

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Baja Marine Corporation		05/28/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Baja by Fountain, Inc.
<b>Street Address:</b>	1653 Whichards Beach Road
<b>Internal Address:</b>	PO Box 457
<b>City:</b>	Washington
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	27889
<b>Entity Type:</b>	CORPORATION: NORTH CAROLINA

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Serial Number:	76128723	.38 SPECIAL
Serial Number:	72436496	BAJA
Serial Number:	76127125	H2X
Serial Number:	75362434	ISLANDER
Serial Number:	75162958	OUTLAW
Serial Number:	76127126	SPEED CHANGES YOU
Serial Number:	75939610	W.A.V.
Serial Number:	75939609	WATER ADVENTURE VEHICLE

**CORRESPONDENCE DATA**

Fax Number: (252)672-5477  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (252) 672-5400  
 Email: trademarks@wardandsmith.com  
 Correspondent Name: Angela P. Doughty

OP \$215.00 76128723

Address Line 1: 1001 College Court  
Address Line 2: PO Box 867  
Address Line 4: New Bern, NORTH CAROLINA 28563-0867

ATTORNEY DOCKET NUMBER:	080594-00003
NAME OF SUBMITTER:	Angela P. Doughty
Signature:	/Angela P. Doughty/
Date:	06/23/2008

Total Attachments: 3  
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## TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT ("Assignment") is entered into effective as of the 28th day of May, 2008, by and between BAJA MARINE CORPORATION ("Assignor"), and BAJA BY FOUNTAIN, INC. ("Assignee");

### W I T N E S E T H:

WHEREAS, Assignor is the owner of the entire right, title, and interest in and to the trademarks listed on Schedule A attached hereto and incorporated herein by this reference and all prior use rights related thereto ("Registrations");

WHEREAS, Assignor, as set forth in that certain Asset Purchase Agreement ("Purchase Agreement") and that certain Assignment and Assumption Agreement ("Bill of Sale") executed on a date even herewith both incorporated herein by this reference, is desirous of assigning the entire right, title, and interest in and to the Registrations, including the goodwill associated therewith, to Assignee; and,

WHEREAS, Assignee, as set forth in the Purchase Agreement and Bill of Sale, is desirous of acquiring the entire right, title, and interest in and to the Registrations, including the goodwill associated therewith, from Assignor.

NOW, THEREFORE, be it known that for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor, by these presents does sell, transfer, assign, convey, and deliver unto Assignee, its successors, assigns, and legal representatives, all right, title, and interest in and to said Registrations, including the goodwill associated therewith, together with the right to sue and recover for past misappropriations, infringements, dilutions, or any other violations of any proprietary or other right in and to the Registrations.

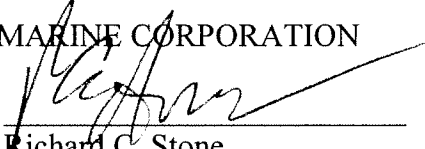
Assignor further covenants and agrees that, at the time of the execution and delivery of these presents, Assignor possesses full title to the Registrations, and that it has the unencumbered right and authority to make this Assignment.

Assignor further covenants and agrees, and likewise binds its successors, assigns, and legal representatives, to promptly communicate to said Assignee or its representatives any facts known to them relating to said Registrations, to testify in any legal proceedings involving said

Registrations, to execute any additional papers which may be requested to confirm the right of the Assignee, its representatives, successors, and assigns to secure said Registrations or similar protection of said Registrations in the United States and to vest in the Assignee complete title to said Registrations.

IN WITNESS WHEREOF, the Assignor has executed this Assignment as of the day and year first above written.

BAJA MARINE CORPORATION

By:   
Name: Richard C. Stone  
Title: President

LAKE COUNTY, ILLINOIS

I certify that the following person personally appeared before me this day, acknowledging to me that she/he signed the foregoing document: Richard C. Stone.

Date MAY 28, 2008

  
Notary Public

(Official Seal)



My commission expires:

2-11-2012

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**Schedule A**

MARK	COUNTRY	CURRENT OWNER	APPL. NO/ DATE	REG. NO/ DATE	GOODS/ SERVICES	STATUS
.38 SPECIAL	United States	Baja Marine Corporation	76/128,723 9/15/2000	2,478,143 8/14/2001	Class 12 Boats	Registered
BAJA	Brazil	Baja Marine Corporation	823,420,973 11/24/2000		Class 12 Boats	Pending
BAJA	Canada	Baja Marine Corporation	694,467 11/26/1991	404,198 10/23/1992	Class 12 Boats	Registered
BAJA	European Union	Baja Marine Corporation	1745363 7/7/2000	001745363 5/6/2004	Class 12 Boats	Registered
BAJA	Federation of Russia	Baja Marine Corporation	20055709462 4/22/2005	320103 1/29/2007	Class 12 Boats	Registered
BAJA	Mexico	Baja Marine Corporation	129078 12/13/1991	562011	Class 12 Boats	Registered
BAJA	United States	Baja Marine Corporation	72/436,496 9/22/1972	975,381 12/25/1973	Class 12 Boats	Registered
BAJA (WORD MARK)	Ukraine	Baja Marine Corporation	M200500487 4/22/2005	7111 1/15/2007	Class 12 Boats	Registered
H2X	United States	Baja Marine Corporation	76/127,125 9/14/2000	2,480,056 8/21/2001	Class 12 Boats	Registered
ISLANDER	United States	Baja Marine Corporation	75/362,434 9/24/1997	2,227,636 3/2/1999	Class 12 Boats	Registered
OUTLAW	United States	Baja Marine Corporation	75/162,958 9/9/1996	2,799,560 12/30/2003	Class 12 Boats	Registered
SPEED CHANGES YOU	United States	Baja Marine Corporation	76/127,126 9/14/2000	2,529,513 1/15/2002	Class 12 Boats	Registered
W.A.V.	United States	Baja Marine Corporation	75/939,610 3/9/2000	2,495,074 10/2/2001	Class 12 Boats	Expired
WATER ADVENTUR E VEHICLE	United States	Baja Marine Corporation	75/939,609 3/9/2000	2,535,055 1/29/2002	Class 12 Boats	Registered