

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
Dimension One Spas, Inc.		02/06/2013	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	ND1, Inc.		
Street Address:	13925 City Center Drive #200		
City:	Chino Hills		
State/Country:	CALIFORNIA		
Postal Code:	91709		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 23			
Property Type	Number	Word Mark	
Registration Number:	3025874	@HOME	
Registration Number:	2526923	@ HOME HOT TUBS	
Registration Number:	3031221	AMORÉ BAY	
Registration Number:	2863562	AQUAFIT	
Registration Number:	3825499	AQUATICFITNESSSYSTEMS	
Registration Number:	2519666	CLEARZONE	
Registration Number:	1894593	CRYSTALZONE	
Registration Number:	2827281	D1	
Registration Number:	2299566	DIMENSION ONE SPAS	
Registration Number:	2123439		
Registration Number:	2969406	DUPREE BAY	
Registration Number:	3022554	ENVIROTECT	
Registration Number:	2349357	E-Z LIFTER	
Registration Number:	2873967	LOTUS BAY	

OP \$590.00 3025874

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**TRADEMARK
 REEL: 005046 FRAME: 0939**

Registration Number:	4087214	REFLECTIONS
Registration Number:	2773427	SARENA BAY
Registration Number:	2904457	SEVILLE
Registration Number:	2881070	THE GREAT SHAPE OF WATER
Registration Number:	3501459	THE SWAN
Registration Number:	3507820	THE SWAN
Registration Number:	2557987	ULTRALIFE
Registration Number:	3786458	
Registration Number:	3786457	

CORRESPONDENCE DATA

Fax Number: 5108321486
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 510-451-0544
Email: michael@donahue.com
Correspondent Name: Michael J. Dalton
Address Line 1: 1999 Harrison Street, 25th Floor
Address Line 4: Oakland, CALIFORNIA 94612

NAME OF SUBMITTER:	Michael J. Dalton
Signature:	/Michael J. Dalton/
Date:	06/13/2013

Total Attachments: 4
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ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF SERVICEMARKS AND TRADEMARKS ("Assignment") made as of February 6, 2013, by Dimension One Spas, Inc., a California corporation ("Assignor"), to ND1, Inc., a California corporation ("Assignee").

RECITAL

A. Assignee, Assignor, and Robert Hallam and Linda Hallam, individually and as trustees of the Hallam Revocable Trust dated January 10, 1992, have entered into that certain Asset Purchase Agreement dated as of February 4, 2013 (the "Purchase Agreement"), pursuant to which Assignee is purchasing certain assets from Assignor as set forth in the Purchase Agreement. Capitalized terms not otherwise defined herein shall have the meanings assigned to them in the Purchase Agreement.

B. In accordance therewith, Assignor desires to transfer and assign to Assignee, and Assignee desires to accept the transfer and assignment of, all of Assignor's worldwide right, title and interest in, to and under Assignor's registered and unregistered domestic and foreign service marks, trademarks, trademark applications and trade names, including without limitation the service marks, trademarks, service mark and trademark applications and trade names listed on Schedule A annexed hereto and incorporated herein by reference (collectively, the "Marks").

NOW, THEREFORE, Assignor, for and in exchange for the payment of the purchase price set forth in the Purchase Agreement, the receipt of which is hereby acknowledged, does hereby transfer and assign to Assignee, and Assignee hereby accepts the transfer and assignment of, effective as of the Effective Time (as defined in the Purchase Agreement), all of Assignor's worldwide right, title and interest in, to and under the Marks, together with the goodwill of the business associated therewith and which is symbolized thereby, all rights to sue for infringement of any Mark, whether arising prior to or subsequent to the date of this Assignment, and any and all renewals and extensions thereof that may hereafter be secured under the laws now or hereafter in effect in the United States, Canada and in any other jurisdiction, the same to be held and enjoyed by Assignee, its successors and assigns from and after the date hereof as fully and entirely as the same would have been held and enjoyed by Assignor had this Assignment not been made.

Except to the extent that federal law preempts state law with respect to the matters covered hereby, this Assignment shall be governed by and construed in accordance with the laws of the State of California without giving effect to the principles of conflicts of laws thereof.

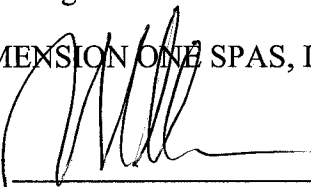
This Assignment shall inure to the benefit of and shall be binding upon each of the parties hereto and the successors and assigns of such parties. The parties hereto shall execute and deliver such further and additional instruments, agreements and other documents as may be necessary to carry out the provisions of this Assignment.

[Signature page follows]

IN WITNESS WHEREOF, the Assignor has caused its duly authorized officer to execute this Assignment as of the date first set forth above.

DIMENSION ONE SPAS, INC.

By:



Robert Hallam, President

SCHEDULE A

United States Trademarks

1. @HOME United States Trademark Registration No. 3,025,874
2. @HOME HOT TUBS United States Trademark Registration No. 2,526,923
3. AMORE BAY United States Trademark Registration No. 3,031,221
4. AQUAFIT United States Trademark Registration No. 2,863,562
5. AQUAFITNESSSYSTEMS (and design) United States Trademark Registration No. 3825499
6. CLEARZONE United States Trademark Registration No. 2,519,666
7. CRYSTALZONE United States Trademark Registration No. 1,894,593
8. D1 United States Trademark Registration No. 2,827,281
9. DIMENSION ONE SPAS United States Trademark Registration No. 2,299,566
10. DIMENSION ONE SPAS United States Trademark Registration No. 2,123,439
11. DUPREE BAY United States Trademark Registration No. 2,969,406
12. ENVIROTECT United States Trademark Registration No. 3,022,554
13. E-Z LIFTER United States Trademark Registration No. 2,349,357
14. LOTUS BAY (and design) United States Trademark Registration No. 2,873,967
15. REFLECTIONS United States Trademark Registration No. 4,087,214
16. SARENA BAY United States Trademark Registration No. 2,773,427
17. SEVILLE United States Trademark Registration No. 2,904,457
18. THE GREAT SHAPE OF WATER United States Trademark Registration No. 2881070
19. THE SWAN United States Trademark Registration No. 3,501,459
20. THE SWAN (and design) United States Trademark Registration No. 3,507,820
21. ULTRALIFE United States Trademark Registration No. 2,557,987
22. DIMENSION ONE SPAS United States Trademark Registration No. 3786458

23. DIMENSION ONE SPAS United States Trademark Registration No. 3786457