

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Prentiss, LLC	FORMERLY Prentiss, Inc.	10/31/2011	LIMITED LIABILITY COMPANY:
RECEIVING PARTY DATA			
Name:	Alpha Aromatics, LP		
Street Address:	294 Alpha Drive		
City:	Pittsburgh		
State/Country:	PENNSYLVANIA		
Postal Code:	15238		
Entity Type:	LIMITED PARTNERSHIP: PENNSYLVANIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	72241799	MEELIUM	
CORRESPONDENCE DATA			
Fax Number:	(919)677-9711		
Phone:	919-457-1290 x 110		
Email:	brooke.hedrick@envincio.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Prentiss, LLC		
Address Line 1:	501 Cascade Pointe Lane, Suite 103		
Address Line 4:	Cary, NORTH CAROLINA 27513		
NAME OF SUBMITTER:	Brooke Hedrick		
Signature:	/Brooke Hedrick/		
Date:	11/02/2011		
Total Attachments: 2 source=Meelium agreement w white out_Page_1#page1.tif source=Meelium agreement w white out_Page_2#page1.tif			

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ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT, effective as of this 31st day of October, 2011, is between ALPHA AROMATICS, LP. ("ALPHA") a Pennsylvania limited partnership having a place of business at 294 Alpha Dr., Pittsburgh, PA 15238 and PRENTISS, LLC ("PRENTISS") a Georgia limited liability corporation having a place of business at 4600 Mansell Road Suite 350, Alpharetta, GA 30022 and 501 Cascade Point Lane, Suite 103; Cary, NC 27513.

WHEREAS, PRENTISS owns certain rights and assets in and to the odor counteractant products known as "MEELIUM".

WHEREAS, PRENTISS desires to sell the Tradename, Formulations, Manufacturing Procedure, Inventory, Product Line, and Customer List to ALPHA.

WHEREAS, ALPHA desires to purchase the "MEELIUM" Product Line ("Product Line") from PRENTISS.

NOW, THEREFORE, ALPHA and PRENTISS, intending to be legally bound, hereby agree as follows:

1. PRENTISS hereby assigns and transfers all patents, trademarks, formulations, manufacturing procedure and know-how related to the Product Line to ALPHA and will assist in the transfer process of the Trademark currently assigned to PRENTISS.
2. PRENTISS further assigns and transfers to ALPHA all information related to the Product Line, including but not limited to, the identity of all suppliers of raw materials for the Product Line; all present and past customer lists for the Product Line; all previous and current advertisements, literature and all copies thereof, relating to the Product Line; and the right to reproduce any and all such advertisements, literature; and all previous and current price lists relating to the Product Line, Tradenames and Trademarks, i.e.: MEELIUM.
3. PRENTISS agrees to sell to ALPHA its inventory related to the Product Line on an ex works basis.
4. PRENTISS further agrees to refer all inquiries relating to the Product Line received by PRENTISS after the effective date of this Agreement to ALPHA.
5. PRENTISS agrees not to market a product in direct competition with the Product Line for a period of ten (10) years subsequent to the effective date of this Agreement.
6. PRENTISS will take necessary steps to protect the proprietary nature of the Meelium formulations with its employees.

7. PRENTISS agrees and acknowledges that by ALPHA'S purchase of the assets defined in Items 1 and 2 above, ALPHA in no manner assumes, or shall be responsible for, any liability or other obligations of PRENTISS relating to or arising from the sale or distribution of any items of the Product Line by or on behalf of PRENTISS prior to the effective date of this agreement.

8. In consideration of the commitments and transfer of assets set forth in Items 1 through 5 above, ALPHA shall pay PRENTISS.

This Agreement shall be binding upon and inure to the benefit of ALPHA, PRENTISS, their assigns and successors in interest.

PRENTISS, LLC
(Authorized Individual)

By

Title

Date

ALPHA AROMATIC, LP
(Authorized Individual)

By

Title

Date