

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM640727

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
RESUBMIT DOCUMENT ID:	900602059		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Encore Dermatology, Inc.		03/11/2021	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Primus Pharmaceuticals, Inc.		
Street Address:	7373 N. Scottsdale Road, Suite B-200		
City:	Scottsdale		
State/Country:	ARIZONA		
Postal Code:	85253		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	86441980	SERNIVO	
Serial Number:	77311208	PROMISEB	
Serial Number:	77431670	PROMISEB	
Serial Number:	87633766	IMPOYZ	
Serial Number:	87546900	IMPOYZ	
CORRESPONDENCE DATA			
Fax Number:			
<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:	302-830-2312		
Email:	jfalowski@burr.com		
Correspondent Name:	J. Cory Falowski		
Address Line 1:	1201 N. Market Street, Suite 1407		
Address Line 4:	Wilmington, DELAWARE 19801		
ATTORNEY DOCKET NUMBER:	0033735.0000002		
NAME OF SUBMITTER:	William Y. Klett, III		
SIGNATURE:	/wklett/		
DATE SIGNED:	04/20/2021		

Total Attachments: 9

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TRADEMARK ASSIGNMENT AGREEMENT

This TRADEMARK ASSIGNMENT AGREEMENT (“Assignment”) is made by Encore Dermatology, Inc., a Delaware corporation (“Assignor”) and PennRx Ventures, LLC, a Delaware limited liability company (“Secured Party”) for the benefit of Primus Pharmaceuticals, Inc., a Delaware corporation (“Assignee”), and having its principal place of business at 7373 N. Scottsdale Road, Suite B-200, Scottsdale, AZ 85253, effective as of March 11, 2021, as follows:

RECITALS

WHEREAS, Secured Party, exercising its rights as a secured party has agreed to transfer, in a secured party sale under Article 9 of the Uniform Commercial Code, all of Assignor’s rights, title and interest in and to the trademarks set forth in **Annex 1**, attached hereto and made a part hereof, such trademarks, including all goodwill associated therewith, and all registrations and applications for registration thereof, and all rights to sue and recover for infringement thereof whether occurring before or after the effective date hereof, being collectively referred to herein as the “Assigned Trademarks.”

WHEREAS, Assignor has agreed to facilitate such secured-party sale by executing this Assignment.

WHEREAS, Assignee, Assignor and Secured Party wish to transfer record title of the Assigned Trademarks and to execute the document suitable for recordation in the United States Patent and Trademark Office (“USPTO”) and other trademark offices worldwide in the form attached hereto as **Annex 2**.

NOW, THEREFORE, to effectuate such secured party sale, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does grant, assign, transfer, convey and deliver to Assignee all of its right, title and interest in, to and under the Assigned Trademarks throughout the world, together with the goodwill of the business in connection with which the Assigned Trademarks have been used in the United States or any other countries. Assignee accepts such right, title and interest in and to the Assigned Trademarks, and subject to the terms of the Article 9 Credit Bid Purchase Agreement by and between Seller and Purchaser dated as of March 11, 2021.

EACH PARTY gives to the bearer of an original copy of this Assignment all power to complete all necessary formalities in order to render it fully effective and to represent such party at the USPTO or any trademark office or authority in any country in view of the recording of the change of ownership of these Trademarks.

[Signature Page Follows.]

IN WITNESS WHEREOF, ASSIGNEE, ASSIGNOR and SECURED PARTY have caused this Assignment to be executed by their duly authorized representatives. This Assignment may be executed in one or more counterparts, each of which shall be deemed an original and all of which shall together constitute one and the same instrument.

ASSIGNOR:

Encore Dermatology, Inc., a Delaware corporation

By: William W. Crouse
Name: William W. Crouse
Title: Chairman of the Board

ASSIGNEE:

Primus Pharmaceuticals, Inc., a Delaware Corporation

By: _____
Name: James D. Weir
Title: Chief Executive Officer

SECURED PARTY:

PennRx Ventures, LLC, a Delaware limited liability company

By: _____
Name: Michael Martin
Title: Member

IN WITNESS WHEREOF, ASSIGNEE, ASSIGNOR and SECURED PARTY have caused this Assignment to be executed by their duly authorized representatives. This Assignment may be executed in one or more counterparts, each of which shall be deemed an original and all of which shall together constitute one and the same instrument.

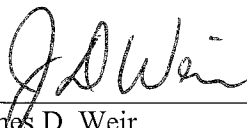
ASSIGNOR:

Encore Dermatology, Inc., a Delaware corporation

By: _____
Name: William W. Crouse
Title: Chairman of the Board


ASSIGNEE:

Primus Pharmaceuticals, Inc., a Delaware Corporation

By:  _____
Name: James D. Weir
Title: Chief Executive Officer

SECURED PARTY:

PennRx Ventures, LLC, a Delaware limited liability company

By:  _____
Name: Michael Martin
Title: Member

ANNEX 1 to TRADEMARK ASSIGNMENT AGREEMENT

(Schedule of Assigned Trademarks)

Trademark	Registration No.	Application No.	Filing Date Registration Date
SERNIVO	5,096,019	86/441,980	October 31, 2014 December 6, 2016
PROMISEB	3,683,715	77/311,208	October 23, 2007 September 15, 2009
<i>Promiseb</i>	3,696,584	77/431,670	March 26, 2008 October 13, 2009
IMPOYZ	5,947,147	87/633,766	October 4, 2017 December 31, 2019
IMPOYZ		87/546,900	July 28, 2017

ANNEX 2 to TRADEMARK ASSIGNMENT AGREEMENT

Recordable Trademark Assignment

WHEREAS, Encore Dermatology, Inc., a Delaware corporation, ("Assignor") owns all the right, title and interest in and to the trademarks identified by the United States trademark registrations in **Schedule A** hereto (the "Marks") and all foreign registrations everywhere in the world, subject to that security interest held by PennRx Ventures, LLC, a Delaware limited liability company ("Secured Party"); and

WHEREAS, Primus Pharmaceuticals, Inc., a Delaware corporation having its principal place of business at 7373 N. Scottsdale Road, Suite B-200, Scottsdale, AZ 85253 ("Assignee"), desires to acquire all right, title and interest in and to the Marks, the registrations thereof, and the goodwill associated therewith.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby conveys and assigns to Assignee, effective as of March 11, 2021, the entire right, title and interest in and to the Marks together with all goodwill of the business represented and symbolized thereby with all rights to sue and recover damages and/or profits for past infringements.

Encore Dermatology, Inc., a Delaware corporation

By: _____
Name: William W. Crouse
Title: Chairman of the Board

Primus Pharmaceuticals, Inc., a Delaware Corporation

By: _____
Name: James D. Weir
Title: Chief Executive Officer

PennRx Ventures, LLC, a Delaware limited liability company

By: _____
Name: Michael Martin
Title: Member

Schedule A to Recordable Trademark Assignment

Trademark	Registration No.	Application No.	Filing Date Registration Date
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PROMISEB	3,683,715	77/311,208	October 23, 2007 September 15, 2009
<i>Promiseb</i>	3,696,584	77/431,670	March 26, 2008 October 13, 2009
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Recordable Trademark Assignment

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WHEREAS, Primus Pharmaceuticals, Inc., a Delaware corporation having its principal place of business at 7373 N. Scottsdale Road, Suite B-200, Scottsdale, AZ 85253 ("Assignee"), desires to acquire all right, title and interest in and to the Marks, the registrations thereof, and the goodwill associated therewith.

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Name: William W. Crouse
Title: Chairman of the Board

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By: _____
Name: James D. Weir
Title: Chief Executive Officer

PennRx Ventures, LLC, a Delaware limited liability company

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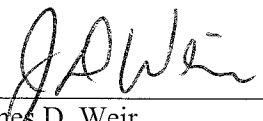
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By: _____
Name: William W. Crouse
Title: Chairman of the Board

Primus Pharmaceuticals, Inc., a Delaware Corporation

By: 
Name: James D. Weir
Title: Chief Executive Officer

PennRx Ventures, LLC, a Delaware limited liability company

By: 
Name: Michael Martin
Title: Member

Schedule A to Recordable Trademark Assignment

Trademark	Registration No.	Application No.	Filing Date Registration Date
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