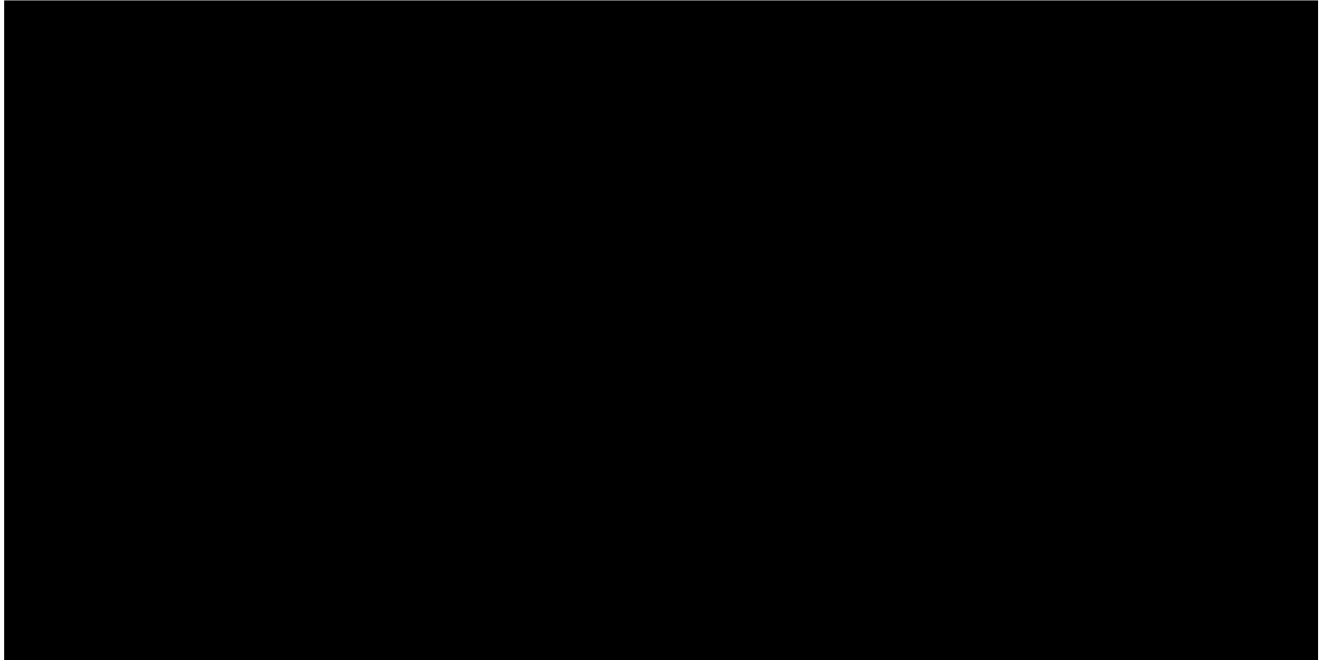


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**Appendix E – Value of Purchased Assets**



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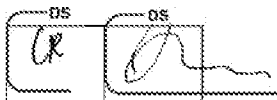


**Appendix F – Trademarks and Copyrights****United States Trademarks**

Mark	Serial No.
BURNINGANGEL	3,236,476

**United States Copyrights**

Full Title	Copyright Number	Date
<u>Asphyxia Heels the World.</u>	PA0001791544	2012
<u>Baristas.</u>	PA0001809189	2012
<u>Blowjobs for Beer.</u>	PA0001808387	2012
<u>Burning Angel 08.</u>	PA0001739395	2008
<u>Burning Angel 09.</u>	PA0001739400	2009
<u>Burning Angel 10.</u>	PA0001740299	2010
<u>Burning Angel - A Lust for Homework.</u>	PA0001779499	2011
<u>Burning Angel - Akira Raine POV.</u>	PA0001802372	2011
<u>Burning Angel - Angel Blaze POV.</u>	PA0001788133	2012
<u>Burning Angel - Boobzilla Attack.</u>	PA0001796689	2012
<u>Burning Angel : Brittnay Lynn POV.</u>	PA0001801442	2011
<u>Burning Angel - Couch Foursome.</u>	PA0001793534	2012
<u>Burning Angel - Eliza POV.</u>	PA0001804013	2012

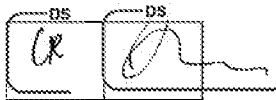


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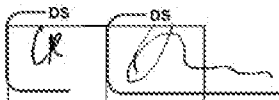
<b>Full Title</b>	<b>Copyright Number</b>	<b>Date</b>
<u>Burning Angel - F-enstein.</u>	PA0001791595	2012
<u>Burning Angel - Face-Down, Ass-Up.</u>	PA0001805014	2011
<u>Burning Angel - Festival.</u>	PA0001781739	2011
<u>Burning Angel - Frisk Me.</u>	PA0001803369	2012
<u>Burning Angel - Gabriella POV.</u>	PA0001802666	2012
<u>Burning Angel - Gart.</u>	PA0001806649	2012
<u>Burning Angel - Hanging Out.</u>	PA0001806493	2012
<u>Burning Angel - Hollow POV.</u>	PA0001794426	2012
<u>Burning Angel - HTML.</u>	PA0001792864	2012
<u>Burning Angel - I love Skaters.</u>	PA0001790292	2012
<u>Burning Angel, I'm in Charge Here.</u>	PA0001801436	2011
<u>Burning Angel - In the Principal's Office.</u>	PA0001809198	2012
<u>Burning Angel - Jenna Haze &amp; Joanna Angel POV.</u>	PA0001785509	2011
<u>Burning Angel - Joanna Angel and Zoe Voss.</u>	PA0001779514	2011
<u>Burning Angel - Juelz Ventura POV.</u>	PA0001800676	2012
<u>Burning Angel - Katie St. Ives POV.</u>	PA0001779360	2011
<u>Burning Angel - Krysta POV.</u>	PA0001755944	2011
<u>Burning Angel, Kung Fu Fucking!</u>	PA0001801440	2011
<u>Burning Angel - Larkin Love POV.</u>	PA0001794655	2012

Initials

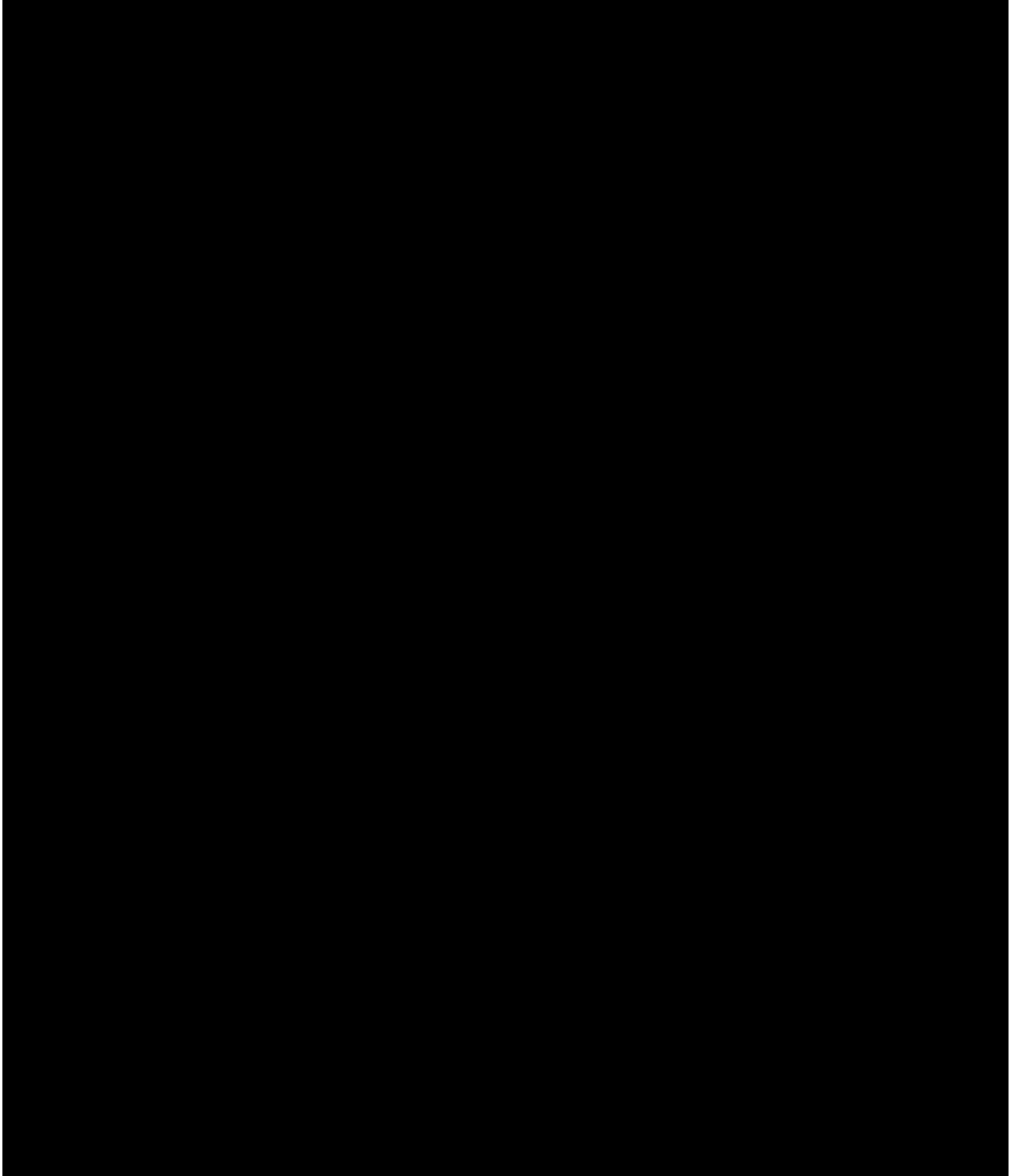
<b>Full Title</b>	<b>Copyright Number</b>	<b>Date</b>
<u>Burning Angel - Lick My Punk Rock Pussy.</u>	PA0001800487	2012
<u>Burning Angel - Mabel POV.</u>	PA0001794903	2012
<u>Burning Angel - Making Music Together.</u>	PA0001802689	2012
<u>Burning Angel - Mariah Mars POV.</u>	PA0001783639	2012
<u>Burning Angel - Moved from the Bay to LA.</u>	PA0001779500	2011
<u>Burning Angel - No Hesitation.</u>	PA0001791537	2012
<u>Burning Angel - NPA 3.</u>	PA0001779420	2011
<u>Burning Angel - Pimp My Ride.</u>	PA0001803376	2012
<u>Burning Angel - Playing Music.</u>	PA0001811518	2012
<u>Burning Angel - PunkSchoolGirls Azure Maddox.</u>	PA0001779501	2011
<u>Burning Angel - Road Head.</u>	PA0001779497	2011
<u>Burning Angel - School Squirter.</u>	PA0001781823	2011
<u>Burning Angel - Shag My Ass.</u>	PA0001809245	2012
<u>Burning Angel - Shook Up.</u>	PA0001805929	2012
<u>Burning Angel - Strip Tag.</u>	PA0001779498	2011
<u>Burning Angel - Tori Lux Loves the Anal.</u>	PA0001805040	2011
<u>Burning Angel - What Happens in the Janitor's Closet Should Stay in the Janitor's Closet.</u>	PA0001779503	2011
<u>Crushing on Draven Star.</u>	PA0001740302	2010

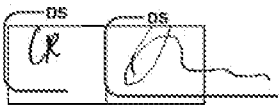

  
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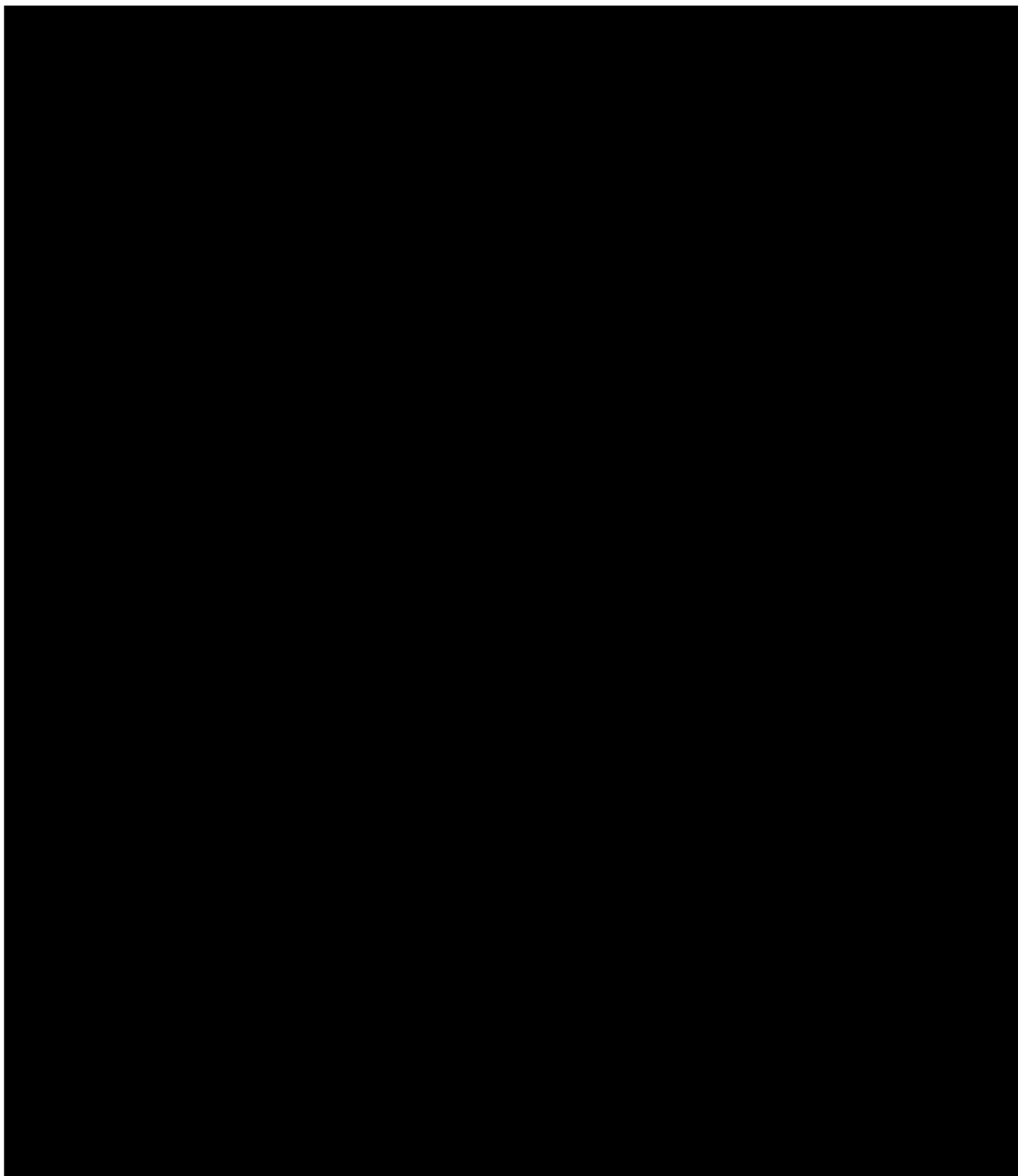
<b>Full Title</b>	<b>Copyright Number</b>	<b>Date</b>
<u>Doppelganger.</u>	PA0001739406	2010
<u>Dual POV: Moretta &amp; Kylee Kross.</u>	PA0001782907	2010
<u>Fuck Me in the Bathroom Number Three.</u>	PA0001739397	2008
<u>Fuckabilly.</u>	PA0001739393	2010
<u>Joanna Angel A-F.</u>	PA0001790529	2011
<u>Joanna Angel's C. Cook-Out.</u>	PA0001811250	2012
<u>Joanna Angel's Rebel Girl.</u>	PA0001739403	2010
<u>Joanna Angel's School of Hard Knox.</u>	PA0001808748	2011
<u>Joanna's Angels 3.</u>	PA0001739399	2010
<u>LA Pink.</u>	PA0001783714	2009
<u>P.O.V. Punx.</u>	PA0001739402	2010
<u>P.O.V. Punx 3.</u>	PA0001739405	2010
<u>P.O.V. Punx 4.</u>	PA0001740304	2010
<u>P.O.V. Punx 5.</u>	PA0001780765	2011
<u>Punk Rock Orgy in the Woods.</u>	PA0001806987	2011
<u>Wet Wifebeaters.</u>	PA0001810607	2012


  
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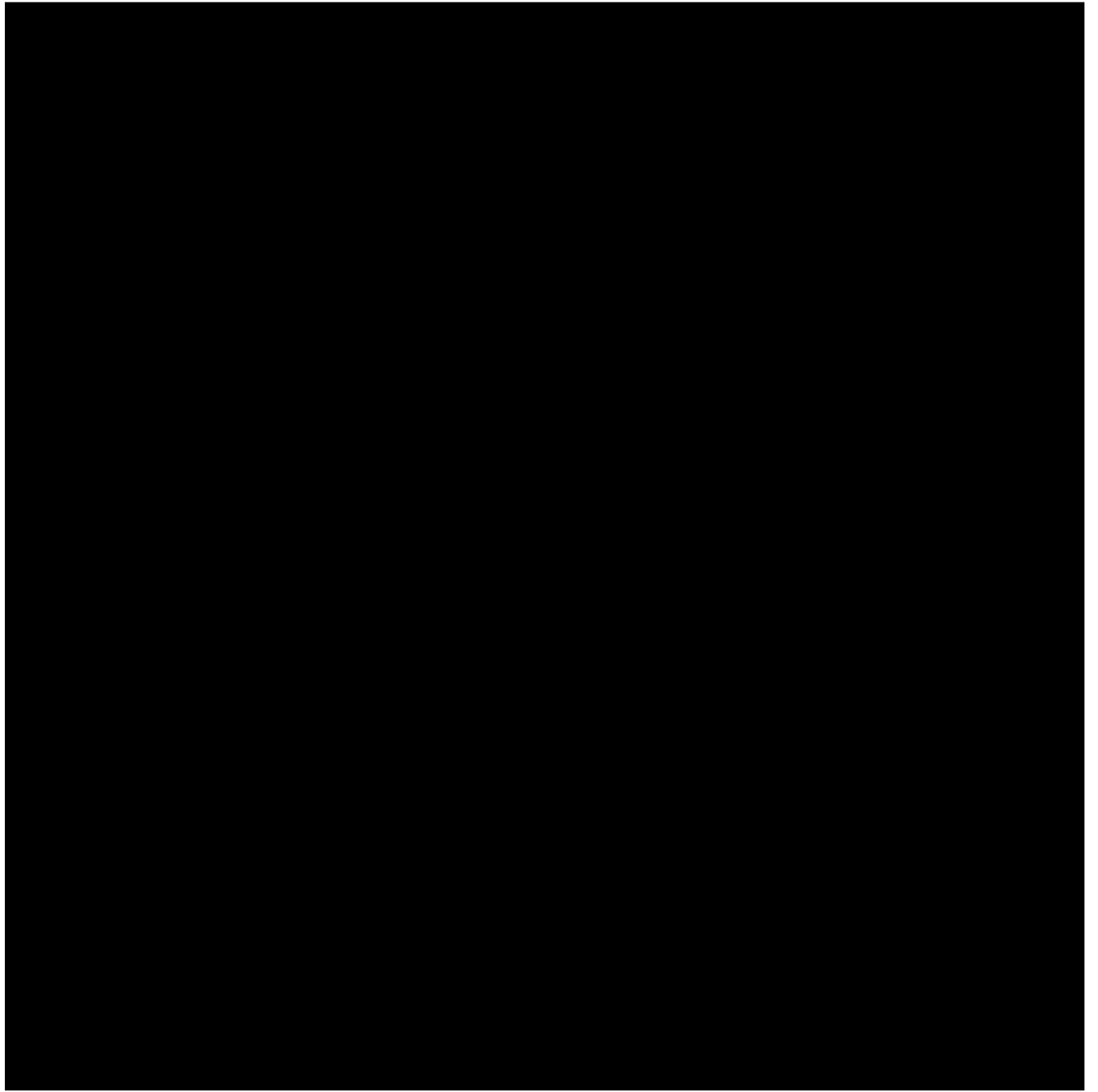
**Appendix G – Extract of existing website management agreement**

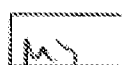
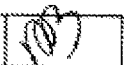



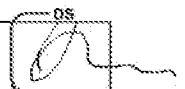
Two DocuSign signature boxes are shown. The first box contains the initials 'CR' and the second box contains a handwritten signature. Both boxes have 'DS' in the top right corner.  
Initials



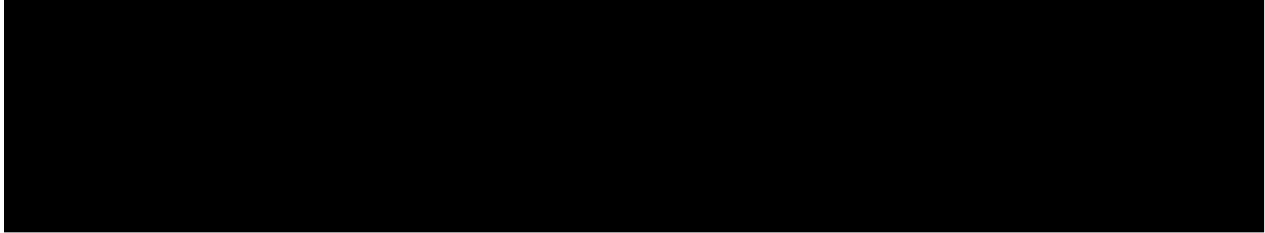
DS DS  
Initials



   
Content Provider Developer

   
Initials

**Appendix H – All Assets Excluded from Sale**



DS DS  
Initials