

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM348270

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|---|--|-----------------------|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| GNI WATERMAN LLC, a Delaware limited liability company, dba Waterman Industries, Inc. | | 07/14/2015 | LIMITED LIABILITY COMPANY: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | WATERMAN INDUSTRIES, LLC, a Delaware limited liability company | | |
| Street Address: | 25500 Road 204 | | |
| City: | Exeter | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 93221 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4312352 | WATERMAN INDUSTRIES | |
| Registration Number: | 0667607 | WATERMAN | |
| Registration Number: | 0662999 | RED TOP | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 5594325620 | | |
| <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: | 5594325400 | | |
| Email: | ecole@bakermanock.com | | |
| Correspondent Name: | ERIC C. COLE | | |
| Address Line 1: | 5260 N. PALM AVE. | | |
| Address Line 4: | Fresno, CALIFORNIA 93704 | | |
| NAME OF SUBMITTER: | Eric C. Cole | | |
| SIGNATURE: | /Eric C Cole 5400/ | | |
| DATE SIGNED: | 07/16/2015 | | |
| Total Attachments: 3 | | | |
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ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks is made as of April 8, 2015, by GNI WATERMAN LLC, a Delaware limited liability company, d/b/a Waterman Industries, Inc. ("Assignor").

Whereas Assignor owns the federal registrations on the Principal Register of the United States Patent and Trademark Office for the marks listed on Exhibit "A" hereto (the "Marks");

Whereas WATERMAN INDUSTRIES, LLC, a Delaware limited liability company ("Assignee"), having its principal office and place of business at 25500 Road 204, Exeter, California 93221, has acquired certain assets of Assignor related to the Marks and as part of that transaction desires to acquire the Marks, and their registrations;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign and transfer to Assignee all of Assignor's right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and the federal registrations thereof.

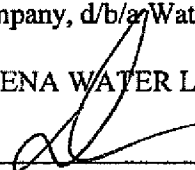
Assignee and Assignor are parties to that certain Asset Purchase Agreement dated April 8, 2015 ("Purchase Agreement"). The terms of the Purchase Agreement are incorporated herein by reference. Notwithstanding any other provision of this Assignment to the contrary, nothing contained in this Assignment shall in any way supersede, modify, replace, amend, change, rescind, waive, exceed, expand, enlarge or in any way affect the provisions, including, but not limited to, the representations, warranties, covenants, agreements, conditions, or, in general any rights and remedies under the Purchase Agreement, including, without limitation,

any limits on indemnification specified therein. This Assignment is intended only to effect the transfer of certain rights to be transferred pursuant to the Purchase Agreement and shall be governed entirely in accordance with the terms and conditions of the Purchase Agreement.

Executed this 14th day of July, 2015, to be effective as of April 8, 2015.

GNI WATERMAN LLC, a Delaware limited
Liability company, d/b/a Waterman Industries, Inc.,

By: GALENA WATER LLC, Sole Member

By:  _____

Name: _____

Title: _____

DOUGLAS J. CARDONI
AUTHORIZED SIGNATORY

EXHIBIT "A"

The Marks

| <u>Trademark</u> | <u>Reg. No.</u> | <u>Reg. Date</u> |
|---------------------|-----------------|------------------|
| WATERMAN INDUSTRIES | 4,312,352 | 04/02/2013 |
| WATERMAN | 667,607 | 09/30/1958 |
| RED TOP | 662,999 | 06/17/1958 |