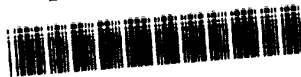


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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MAY 4 1998

To the Honorable Commissioner of Patents

the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Bellwether, Inc.
1161 Mission Street
San Francisco, California 94103

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation California
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of Conveyance:

- ☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

Effective Date: October 21, 1994

2. Name and Address of Party(ies) receiving an interest:

Name: Bellwether Acquisition Limited PartnershipStreet Address: 375 Alabama Street

Internal Address: _____

City: San Francisco State: California Zip: 94110

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____

- ☒ Limited Partnership North Carolina
☐ Corporation _____
☐ Other _____

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s).

A. Trademark Application No.(s): N/AB. Trademark Registration No.(s): 1,711,844Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Arlene D. Hanks, Esq.Internal Address: Moore & Van Allen, PLLCStreet Address: 2200 West Main Street, Suite 800City: Durham State: NC ZIP: 277056. Total number of applications and registrations involved: 17. Total fee (37 CFR 3.4): \$ 40.00

- ☒ Enclosed
☒ Authorized to be charged to deposit account
 (Any Deficiency)

8. Deposit account number:

13-4365

(Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*Arlene D. Hanks, Esq.

Name of Person Signing

Signature

4/29/98

Date

Total number of pages including cover sheet, attachments and document: 5

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

TIM KROLL

(Typed or printed name of person signing the certificate)

(Signature of the person signing the certificate)

4/29/98

(Date of Signature)

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40.00 UP

**ASSIGNMENT OF TRADEMARKS
AND ACCOMPANYING GOODWILL**

WHEREAS, BELLWETHER, INC., a California corporation, having a place of business at 1161 Mission Street, San Francisco, CA 94103 ("Assignor") is the owner of the following trademarks and trademark registrations: the THERMALDRESS trademark and the registration thereof in the United States Patent and Trademark Office, Reg. No. 1,711,844; the CHEVALIER SAN FRANCISCO (Stylized) trademark and the registration thereof in the Trademark Registry for the State of California, Reg. No. 54,519; the CONVERTERS trademark and the registration thereof in the Trademark Registry for the State of California, Reg. No. 91,779; and the AQUANO trademark; (collectively hereinafter referred to as the "Marks"); and

WHEREAS, BELLWETHER ACQUISITION LIMITED PARTNERSHIP, a North Carolina limited partnership, having a place of business at 375 Alabama Street, San Francisco, CA 94110 ("Assignee") is desirous of acquiring all of Assignor's rights, title and interest in and to the Marks;

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and for other good and valuable consideration, receipt of which Assignor acknowledges by its execution below:

1. Assignor hereby assigns to Assignee all of its rights, title and interest in and to the THERMALDRESS mark and registration, the CHEVALIER SAN FRANCISCO (Stylized) mark and registration, the CONVERTERS mark and registration, and the AQUANO mark, in each case together with the goodwill of the business connected with the use of and symbolized by said mark, and together with any and all interests, claims and rights for damages and profits by reason of any past infringement or unauthorized use of the mark, false designations of origin, unfair competition, deceptive trade practices and/or dilution related to the mark, use of confusingly similar marks or names by others and all other related causes of action and the right to sue therefor.

2. Assignor agrees to perform all reasonable and proper additional acts and to execute any additional documents at the request and expense of Assignee which Assignee may require in order to vest all of Assignor's rights, title and interest in and to the said trademarks and trademark registrations in Assignee, its successors or assigns.

[SIGNATURES ON FOLLOWING PAGE]

THIS ASSIGNMENT effective as of this 21st day of October, 1994.

BELLWETHER, INC.

By: Ed Dombrowski
Title: Vice-President

WITNESSES:

Name: Jeffrey Ka

Address: Emeryville, CA

Name: _____

Address: _____