

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
Waterbox LLC		03/07/2013	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Penguin Brands, Inc.		
Street Address:	2009 Elmwood Avenue		
City:	Sharon Hill		
State/Country:	PENNSYLVANIA		
Postal Code:	19079		
Entity Type:	CORPORATION: PENNSYLVANIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3668912	WATERBOX	
Registration Number:	4086223		
Registration Number:	4195286	SOFTTOUCH CAP	
CORRESPONDENCE DATA			
Fax Number:	6098961469		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(610) 397-6518		
Email:	ipdocket@foxrothschild.com, lhassan@foxrothschild.com		
Correspondent Name:	Lindette C. Hassan		
Address Line 1:	P.O. Box 5231		
Address Line 4:	Princeton, NEW JERSEY 08543-5231		
ATTORNEY DOCKET NUMBER:	081699.00008		
NAME OF SUBMITTER:	Lindette C Hassan		

OP \$90.00 3668912

Signature:	/Lindette C Hassan/
Date:	03/08/2013
Total Attachments: 3 source=Trademark Assignment - Waterbox Dissolution#page1.tif source=Trademark Assignment - Waterbox Dissolution#page2.tif source=Trademark Assignment - Waterbox Dissolution#page3.tif	

ASSIGNMENT OF TRADEMARKS AND TRADE NAMES

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **WATERBOX LLC**, a Delaware limited liability company with offices located at 2009 Elmwood Avenue, Sharon Hill, Pennsylvania 19079 ("Company"), does hereby distribute, assign, transfer and convey to its sole member, **PENGUIN BRANDS, INC.**, a Pennsylvania corporation, with an address of 2009 Elmwood Avenue, Sharon Hill, Pennsylvania 19079 ("Member"), its successors and assigns, all of Company's right, title and interest in and to any and all trademarks, service marks, logos and trade names relating to or involved in the operation of Company's business, including, but not limited to, those trademarks, service marks, logos and trade names set forth on Schedule A attached hereto and made a part hereof, together with all goodwill associated therewith (collectively, the "Marks").

This Assignment of Trademarks and Trade Names is being executed in connection with the liquidation and dissolution of Company in connection with the distribution of the assets of Company under a Plan of Liquidation.

Company represents to Member that Company has not assigned or transferred to any third party (other than Member) any rights that Company may have in or to any of the Marks, in whole or in part, including without limitation any security interest that may have been granted to a financial institution or other lender.

This Assignment of Trademarks and Trade Names includes the right to apply for registration of any and all of the Marks in any and all jurisdictions where such registration is desired by Member, the right to renew any existing registrations, and the right to claim for any and all damages by reason of past infringement of any of such Marks, with the right to sue for and collect the same for Member's own use and enjoyment and for the use and enjoyment of its successors and assigns.

IN WITNESS WHEREOF, Company has caused this Assignment of Trademarks and Trade Names to be executed by its duly authorized officer as of this 7 day of March, 2013.

WATERBOX LLC


By: _____

Jon Reichlin, President


SCHEDULE A

List of Trademarks


1. U.S. Trademark Registrations and Applications:

Trade Mark	Class	Country	Application No.	Registration No.	Filing Date	Registration Date
"WATERBOX"	21	USA	77/646,767	3,668,912	01/09/2009	8/18/2009
Water Buffalo Head Design						
	21	USA	85/151,146	4,086,223	10/12/2010	01/17/2012
"SOFTTOUCH CAP"	21	USA	85/164,968	4,195,286	10/29/2010	08/21/2012


2. Australian Trademark Registrations and Applications:

Trade Mark	Class	Country	Application No.	Registration No.	Filing Date	Registration Date
"WATERBOX"	21	Australia	1388903	N/A	10/15/2010	N/A
Water Buffalo Head Design						
	21	Australia	1388904	1,388,904	10/15/2010	10/15/2010

3. Canadian Trademark Registrations and Applications:

Trade Mark	Class	Country	Application No.	Registration No.	Filing Date	Registration Date
"WATERBOX"	N/A	Canada	1,500,251	N/A	10/19/2010	N/A
Water Buffalo Head Design						
	N/A	Canada	1,500,252	N/A	10/19/2010	N/A

4. United Kingdom Trademark Registrations and Applications:

Trade Mark	Class	Country	Application No.	Registration No.	Filing Date	Registration Date
"WATERBOX"	21	U.K.	2,561,822	2,561,822	10/21/2010	01/21/2011
Water Buffalo Head Design						
	21	U.K.	2,561,767	2,561,767	10/21/2010	01/14/2011

5. Unregistered Marks/Names:

- "WE BELIEVE IN FUNCTION AND BEAUTY"
- Variations of any of the registered or unregistered trademarks and/or trade names listed on this Schedule 1(a)(iii).
- All other registered and unregistered trademarks, service marks and trade names used and owned by Company in connection with its Products, together with the goodwill associated therewith.