

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM374242

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pacific Biometrics, Inc.		01/20/2016	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Emerald Star Holdings LLC		
Doing Business As:	Pacific Biomarkers		
Street Address:	645 Elliott Avenue West		
Internal Address:	Suite 300		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98119		
Entity Type:	LIMITED LIABILITY COMPANY: WASHINGTON		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3968241	PACIFIC BIOMARKERS, INC.	
CORRESPONDENCE DATA			
Fax Number:	4155760300		
<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:	415-576-0200		
Email:	jhughes@kilpatricktownsend.com, choffman@kilpatricktownsend.com		
Correspondent Name:	JOHN A. HUGHES		
Address Line 1:	TWO EMBARCADERO CENTER, 8th FLOOR		
Address Line 4:	SAN FRANCISCO, CALIFORNIA 30309		
ATTORNEY DOCKET NUMBER:	84136-944103		
NAME OF SUBMITTER:	John A. Hughes		
SIGNATURE:	/jah/		
DATE SIGNED:	02/23/2016		
Total Attachments: 12			
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**CONFIRMATION OF CORPORATE NAME CHANGE
TRANSFER OF ASSETS
and
TRADEMARK and SERVICE MARK ASSIGNMENT
of and from Pacific Biometrics, Inc.
to Pacific Biomarkers, Inc.,
to Emerald Star Holdings LLC (doing business as Pacific Biomarkers)**

On December 17, 2009, Pacific Biometrics, Inc., a corporation incorporated under the laws of Delaware, with offices located at 220 West Harrison Street, Seattle, Washington 98119, U.S.A., changed its name to Pacific Biomarkers, Inc. A true and correct copy of the State of Delaware Second Amended and Restated Certificate of Incorporation of Pacific Biometrics, Inc. reflecting that name change is attached hereto as Exhibit A.

On March 21, 2011, Emerald Star Holdings LLC (doing business as Pacific Biomarkers), a limited liability company organized under the laws of Washington, with offices located at 645 Elliott Avenue West, Suite 300, Seattle, Washington 98119, U.S.A., was formed. A true and correct copy of the State of Washington Certificate of Formation to Emerald Star Holdings LLC is attached hereto as Exhibit B.

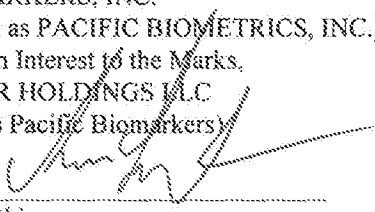
On August 31, 2011, Pacific Biomarkers, Inc., a corporation incorporated under the laws of Delaware, and Pacific Biomarkers, Inc., a company organized under the laws of Washington, each with offices located at 220 West Harrison Street, Seattle, Washington 98119, U.S.A., sold, assigned, and transferred all right, title, and interest in and to certain assets pursuant to an Asset Purchase Agreement, including but not limited to the trademarks and service marks listed in Exhibit C hereto, and all goodwill related thereto (hereinafter "the Marks") to Emerald Star Holdings LLC (doing business as Pacific Biomarkers), a limited liability company organized under the laws of Washington, with offices located at 645 Elliott Avenue West, Suite 300, Seattle, Washington 98119, U.S.A. A true and correct copy of the Bill of Sale reflecting that agreement is attached hereto as Exhibit D.

Pursuant to the above, all rights in the Marks are now held by Emerald Star Holdings LLC (doing business as Pacific Biomarkers).

The undersigned confirms the forgoing, and that he is duly authorized to execute this document on behalf of the respective parties.

ASSIGNOR
PACIFIC BIOMARKERS, INC.
(Formerly Known as PACIFIC BIOMETRICS, INC.)
by its Successor In Interest to the Marks,
EMERALD STAR HOLDINGS LLC
(doing business as Pacific Biomarkers)

Dated: January 20, 2016

By: 
Amar Sethi
President

ASSIGNEE
EMERALD STAR HOLDINGS, LLC
(doing business as Pacific Biomarkers)

Dated: January 20, 2016

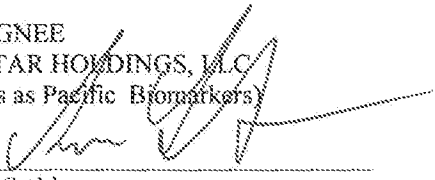
By: 
Amar Sethi
President

EXHIBIT A

SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PACIFIC BIOMETRICS, INC.

It is hereby certified that:

1. The present name of the corporation is Pacific Biometrics, Inc. (the "Corporation"), which is the name under which the Corporation was originally incorporated. The date of filing the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was May 9, 1996.

2. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation and the Corporation's stockholders duly adopted and approved an amendment to the Corporation's Certificate of Incorporation, as previously amended and restated (the "Prior Restated Certificate"), to amend the First Article to change the name of the Corporation to "Pacific Biomarkers, Inc."

3. Pursuant to Section 245 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation desires to integrate all of the provisions of the Prior Restated Certificate and subsequent amendments, including the foregoing amendment to the First Article, to be restated in its entirety to read as follows:

FIRST: The name of the corporation (the "Corporation") is "Pacific Biomarkers, Inc."

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, DE 19801, New Castle County. The name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of capital stock which the Corporation shall have the authority to issue is thirty-five million (35,000,000), which shall consist of:

Thirty million (30,000,000) shares of common stock, par value \$.01 per share; and

Five million (5,000,000) shares of preferred stock, par value \$.01 per share.

The Board of Directors has the express power, subject to limitations prescribed by law and the provisions of this Article FOURTH, to provide for the issuance of any or all of the shares of preferred stock in classes or series, and to establish from time to time the

number of shares to be included in each class or series, and to fix by resolution the voting powers, full or limited, or no voting powers, and the designations, preferences and relative, participating, optional or other special rights of shares of each class or series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each class or series of preferred stock shall include, but not be limited to, determination of the following:

- a. The number of shares constituting the class or series and the distinctive designation of the class or series;
- b. The dividend rate on the shares of the class or series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of the class or series;
- c. Whether the class or series will have voting rights, and, if so, the terms of the voting rights;
- d. Whether the class or series will have conversion privileges, and, if so, the terms and conditions of the conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors determines;
- e. Whether or not the shares of the class or series will be redeemable, and, if so, the terms and conditions of redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- f. Whether the class or series shall have a sinking fund for the redemption or purchase of shares of the class or series, and, if so, the terms and amount of the sinking fund;
- g. The rights of the shares of the class or series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of the class or series; and
- h. Any other powers, terms, rights, qualifications, preferences, limitations and restrictions, if any, of the class or series as the Board of Directors may lawfully fix under the laws of the State of Delaware as in effect at the time of the creation of such series.

Any of the powers, voting powers, designations, preferences, rights and qualifications, limitations or restrictions of any such class or series of preferred stock may be made dependent upon facts ascertainable outside this Certificate of Incorporation or of any amendment thereof, or outside the resolution or resolutions providing for the issue of such preferred stock adopted by the Board of Directors pursuant to the authority expressly granted herein, provided that the manner in which such facts shall operate upon the

powers, voting powers, designations, preferences, rights and qualifications, limitations or restrictions of such class or series of preferred stock is clearly and expressly set forth in this Certificate of Incorporation or in the resolution or resolutions providing for the issue of such preferred stock adopted by the Board of Directors.

FIFTH: The board of directors of the Corporation shall have the power to adopt, amend and repeal the bylaws of the Corporation.

SIXTH: Election of directors need not be by written ballot.

SEVENTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that nothing in this Article SEVENTH shall eliminate or limit the liability of any director (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. Neither the amendment nor repeal of this Article SEVENTH, nor the adoption of any provision of the Certificate of Incorporation inconsistent with this Article SEVENTH, shall eliminate or reduce the effect of this Article SEVENTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SEVENTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person."

4. This amendment and restatement shall be effective upon filing.

EXECUTED this 15th day of December, 2009.

PACIFIC BIOMETRICS, INC.

By: 

Michael P. Murphy, Chief Operating Officer

EXHIBIT B

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF FORMATION

to

EMERALD STAR HOLDINGS LLC

a/an WA Limited Liability Company. Charter documents are effective on the date indicated below.

Date: 3/21/2011

UBI Number: 603-097-214

APPID: 1985756



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

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

TRADEMARK

REEL: 005737 FRAME: 0666

EXHIBIT C

Country File No.	Mark	Status	Serial No Filing Date	Reg. No. Reg. Date	Owner	Class/Description	Action
European Union 084136- 0756610	PACIFIC BIOMARKERS	Registered	007189831 Aug 19, 2008	007189831 May 18, 2009	Pacific Biometrics, Inc.	5, 42 Class 5: Reagents, preparations and substances for medical, scientific, research and development purposes; diagnostic agents; preparations and substances for medical, scientific and research and development purposes, test kits comprised of biological reagents and instructions for use in medical diagnosis and prognosis; and analysis of medical conditions and efficacy of treatment; specimen collection kits; pharmaceutical and veterinary preparations; sanitary preparations for medical purposes; dietetic substances adapted for medical use, food for babies; plasters, materials for dressings; material for stopping teeth, dental wax; disinfectants; preparations for destroying vermin; fungicides, herbicides. Class 42: Medical and scientific research and development, consulting, testing, diagnostic and analysis services in the fields of drug discovery, drug development, diagnostics, treatment, and biological detection; diagnostic testing services; medical testing and services for diagnostic purposes; providing medical, diagnostic, research and treatment information; product development services for others in the pharmaceutical, medical diagnostics, clinical trial design and biotechnology fields; scientific and technological services and research and design relating thereto; industrial analysis and research services; design and development of computer hardware and software.	Renewal Due Aug 19, 2018
United States of America 084136- 0744196	PACIFIC BIOMARKERS, INC.	Registered	77398775 Feb 15, 2008	3968241 May 31, 2011	Pacific Biometrics, Inc. (022269)	42 Medical and scientific research and analysis services in the fields of drug discovery, drug development, and biological detection of biomarkers, including biochemical, proteomics, genomics and consulting services related thereto; providing reagent sample testing and diagnostic services for others in the fields of science and research related thereto; diagnostic testing services, namely, scientific testing in the field of biomarkers and	Sec 8 and/or 15 Filing Deadline Sec 8/9 Renewal Deadline May 31, 2017 May 31, 2021

TRADEMARK

REEL: 005737 FRAME: 0669

Country File No.	Mark	Status	Serial No Filing Date	Reg. No. Reg. Date	Owner	Class/Description	Action
						44 Immunogenicity; providing medical and scientific research information in the field of pharmaceuticals, biologics and diagnostics; product development services for others in the pharmaceutical, medical diagnostics, clinical trial design and biotechnology fields; consulting services in the field of clinical trials. Consulting services in the field of medical diagnostic testing; medical testing for diagnostic purposes; providing medical information.	

EXHIBIT D

BILL OF SALE

Pacific Biomarkers, Inc., a Delaware corporation ("Parent"), and Pacific Biomarkers, Inc., a Washington corporation (the "Company" and collectively with Parent, "Sellers"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sell, assign and transfer to Emerald Star Holdings, LLC, a Washington limited liability company ("Buyer"), pursuant to and in furtherance of that certain Asset Purchase Agreement, dated May 23, 2011, by and among Sellers and Buyer (the "Asset Purchase Agreement"), all right, title and interest of Sellers in and to the Transferred Assets, AS IS, WHERE IS.

TO HAVE AND TO HOLD the same unto Buyer, and its successors and assigns, forever. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Asset Purchase Agreement.

Sellers covenant and agree that they shall execute and deliver such other instruments and documents as Buyer may reasonably request, to carry out, give effect to, or evidence the transfer of the Transferred Assets to Buyer.

This instrument and all of its terms shall inure to the benefit of Buyer, and its successors and assigns, and shall bind Sellers, and their successors and assigns. This instrument shall be governed by and construed in accordance with the laws of the State of Washington.

This instrument is entered into in connection with, and pursuant to, the Asset Purchase Agreement and shall, to the extent possible, be construed to be consistent therewith. In the event of any conflict between the terms hereof and of the Asset Purchase Agreement, the terms of the Asset Purchase Agreement shall control.

Sellers have caused this Bill of Sale to be duly executed and delivered this 31st day of August, 2011

PARENT:

PACIFIC BIOMARKERS, INC.

By: 
Stanley L. Schloz
Director

COMPANY:

PACIFIC BIOMARKERS, INC.

By: 
Stanley L. Schloz
Director