

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT			
NATURE OF CONVEYANCE:	MERGER			
EFFECTIVE DATE:	12/28/2010			
CONVEYING PARTY DATA				
	Name	Formerly	Execution Date	Entity Type
	Waterbrook Winery, Inc.		12/28/2010	CORPORATION: WASHINGTON
RECEIVING PARTY DATA				
Name:	Precept Brands, LLC			
Street Address:	1910 Fairview Avenue E.			
Internal Address:	Suite 400			
City:	Seattle,			
State/Country:	WASHINGTON			
Postal Code:	98102			
Entity Type:	LTD LIAB JT ST CO: WASHINGTON			
PROPERTY NUMBERS Total: 2				
	Property Type	Number	Word Mark	
Serial Number:		78695664	WATERBROOK	
Serial Number:		78700339	WB	
CORRESPONDENCE DATA				
Fax Number:	(206)749-2006			
Phone:	206.447.8925			
Email:	stewr@foster.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:	Nancy V. Stepens, Foster Pepper PLLC			
Address Line 1:	1111 Third Avenue			
Address Line 2:	Suite 3400			
Address Line 4:	Seattle, WASHINGTON 98101			
ATTORNEY DOCKET NUMBER:	97248-4			

CH \$65.00 78695664

NAME OF SUBMITTER:	Nancy V. Stephens
Signature:	/Nancy V. Stephens/
Date:	12/21/2011
<b>Total Attachments: 7</b> source=Merger Document#page1.tif source=Merger Document#page2.tif source=Merger Document#page3.tif source=Merger Document#page4.tif source=Merger Document#page5.tif source=Merger Document#page6.tif source=Merger Document#page7.tif	

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

CERTIFICATE OF MERGER

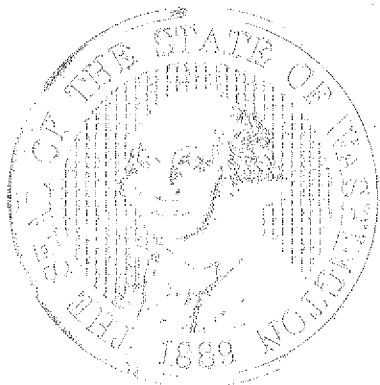
I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

PRECEPT BRANDS LLC

WA Limited Liability Company  
UBI: 602-207-746  
Filing Date: December 28, 2010

Merging Entities:

602-250-317	SHINGLEBACK INVESTORS LLC
602-219-129	GENESIS WINE, LLC
602-219-128	DOWN UNDER, LLC
602-564-792	PENDULUM WINE LLC
602-818-787	APEX FAMILY OF WINES, LLC
602-497-616	HS LLC
600-517-242	WATERBROOK WINERY, INC.



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

TRADEMARK

REEL: 004683 FRAME: 0791

DEC 28 2010

STATE OF WASHINGTON

ARTICLES OF MERGER

OF

SHINGLEBACK INVESTORS LLC , GENESIS WINE, LLC, DOWN UNDER LLC,  
PENDULUM WINE LLC, HS LLC, APEX FAMILY OF WINES, LLC, WATERBROOK  
WINERY, INC

WITH AND INTO

PRECEPT BRANDS, LLC

Pursuant to the provisions of Sections 25.15.405 and 23B.11.090 of the Revised Code of Washington, the following Articles of Merger are executed for the purpose of merging Shingleback Investors LLC, a Washington limited liability company, Genesis Wine, LLC, a Washington limited liability company, Down Under LLC, a Washington limited liability company, Pendulum Wine LLC, a Washington limited liability company, HS LLC, a Washington limited liability company, and Apex Family of Wines, LLC, a Washington limited liability company (the "Disappearing LLC Entities") and Waterbrook Winery Inc, a Washington corporation (the "Disappearing Corporate Entity") into Precept Brands LLC, a Washington limited liability company ( the "Surviving Entity").

1. Plan of Merger. The Plan of Merger approved by the members of the Disappearing LLC Entities, adopted by the board of directors and approved by the shareholders of the Disappearing Corporate Entity, and approved by the members of the Surviving Entity is attached hereto as Exhibit A and incorporated herein by reference.

2. Approval. The merger was duly approved by all of the members of the Disappearing LLC Entities pursuant to RCW 25.15.400. The board of directors of the Disappearing Corporate Entity adopted the Plan of Merger and the shareholders of the Disappearing Corporate Entity duly approved the merger pursuant to RCW 23B.11.030. All members of the Surviving Entity approved the merger pursuant to RCW 25.15.400.

3. Effective Time. The merger of the Disappearing LLC Entities and Disappearing Corporate Entity with and into the Surviving Entity in accordance with the Plan of Merger shall be effective as of 5:00 pm on the date on which these Articles of Merger are filed in the Office of the Secretary of State of the State of Washington.

DATED as of the 28th day of December, 2010.

Precept Brands LLC, a Washington limited  
liability company

By: Andrew Browne  
Andrew Browne, Manager and Member

**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**Shingleback Investors LLC , Genesis Wine, LLC, Down Under LLC, Pendulum Wine LLC, HS LLC, Apex Family of Wines, LLC, Waterbrook Winery Inc,**  
**INTO**  
**Precept Brands LLC**

THIS PLAN OF MERGER is made by and between **Shingleback Investors LLC** a Washington limited liability company ("Shingleback"), **Genesis Wine, LLC** a Washington limited liability company ("Genesis"), **Down Under LLC** a Washington limited liability company ("Down Under"), **Pendulum Wine LLC** a Washington limited liability company ("Pendulum"), **HS LLC**, a Washington limited liability company ("HS"), **Apex Family of Wines, LLC**, a Washington limited liability company ("Apex"), **Waterbrook Winery Inc**, a Washington corporation ("Waterbrook") (collectively the "Disappearing Entities") and **Precept Brands LLC**, a Washington limited liability company ("Precept")(collectively the "Constituent Parties").

**Recitals**

Shingleback, Genesis, Down Under, Pendulum, HS, Apex, and Precept are each limited liability companies duly organized and existing in the State of Washington.

Waterbrook is a corporation duly organized and existing in the State of Washington.

The Members of Shingleback, Genesis, Down Under, Pendulum, HS, Apex and Precept have determined that is advisable and to their advantage that Shingleback, Genesis, Down Under, Pendulum, HS, and Apex each merge with and into Precept, with Precept being the surviving entity, upon the terms and conditions of the Merger Agreement, dated the same date set forth below and incorporated herein by reference, and this Plan of Merger (the "Merger"), which Merger has been approved by all of the Members of Shingleback, Genesis, Down Under, Pendulum, HS, Apex and Precept.

The Board of Directors of Waterbrook and the Shareholders of Waterbrook have determined that it is advisable and to their advantage that Waterbrook merge with and into Precept, with Precept being the surviving entity, upon the terms and conditions of Merger, which Merger has been approved by all Board of Directors and Shareholders of Waterbrook and Members of Precept.

NOW THEREFORE, in consideration of the representations, warranties, covenants and agreements contained herein, the Constituent Parties hereby agree to merge with and into Precept on the following terms and conditions:

1. Mergers; Surviving Company. All of the Members of Shingleback, Genesis, Down Under, Pendulum, HS, Apex and Precept have approved the merger with Precept. Shingleback, Genesis, Down Under, Pendulum, HS, and Apex shall each be merged with and into Precept pursuant to the applicable provisions of Chapter 25.15 RCW, the Washington Limited Liability Company Act ("LLC Act"), and in accordance with the terms and conditions of Merger. Precept shall be the surviving company (the "Surviving Company") and shall be governed by the laws of the State of Washington.

All of the Board of Directors and Shareholders of Waterbrook and Members of Precept have approved the merger with Precept. Waterbrook shall also be merged with and into Precept pursuant to the applicable provisions of Chapter 23B.11 RCW, the Washington Business Corporation Act ("Corporation Act"), and in accordance with the terms and conditions of Merger. Precept shall be the surviving company (the "Surviving Company") and shall be governed by the laws of the State of Washington.

At the Effective Time (as defined below) the separate existence of Shingleback, Genesis, Down Under, Pendulum, HS, Apex, and Waterbrook shall thereupon cease.

2. Effectiveness. The Disappearing Entities shall be merged with and into the Surviving Company at 5:00 p.m. on the date on which the Articles of Merger, including all exhibits thereto ("Articles of Merger") are filed with and accepted by the office of the Secretary of State of the State of Washington ("Effective Time").

3. Membership Interests. At the Effective Time, by virtue of the Merger, and in accordance with the calculation set forth in the Merger Agreement, and without any action on the part of the interest holders, (i) the Member's percentage interests in Shingleback, Genesis, Down Under, Pendulum, HS, and Apex shall be changed and converted into percentage interests in Precept, so that the percentage interests of the Precept Members following the Effective Time are those percentage amounts indicated in Attachment A, and (ii) the Member's percentage interests in Shingleback, Genesis, Down Under, Pendulum, HS, and Apex shall thereupon extinguish and all rights and obligation thereto shall terminate.

4. Shareholders Interests. At the Effective Time, by virtue of the Merger, and in accordance with the calculation set forth in the Merger Agreement, and without any action on the part of the interest holders, (i) the Shareholder's interest in Waterbrook shall be changed and converted into percentage interests in Precept, so the percentage interests in Precept Members following the Merger are those percentage amounts indicated in Attachment A, and (ii) the Shareholder's interests in Waterbrook shall thereupon extinguish and all rights and obligation thereto shall terminate.

5. Effect of Merger; Succession. At the Effective Time, the separate existence of the Disappearing Entities shall cease; the Disappearing Entities shall be merged, in accordance with this Merger Plan, the Merger Agreement and the applicable laws of the State of Washington, with and into the Surviving Company; and the Surviving Company shall continue its limited liability existence under the laws of the State of Washington. Thereupon and thereafter all rights, title and interest owned by the

Disappearing Entities shall vest in the Surviving Company; the Surviving Company shall be responsible and liable for all liabilities and obligations of the Constituent Parties and all other effects of the Merger specified in the LLC Act and Corporation Act shall result therefrom.

6. Name. The name of the Surviving Entity shall be:

**Precept Brands LLC**

7. Certificate of Formation. Following the Effective Time, the Certificate of Formation of the original Precept Brands LLC as in force and effect immediately prior to the Effective Time shall be the Certificate of Formation of the Surviving Company and shall continue in full force and effect until altered, amended or changed in the manner prescribed by the LLC Act.

8. Further Assurances. Each of the Constituent Entities hereby agrees that, at any time or from time to time as and when requested by the Surviving Company, or by its successors or assigns, it will so far as it is legally able, execute and deliver, or cause to be executed and delivered in its name by its last acting members and officers, or by the members of the Surviving Company (each of whom is hereby irrevocably appointed as attorney-in-fact for such purposes) all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other actions as the Surviving Company, its successors or assigns, may deem necessary or desirable in order to evidence the transfer, vesting and devolution of any property, right, privilege, power, immunity or franchise to vest its successors or assigns, title to and possession of all the property, rights, privileges, powers, immunities, franchises and interests referred to in this Merger and otherwise to carry out the intent and purposes hereof.

9. Compliance with Applicable Laws. Each of the Constituent Entities shall take, or cause to be taken, all action or do, or cause to be done, all things necessary, proper or advisable under the laws of the State of Washington to consummate and make effective the Merger.

10. Execution. This Plan of Merger may be executed in any number of counterparts each of which shall be deemed an original and all of such counterparts shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Constituent Parties hereto have executed this Plan of Merger as of the 28th day of December, 2010.

**Apex Family of Wines, LLC**  
a Washington limited liability company

By: Andrew Browne  
Andrew Browne

Its: Member and Manager

4822-0727-1687.02  
64122.00001

**HS LLC, a Washington limited**  
liability company

By: Andrew Browne  
Andrew Browne

Its: Member and Manager

**Pendulum Wine LLC**

a Washington limited liability company  
company

By: Andrew Browne  
Andrew Browne  
Its: Member and Manager

**Shingleback Investors LLC**

a Washington limited liability company

By: Andrew Brown  
Andrew Browne  
Its: Member and Manager

**Down Under LLC**

a Washington limited liability company

By: Andrew Browne  
Andrew Browne  
Its: Member and Manager

**Genesis Wine, LLC**

a Washington limited liability company

By: Andrew Browne  
Andrew Browne  
Its: Member and Manager

**Waterbrook Winery, Inc.**

a Washington corporation

By: Andrew Browne  
Andrew Browne, President and Shareholder

**Precept Brands LLC**

a Washington limited liability company

By: Andrew Browne  
Andrew Browne  
Its: Member and Manager



**ATTACHMENT A**

**Percentage Ownership Interest Conversion**

Ownership Interest in Precept Brands LLC following Merger

Andrew Browne

Daniel Baty

50%

50%