

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM387847

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
David S Phinney		06/09/2016	INDIVIDUAL:
Orin Swift Cellars LLC		06/09/2016	Limited Liability Company:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	E. & J. Gallo Winery		
<b>Street Address:</b>	600 Yosemite Boulevard		
<b>City:</b>	Modesto		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	95354		
<b>Entity Type:</b>	Corporation: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 25</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4547895	DISTORTION	
<b>Registration Number:</b>	4915395	MERCURY HEAD	
<b>Registration Number:</b>	4757706	SKIN DEEP	
<b>Registration Number:</b>	4919472	SLANDER	
<b>Registration Number:</b>	4760526	STATIC	
<b>Registration Number:</b>	4743886	SUICIDE DOORS	
<b>Registration Number:</b>	4833765	THE COMMUTE	
<b>Serial Number:</b>	86319373	WARPAINT	
<b>Registration Number:</b>	3445982	ABSTRACT	
<b>Registration Number:</b>	4551369	CHINA DOLL	
<b>Registration Number:</b>	4319762	MACHETE	
<b>Registration Number:</b>	4771611		
<b>Registration Number:</b>	4106592	MANNEQUIN	
<b>Registration Number:</b>	4542382		
<b>Registration Number:</b>	3507483	MERCURY HEAD	
<b>Registration Number:</b>	4635359	LIBERTY IN GOD WE TRUST 1942	
<b>Serial Number:</b>	87018386	MILK RUN	
<b>Registration Number:</b>	4598576	MUTÉ	

OP \$640.00 4547895

Property Type	Number	Word Mark
Registration Number:	3444929	ORIN SWIFT CELLARS
Registration Number:	4496766	PAPILLON
Registration Number:	4524775	PAPILLON
Registration Number:	4615330	THE BOY WHO CRIED WOLF
Registration Number:	4598567	TRIGGER FINGER
Registration Number:	3444930	VELADORA
Registration Number:	4524826	

**CORRESPONDENCE DATA**

**Fax Number:**

*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.*

**Email:** tm.group@ejgallo.com  
**Correspondent Name:** E. & J. Gallo Winery  
**Address Line 1:** 600 Yosemite Boulevard  
**Address Line 2:** Legal Department  
**Address Line 4:** Modesto, CALIFORNIA 95354

<b>NAME OF SUBMITTER:</b>	KRISTI W. WHALEN
<b>SIGNATURE:</b>	/kww/
<b>DATE SIGNED:</b>	06/14/2016

**Total Attachments: 8**

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## ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS (this “**Assignment**”) is made and entered into as of June 9, 2016, by and among DAVID S. PHINNEY, an individual, and ORIN SWIFT CELLARS LLC, a California limited liability company (each an “**Assignor**” and collectively, “**Assignors**”), and E. & J. GALLO WINERY, a California corporation (“**Assignee**”).

### RECITALS

**WHEREAS**, Assignors are the current owners of all right, title and interest in and to the trademarks listed in Schedule A hereto and the trade names listed on Schedule B hereto, including, without limitation, all common law rights thereto and all registrations thereof, and other rights and goodwill associated therewith (collectively, the “**Trademarks**”); and

**WHEREAS**, Assignee desires to acquire all right, title and interest in and to the Trademarks, and the goodwill associated therewith, and Assignors desire to assign all right, title and interest in and to each of their respective Trademarks, and the goodwill associated therewith, to Assignee; and

**WHEREAS**, the parties are concurrently entering into an Asset Purchase Agreement dated June 6, 2016, (the “**Agreement**”) pursuant to which the Assignee is purchasing substantially all the assets associated with the Business (as defined in the Agreement) from Assignors, and this Assignment is subject to and in furtherance of the terms of that Agreement.

**NOW THEREFORE**, pursuant to the Agreement, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignors agree as follows:


1. Assignment. Assignors hereby irrevocably sell, transfer, assign and set over unto Assignee, its successors and assigns, all right, title, and interest in and to the following, together with all goodwill associated therewith, including the business with which they are associated and which they symbolize:

- a. The Trademarks and all issuances, pending applications, extensions, and renewals thereof;
- b. All rights of any kind whatsoever accruing under or relating to the Trademarks provided by applicable law, by international treaties, and conventions and otherwise, including common law rights; and
- c. Any and all royalties, fees, income, payments, and other proceeds now or hereafter due or payable with respect to the Trademarks, and the right to recover for damages and profits for past infringements thereof.

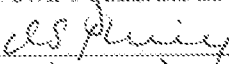
2. Recordation. Assignors agree to perform any further acts and to execute and provide to Assignee all other documents that may be necessary to effect the assignment of the Trademarks to Assignee as promptly as practicable after Assignee's request therefor, and to assist Assignee in any manner reasonably requested by Assignee in connection with the assignment, prosecution, enforcement and maintenance of the Trademarks.

IN WITNESS WHEREOF, the parties have executed this Assignment of Trademarks as of the date first written above.

ASSIGNOR:

  
.....  
DAVID S. PHINNEY

ASSIGNOR:

ORIN SWIFT CELLARS LLC  
By:   
.....  
Name: Dave Phinney  
.....  
Title: owner  
.....

ASSIGNEE:

E. & J. GALLO WINERY

By: .....

Name: .....

Title: .....

2. Recordation. Assignors agree to perform any further acts and to execute and provide to Assignee all other documents that may be necessary to effect the assignment of the Trademarks to Assignee as promptly as practicable after Assignee's request therefor, and to assist Assignee in any manner reasonably requested by Assignee in connection with the assignment, prosecution, enforcement and maintenance of the Trademarks.

IN WITNESS WHEREOF, the parties have executed this Assignment of Trademarks as of the date first written above.

ASSIGNOR:

\_\_\_\_\_  
DAVID S. PHINNEY

ASSIGNOR:

ORIN SWIFT CELLARS LLC

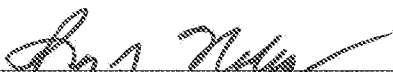
By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

ASSIGNEE:

E. & J. GALLO WINERY



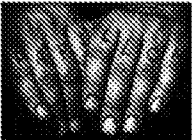
By 

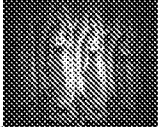
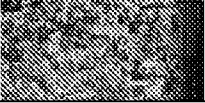



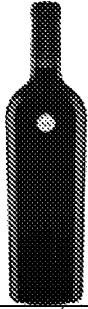
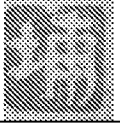
Name: ROGER NAREDIAN


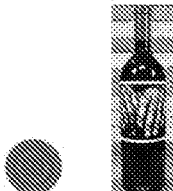




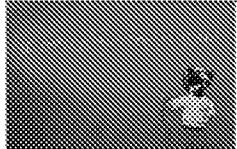

Title: SENIOR VP / GENERAL MANAGER

Schedule A



To the Assignment of Trademarks and Trade Names

Cty	Trademark	Status	Appl.No.	Reg.No.	Goods	Owner
US	DISTORTION	Registered	85182984	4547895	Wines	PHINNEY, DAVID S.
US	MERCURY HEAD (Cl.25)	Registered	86044384	4915395	Denim jackets; denims; hats; shirts	DAVID S. PHINNEY
US	SKIN DEEP	Registered	86976321	4757706	Distilled Spirits; Wines	PHINNEY, DAVID S.
US	SLANDER	Registered	86574723	4919472	Alcoholic beverages except beers	DAVID S. PHINNEY
US	STATIC	Registered	85436903	4760526	Wine	DAVID S. PHINNEY
US	SUICIDE DOORS	Registered	85437870	4743886	Wine	DAVID S. PHINNEY
US	THE COMMUTE	Registered	86532160	4833765	Alcoholic beverages except beers	DAVID S. PHINNEY
US	WARPAINT	Allowed	86319373		Cl. 32 Beer Class 33 Alcoholic beverages except beers	PHINNEY, DAVID S.
CN	ORIN SWIFT	Registered	11281161	11281161	Ratafia (including ethyl alcohol); Aperitif; Cocktail; Steam boiling extraction (eloquent liquor and strong liquor); Grape wine; Gin; Brandy; Rum; Vodka; Light sparkling .....	DAVID S. PHINNEY
CN	ORIN SWIFT CELLARS	Suspended	IR1167669	IR1167669	Wines	DAVID S. PHINNEY
US	ABSTRACT	Registered	77092142	3445982	Wine	ORIN SWIFT CELLARS, LLC
US	CHINA DOLL	Registered	86107204	4551369	Wine	ORIN SWIFT CELLARS, LLC
US	MACHETE	Registered	85550218	4319762	Wine	ORIN SWIFT CELLARS, LLC
US		Registered	86320716	4771611	Wine	ORIN SWIFT CELLARS, LLC
US	MANNEQUIN	Registered	85182987	4106592	Wines	ORIN SWIFT CELLARS, LLC
US		Registered	86026690	4542382	Wine	ORIN SWIFT CELLARS, LLC
US	MERCURY HEAD	Registered	77302337	3507483	Wines	ORIN SWIFT CELLARS, LLC
US		Registered	86045437	4635359	Wine	ORIN SWIFT CELLARS, LLC
US	MILK RUN	Pending	87018386		Wine; Administering a wine club by means of selecting wines based on consumer expectations and arranging periodic shipments to club members	ORIN SWIFT CELLARS, LLC
US	MUTÉ	Registered	85982305	4598576	Spirits and liqueurs; wines	ORIN SWIFT CELLARS, LLC
US	ORIN SWIFT CELLARS	Registered	77302345	3444929	Wines	ORIN SWIFT CELLARS, LLC
US	PAPILLON	Registered	85230272	4496766	Wine	ORIN SWIFT CELLARS, LLC
US		Registered	86011893	4524775	Wines	ORIN SWIFT CELLARS, LLC
US	THE BOY WHO CRIED WOLF	Registered	86975214	4615330	Spirits; wine	ORIN SWIFT CELLARS, LLC
US	TRIGGER FINGER	Registered	85982227	4598567	Spirits and liqueurs; wines	ORIN SWIFT CELLARS, LLC
US	VELADORA	Registered	77302348	3444930	Wines	ORIN SWIFT CELLARS, LLC

US		Registered	86025369	4524826	Wine	ORIN SWIFT CELLARS, LLC
EUTM	ORIN SWIFT CELLARS	Registered	IR1167669	IR1167669A	Wines	ORIN SWIFT CELLARS, LLC
HK	ORIN SWIFT CELLARS	Registered	302646423	302646423	Wine	ORIN SWIFT CELLARS, LLC
JP	ORIN SWIFT CELLARS	Registered	IR1167669	IR1167669A	Wines	ORIN SWIFT CELLARS, LLC
Macau	ORIN SWIFT CELLARS	Registered	42/2013	N/076776	Wine	ORIN SWIFT CELLARS, LLC
MX	MANNEQUIN	Registered	M1595308	1559851	Alcoholic beverages except beers	ORIN SWIFT CELLARS, LLC
MX	MERCURY HEAD	Registered	M1595306	1559850	Alcoholic beverages except beers	ORIN SWIFT CELLARS, LLC
MX	ORIN SWIFT CELLARS	Registered	M1595309	1559852	Alcoholic beverages except beers	ORIN SWIFT CELLARS, LLC
MX	PAPILLON	Registered	M1595305	1558036	Alcoholic beverages except beers	ORIN SWIFT CELLARS, LLC
WIPO	ORIN SWIFT CELLARS	Registered		IR-1167669A	Wines	ORIN SWIFT CELLARS, LLC
US	ABSTRACT 	Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC
US	CHINA DOLL 	Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC
US	DISTORTION 	Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC
US	EQUINOX	Common Law			Wine club services	ORIN SWIFT CELLARS LLC
US		Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC
US	MERCURY HEAD 	Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC
US	MUTE 	Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC
US	PALERMO (word)	Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC

US	<b>PALERMO</b> 	Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC
US	<b>PAPILLON</b> 	Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC
US	<b>SKIN DEEP</b> 	Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC
US	<b>SLANDER</b> 	Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC
US	<b>STATIC</b> 	Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC
US	<b>SUICIDE DOORS</b> 	Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC
US	<b>THE BOY WHO CRIED WOLF</b> 	Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC
US	<b>THE COMMUTE</b> 	Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC



US	<p>THE REVOLUTION WILL BE LIVE THE REVOLUTION WILL NOT BE TELEVISED</p> 	Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC
US	<p>TRIGGER FINGER</p> 	Common Law			Alcoholic beverages except beers	ORIN SWIFT CELLARS LLC

Schedule B

To Assignment of Trademarks and Trade Names

TRADE NAMES

Trade Name	Owner
ORIN SWIFT CELLARS, LLC	ORIN SWIFT CELLARS LLC
ORIN SWIFT CELLARS	ORIN SWIFT CELLARS LLC
ORIN SWIFT	ORIN SWIFT CELLARS LLC