

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM520602

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL
RESUBMIT DOCUMENT ID:	900494626
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Elements Topco, LLC		12/31/2018	Limited Liability Company: DELAWARE
Elements Holding Company, Inc.		12/31/2018	Corporation: DELAWARE
Elements Behavioral Health, Inc.		12/31/2018	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	PB Behavioral Health, LLC
Street Address:	5000 Airport Plaza Dr., Ste. 100
Internal Address:	c/o Promises Behavioral Health, LLC
City:	Long Beach
State/Country:	CALIFORNIA
Postal Code:	90815
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	4809916	BRAVEN
Registration Number:	3825889	ELEMENTS BEHAVIORAL HEALTH
Registration Number:	3825890	ELEMENTS BEHAVIORAL HEALTH
Registration Number:	4810017	
Registration Number:	4814051	THREE STRANDS
Registration Number:	4809718	TS
Registration Number:	4814253	YOUR FAITH. YOUR FUTURE. YOUR LIFE.

CORRESPONDENCE DATA

Fax Number: 6152482954

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.

Phone: 615-742-7944

Email: trademarks@bassberry.com
Correspondent Name: Martha B. Allard
Address Line 1: 150 3rd Ave. South
Address Line 2: Suite 2800
Address Line 4: Nashville, TENNESSEE 37201

ATTORNEY DOCKET NUMBER:	125276-108
NAME OF SUBMITTER:	Martha B. Allard
SIGNATURE:	/Martha B. Allard/
DATE SIGNED:	04/24/2019

Total Attachments: 17

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TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM519479

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Elements Topco, LLC		12/31/2018	Limited Liability Company: DELAWARE
Elements Holding Company, Inc.		12/31/2018	Corporation: DELAWARE
Elements Behavioral Health, Inc.		12/31/2018	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	PB Behavioral Health, LLC
Street Address:	5000 Airport Plaza Dr., Ste. 100
Internal Address:	c/o Promises Behavioral Health, LLC
City:	Long Beach
State/Country:	CALIFORNIA
Postal Code:	90815
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	4809916	BRAVEN
Registration Number:	3825889	ELEMENTS BEHAVIORAL HEALTH
Registration Number:	3825890	ELEMENTS BEHAVIORAL HEALTH
Registration Number:	4810017	
Registration Number:	4814051	THREE STRANDS
Registration Number:	4809718	TS
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Phone: 615-742-7944

Email: trademarks@bassberry.com

CH \$190.00 4809916

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT (this “Agreement”) is made and entered into as of December 31, 2018 by and between PB Behavioral Health, LLC, a Delaware limited liability company (“Buyer”), and Elements Behavioral Health, Inc. a Delaware corporation (“EBH”) EBH Topco, LLC, a Delaware limited liability company (“EBH Topco”), EBH Holding Company, Inc., a Delaware corporation (“EBH Holding” and, collectively with EBH and EBH Topco, “EBH Top”). Buyer and EBH Top are individually referred to herein as a “Party” and, together, as the “Parties.”

REDACTED

REDACTED

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants, and agreements contained in the Purchase Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Bill of Sale; Assignment of Assets. EBH Top hereby sells, transfers and assigns to Buyer, and Buyer hereby purchases from EBH Top, all of EBH's right, title and interest in and to the EBH Assets other than Payor Contracts, free and clear of all Liens other than Permitted Encumbrances.

REDACTED

REDACTED

REDACTED

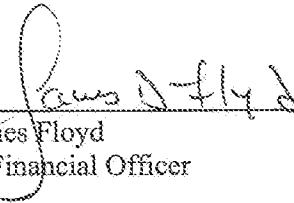
REDACTED

[Signature Page Follows]

IN WITNESS WHEREOF, this Bill of Sale and Assignment and Assumption Agreement has been executed and delivered on the date first above written.

BUYER:

PB BEHAVIORAL HEALTH, LLC

By: 
Name: James Floyd
Its: Chief Financial Officer

EBH TOP:

ELEMENTS TOPCO, LLC

By: _____
Name: Robert Kirk Kureska
Its: Chief Executive Officer

ELEMENTS HOLDING COMPANY, INC.

By: _____
Name: Robert Kirk Kureska
Its: Chief Executive Officer

ELEMENTS BEHAVIORAL HEALTH, INC.

By: _____
Name: Robert Kirk Kureska
Its: Chief Executive Officer

{Signature page to Bill of Sale and Assignment and Assumption Agreement}

IN WITNESS WHEREOF, this Bill of Sale and Assignment and Assumption Agreement has been executed and delivered on the date first above written.

BUYER:

PB BEHAVIORAL HEALTH, LLC

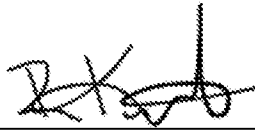
By: _____

Name: Ben Klein

Its: Chief Executive Officer

EBH TOP:

ELEMENTS TOPCO, LLC

By:  _____

Name: Robert Kirk Kureska

Its: Chief Executive Officer

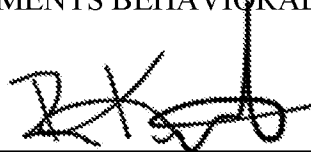
ELEMENTS HOLDING COMPANY, INC.

By:  _____

Name: Robert Kirk Kureska

Its: Chief Executive Officer

ELEMENTS BEHAVIORAL HEALTH, INC.

By:  _____

Name: Robert Kirk Kureska

Its: Chief Executive Officer

EXHIBIT A

EBH Assets

All of EBH Top's right, title, and interest in, to, and under the following EBH Assets other than Payor Contracts, in each case, free and clear of all Liens, other than Permitted Encumbrances:

REDACTED

9. all of EBH Top's rights, to the extent assignable or transferable, in and to all intangible, intellectual, and proprietary property used by or in the Business (except to the extent included as a Subsidiary Asset), including the Websites, Names and Symbols, and Telephone and Facsimile Numbers set forth on Exhibit

[Exhibit A to Bill of Sale and Assignment and Assumption Agreement]

TRADEMARK
REEL: 006627 FRAME: 0575

A-2, all patents and patent applications, trademarks, service marks, inventions, trade secrets, know-how, software, computer files and data, assembly instructions, drawings, blueprints, e-mail addresses, confidential business information, and all goodwill, rights to sue, and collect with respect to any infringements;

REDACTED

Exhibit A-1

REDACTED

[Exhibit A-1 to Bill of Sale and Assignment and Assumption Agreement]

TRADEMARK
REEL: 006627 FRAME: 0577

REDACTED

[Exhibit A to Bill of Sale and Assignment and Assumption Agreement]

TRADEMARK
REEL: 006627 FRAME: 0578

REDACTED

[Exhibit A to Bill of Sale and Assignment and Assumption Agreement]

TRADEMARK
REEL: 006627 FRAME: 0579

REDACTED

[Exhibit A to Bill of Sale and Assignment and Assumption Agreement]


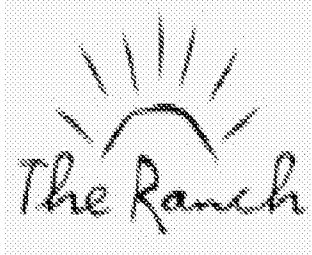
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REEL: 006627 FRAME: 0580

Exhibit A-2

Websites, Names and Symbols, and Telephone and Facsimile Numbers

See attached.

Trademarks

Country	Mark	Serial No. Filing Date	Reg. No. Reg. Date	Status
United States	BRAVEN	86337561 July 15, 2014	4809916 September 8, 2015	Registered
United States	ELEMENTS BEHAVIORAL HEALTH	77607251 November 4, 2008	3825889 July 27, 2010	Registered
United States	ELEMENTS BEHAVIORAL HEALTH	77607257 November 4, 2008	3825890 July 27, 2010	Registered
Argentina	PROMISES	2986924 March 17, 2010	2414264 December 2, 2010	Registered
Australia	PROMISES	1351522 March 17, 2010	1351522 March 17, 2010	Registered
Brazil	PROMISES	830581537 April 8, 2010	830581537 March 5, 2013	Registered
European Union	PROMISES	008960271 March 17, 2010	008960271 December 10, 2015	Registered
United States	Stylized Design 	86359531 August 6, 2014	4810017 September 8, 2015	Registered
European Union	THE RANCH & Design 	010530137 December 28, 2011	010530137 May 25, 2012	Registered

Country	Mark	Serial No. Filing Date	Reg. No. Reg. Date	Status
Canada	<p>THE RECOVERY PLACE & Design</p> 	1560244 January 18, 2012	TMA848406 April 12, 2013	Registered
European Union	<p>THE RECOVERY PLACE & Design</p> 	010530152 December 28, 2011	010530152 May 25, 2012	Registered
United States	<p>THREE STRANDS</p>	86300621 June 4, 2014	4814051 September 15, 2015	Registered
United States	<p>TS & Design</p> 	86301907 June 5, 2014	4809718 September 8, 2015	Registered
United States	<p>YOUR FAITH. YOUR FUTURE. YOUR LIFE.</p>	86326350 July 2, 2014	4814253 September 15, 2015	Registered