

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM520409

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL
RESUBMIT DOCUMENT ID:	900494625

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Elements Medical Group of Arizona, Inc.		03/01/2019	Corporation: ARIZONA
EBH Southwest Services, Inc.		03/01/2019	Corporation: DELAWARE
Elements Medical Group of Utah, Inc.		03/01/2019	Corporation: UTAH

RECEIVING PARTY DATA

Name:	PB Medical Group of Arizona, 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: 5

Property Type	Number	Word Mark
Registration Number:	4809701	CHANGE YOUR JOURNEY. CHANGE YOUR LIFE.
Registration Number:	3977711	GET THE PERSON YOU LOVE BACK
Registration Number:	3985230	JOURNEY HEALING CENTERS
Registration Number:	3977708	
Registration Number:	4213360	S 4 L

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

TRADEMARK

ATTORNEY DOCKET NUMBER:	125276-108
NAME OF SUBMITTER:	Martha B. Allard
SIGNATURE:	/Martha B. Allard/
DATE SIGNED:	04/23/2019

Total Attachments: 17

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TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM519478

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Elements Medical Group of Arizona, Inc.		03/01/2019	Corporation: ARIZONA
EBH Southwest Services, Inc.		03/01/2019	Corporation: DELAWARE
Elements Medical Group of Utah, Inc.		03/01/2019	Corporation: UTAH

RECEIVING PARTY DATA

Name:	PB Medical Group of Arizona, 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: 5

Property Type	Number	Word Mark
Registration Number:	4809701	CHANGE YOUR JOURNEY. CHANGE YOUR LIFE.
Registration Number:	3977711	GET THE PERSON YOU LOVE BACK
Registration Number:	3985230	JOURNEY HEALING CENTERS
Registration Number:	3977708	
Registration Number:	4213360	S 4 L

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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

CH \$140.00 4809701

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 March 1, 2019, by and between PB Medical Group of Arizona, LLC, a Delaware limited liability company ("Buyer") and Elements Medical Group of Arizona, Inc., a Arizona corporation ("Elements Arizona") EBH Southwest Services, Inc., a Delaware corporation ("EBH Southwest"), and Elements Medical Group of Utah, Inc., a Utah corporation ("Elements Utah"). Elements Arizona, EBH Southwest, and Elements Utah are collectively referred to herein as the "Arizona Seller". Buyer and Arizona Seller are individually referred to herein as a "Party" and, together, as the "Parties."

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. Arizona Seller hereby sells, transfers and assigns to Buyer, and Buyer hereby purchases from Arizona Seller, all of Arizona Seller's right,

title and interest in and to the Arizona Seller Assets; free and clear of all Liens other than Permitted Encumbrances.

REDACTED

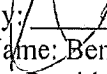
REDACTED

[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 MEDICAL GROUP OF ARIZONA, LLC


By: 
Name: Ben Klein
Its: President

[Signature page to Bill of Sale and Assignment and Assumption Agreement]

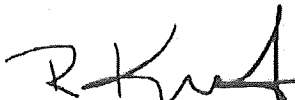
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REEL: 006627 FRAME: 0656

ARIZONA SELLER:

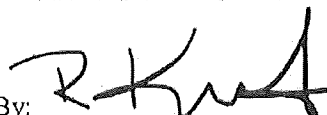
ELEMENTS MEDICAL GROUP OF ARIZONA,
INC.

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

EBH SOUTHWEST SERVICES, INC.

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

ELEMENTS MEDICAL GROUP OF UTAH, INC.

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

[Signature page to Bill of Sale and Assignment and Assumption Agreement]

EXHIBIT A

Arizona Seller Assets

All of Arizona Seller's right, title, and interest in, to, and under the following properties, assets, and rights, in each case, free and clear of all Liens, other than Permitted Encumbrances:

REDACTED

9. all of Arizona Seller's rights, to the extent assignable or transferable, in and to: all intangible, intellectual, and proprietary property of Arizona Seller, including the Websites, Names and Symbols, and Telephone and Facsimile Numbers set forth on Exhibit 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

1. REDACTED
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Exhibit A-2

1. **REDACTED**
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{7821099:6 } [*Exhibit A-2 to Bill of Sale and Assignment and Assumption Agreement*]

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REDACTED

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Exhibit A-3

Websites, Names and Symbols, and Telephone and Facsimile Numbers

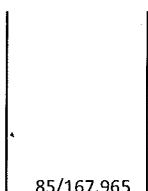
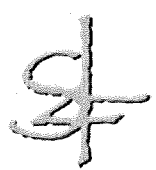
Owner Name	Country	Mark	Image	Application #	File Date	Registration #	Registration Date	Status
EBH SOUTHWEST SERVICES, INC.	CANADA	GET THE PERSON YOU LOVE BACK		1598054	10/12/2012	TMA869,864	1/24/2014	REGISTERED
EBH Southwest Services, Inc.	UNITED STATES	CHANGE YOUR JOURNEY. CHANGE YOUR LIFE.		86/298,661	6/3/2014	4,809,701	9/8/2015	REGISTERED
EBH SOUTHWEST SERVICES, INC.	UNITED STATES	GET THE PERSON YOU LOVE BACK		85/167,995	11/3/2010	3,977,711	6/14/2011	REGISTERED
EBH SOUTHWEST SERVICES, INC.	UNITED STATES	JOURNEY HEALING CENTERS		85/167,983	11/3/2010	3,985,230	6/28/2011	REGISTERED
EBH SOUTHWEST SERVICES, INC.	UNITED STATES	misc. design: half sun		85/167,965	11/3/2010	3,977,708	6/14/2011	REGISTERED
EBH SOUTHWEST SERVICES, INC.	UNITED STATES	S 4 L and Design		85/529,907	1/31/2012	4,213,360	9/25/2012	REGISTERED

Exhibit A-4

REDACTED

{7821099:6} [*Exhibit A-4 to Bill of Sale and Assignment and Assumption Agreement*]

TRADEMARK
REEL: 006627 FRAME: 0664

Exhibit A-5

REDACTED

EXHIBIT B

REDACTED

Exhibit B-1

REDACTED

{7821099:6} [*Exhibit B-1 to Bill of Sale and Assignment and Assumption Agreement*]

RECORDED: 04/17/2019

TRADEMARK
REEL: 006627 FRAME: 0667