

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM496260

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NEW FREEDOM HOLDINGS, LLC		09/27/2018	Limited Liability Company: ARIZONA
DR. PATRICK J. CARNES		09/27/2018	INDIVIDUAL: UNITED STATES
RECEIVING PARTY DATA			
Name:	THE MEADOWS OF WICKENBURG, INC.		
Street Address:	1655 NORTH TEGNER STREET		
City:	WICKENBURG		
State/Country:	ARIZONA		
Postal Code:	85390		
Entity Type:	Corporation: ARIZONA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	78151839	CSAT	
Serial Number:	77517109	GENTLE PATH	
Serial Number:	77517252	GENTLE PATH	
Serial Number:	77517297	GENTLE PATH	
CORRESPONDENCE DATA			
Fax Number:	6022647033		
<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:	(602) 650-2027		
Email:	dkozlowski@polsinelli.com		
Correspondent Name:	NATHANIEL WEINER, ESQ.		
Address Line 1:	POLSINELLI PC		
Address Line 2:	Three Embarcadero Center, Suite 2400		
Address Line 4:	San Francisco, CALIFORNIA 94111		
NAME OF SUBMITTER:	NATHANIEL WEINER, ESQ.		
SIGNATURE:	/NATHANIEL WEINER/		
DATE SIGNED:	10/31/2018		
Total Attachments: 5			

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CONFIRMATORY GRANT OF SECURITY INTEREST IN TRADEMARKS

This CONFIRMATORY GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Confirmatory Grant") is made effective as of September 27, 2018, by and from New Freedom Holdings, LLC ("New Freedom") and Dr. Patrick J. Carnes ("Dr. Carnes" and, together with New Freedom, "Grantor"), to and in favor of The Meadows of Wickenburg, Inc. ("Grantee").

WHEREAS, Grantor and Grantee are party to that certain Supplement III to Intellectual Property License Agreement, dated September 27, 2018 ("Supplement III");

WHEREAS, Grantor owns the trademarks listed on Exhibit A attached hereto (the "Trademarks");

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to Grantee under Supplement III. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in Supplement III, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with Supplement III, the provisions of Supplement III shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1. Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in Supplement III or incorporated therein by reference.
2. The Security Interest.
 - (a) This Confirmatory Grant is made to secure the satisfactory performance of Grantee pursuant to the Agreement.
 - (b) The Grantor hereby grants to Grantee a security interest in (1) all of Grantor's right, title and interest in and to the Trademarks now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the Trademarks, (3) the goodwill associated with such Trademarks, and (4) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair competition regarding the same.
3. Choice of Law. This Confirmatory Grant shall be governed by and construed in accordance with the laws of the State of Arizona.
5. Counterparts. This Confirmatory Grant may be signed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Signature page follows.]

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest effective as of the date first written above.

New Freedom Holdings, LLC

Patrick J. Carnes
Printed Name

Patrick J. Carnes
Signature

Owner/Manager
Title

9/27/2018
Date

Patrick J. Carnes, Ph.D.

Dr. Patrick J. Carnes
Date

STATE OF Minnesota
CASS COUNTY

Patrick Carnes, known to me to be the Manager/owner of New Freedom Holdings, LLC, personally came before me this 27 day of September, 2018, and executed or acknowledged to me that he executed the foregoing Confirmatory Grant of Security Interest in Trademarks on behalf of New Freedom Holdings, LLC pursuant to authority duly received. And Dr. Patrick J. Carnes personally came before me this 27 day of September, 2018, and executed or acknowledged to me that he executed the foregoing Confirmatory Grant of Security Interest in Trademarks.

(SEAL)

[Signature]
Notary Public, State of Minnesota
My Commission Expires Jan 31, 2020

Exhibit A – Schedule of Trademarks

SCHEDULE 1

TRADEMARKS, CERTIFICATION MARKS (AND APPLICATIONS)

Word Mark	Mark Type	Owner	Licensed Use To	Serial No.	Filing Date	Reg. No.	Reg. Date
GENTLE PATH	Trademark	New Freedom Holdings, LLC	MW Acquisition Corp/ Clinical Program	77/517109	7/8/2008	3579623	2/24/2009
GENTLE PATH SEX ADDICTION	Trademark	New Freedom Holdings, LLC	MW Acquisition Corp/ Clinical Program	N/A	N/A	N/A	N/A
GENTLE PATH TREATMENT	Trademark	New Freedom Holdings, LLC	MW Acquisition Corp/ Clinical Program	N/A	N/A	N/A	N/A
GENTLE PATH TREATMENT PROGRAM	Trademark	New Freedom Holdings, LLC	MW Acquisition Corp/ Clinical Program	N/A	N/A	N/A	N/A
PATHOS	Trademark	New Freedom Holdings, LLC	MW Acquisition Corp/ Clinical Program	N/A	N/A	N/A	N/A
SARA	Trademark	New Freedom Holdings, LLC	MW Acquisition Corp/ Clinical Program	N/A	N/A	N/A	N/A
SAST	Trademark	New Freedom Holdings, LLC	*MW Acquisition Corp Clinical Program/ MW Acquisition Corp New Company	N/A	N/A	N/A	N/A
SDI	Trademark	New Freedom Holdings, LLC	*MW Acquisition Corp Clinical Program/ MW Acquisition Corp New Company	N/A	N/A	N/A	N/A
SEXUAL ADDICTION RISK ASSESSMENT	Trademark	New Freedom Holdings, LLC	*MW Acquisition Corp Clinical Program/ MW Acquisition Corp New Company	N/A	N/A	N/A	N/A
SEXUAL ADDICTION SCREENING TEST	Trademark	New Freedom Holdings, LLC	*MW Acquisition Corp Clinical Program/ MW Acquisition Corp New Company	N/A	N/A	N/A	N/A
SEXUAL DEPENDENCY INVENTORY	Trademark	New Freedom Holdings, LLC	*MW Acquisition Corp Clinical Program/ MW Acquisition Corp New Company	N/A	N/A	N/A	N/A

SCHEDULE I

TRADEMARKS (AND APPLICATIONS)

CURRENT OWNER	WORD MARK	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE
NEW FREEDOM HOLDINGS, LLC	CSAT	78151839	08/07/2002	2827719	03/50/2004
NEW FREEDOM HOLDINGS, LLC	GENTLE PATH	771517109	07/08/2008	3579623	02/24/2009
NEW FREEDOM HOLDINGS, LLC	GENTLE PATH	771517252	07/08/2008	3579625	02/24/2009
NEW FREEDOM HOLDINGS, LLC	GENTLE PATH	771517297	07/08/2008	3579626	02/24/2009