

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM400950

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pentair Aquatic Eco-Systems, Inc.		09/16/2016	Corporation: FLORIDA
RECEIVING PARTY DATA			
Name:	The District Board of Trustees of Valencia College		
Street Address:	1768 Park Center Drive		
City:	Orlando		
State/Country:	FLORIDA		
Postal Code:	32835		
Entity Type:	Political Subdivision: FLORIDA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4236701	GREEN SKY GROWERS	
CORRESPONDENCE DATA			
Fax Number:	3303764577		
<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:	3308496641		
Email:	sketler@ralaw.com		
Correspondent Name:	Suzanne K. Ketler		
Address Line 1:	Roetzel & Andress		
Address Line 2:	222 South Main Street		
Address Line 4:	Akron, OHIO 44308		
ATTORNEY DOCKET NUMBER:	067920.5059		
NAME OF SUBMITTER:	Suzanne K. Ketler		
SIGNATURE:	/Suzanne K. Ketler/		
DATE SIGNED:	10/05/2016		
Total Attachments: 6			
source=GREEN SKY GROWERS LOGO-Memorandum of Trademark Assignment Sig 1#page1.tif			
source=GREEN SKY GROWERS LOGO-Memorandum of Trademark Assignment Sig 1#page2.tif			
source=GREEN SKY GROWERS LOGO-Memorandum of Trademark Assignment Sig 1#page3.tif			

CH \$40.00 4236701

source=Transferring US Trademark 4,236,701 Green Sky Growers#page1.tif
source=Transferring US Trademark 4,236,701 Green Sky Growers#page2.tif
source=Transferring US Trademark 4,236,701 Green Sky Growers#page3.tif

MEMORANDUM OF TRADEMARK ASSIGNMENT

This **MEMORANDUM OF TRADEMARK ASSIGNMENT** ("Memorandum") is made and entered into, effective as of September 1, 2016 ("Effective Date"), by and between **PENTAIR AQUATIC ECO-SYSTEMS, INC.**, a corporation formed under the laws of the State of Florida ("Assignor"), and **THE DISTRICT BOARD OF TRUSTEES OF VALENCIA COLLEGE, Florida**, a political subdivision of the State of Florida ("Assignee", together with Assignor, the "Parties").

WHEREAS, Assignor owns all right, title, and interest in and to the trademarks depicted on Exhibit A attached hereto and incorporated herein by reference (the "Trademarks");

WHEREAS, Assignor desires to contribute, transfer, and assign all right, title, and interest in and to the Trademarks to Assignee, and Assignee desires to receive the same;

WHEREAS, the Parties entered into a Memorandum of Understanding ("MOU") effective September 1, 2016, in which, among other things, Assignor assigned the Trademarks to Assignee, and Assignee accepted the same.

NOW THEREFORE, in consideration of the mutual covenants and promises of the Parties, and in exchange for good and valuable consideration the receipt and sufficiency of which the Parties hereby acknowledge, the Parties agree as follows:

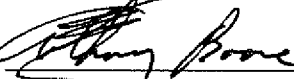
1. **Assignment.** Effective as of September 1, 2016, and pursuant to the MOU of that same date between the Parties, Assignor assigns, sells, and transfers to Assignee, and Assignee accepts and receives, all of Assignor's right, title, and interest in and to the Trademarks, including without limitation all common law rights therein and thereto, and any trademark applications and registrations therefor, along with the goodwill of the business associated with and symbolized by the Trademarks (the "Assignment"). As set forth in the MOU, the Assignment also includes the right to sue third parties for and recover damages from future infringements of the Trademarks, the same to be held and enjoyed by Assignee for its own use, as fully and entirely as the same would have been held and enjoyed by Assignor if the Assignment had not been made.

2. **Signature in Counterparts.** This Memorandum may be executed in counterparts, each of which is deemed an original and all of which, when taken together, constitute one and the same document. Portable Document Format (PDF) signatures shall be deemed to be original signatures.

IN WITNESS WHEREOF, the Parties hereto have caused their duly authorized representatives to set their hands to this Agreement as of the dates set forth below.

ASSIGNOR:

PENTAIR AQUATIC ECO-SYSTEMS, INC.

By: 
Name: Anthony Boone
Title: Associate General Counsel
Date: September 16, 2016


ASSIGNEE:

**THE DISTRICT BOARD OF TRUSTEES OF VALENCIA
COLLEGE, Florida**

By: _____
Name: _____
Title: _____
Date: _____

EXHIBIT A

Trademarks

<u>Mark</u>	<u>Application No. & Date</u>	<u>Registration No. & Date</u>	<u>Int'l Classes</u>	<u>Goods & Services</u>
GREEN SKY GROWERS & LOGO 	85/547,101 20 Feb 2012	4,236,701 6 Nov 2012	011	Hydroponics grow box in the nature of a closed environment equipped with lights, exhaust system, hydroponics growing container, and odor control system.

MEMORANDUM OF TRADEMARK ASSIGNMENT

This **MEMORANDUM OF TRADEMARK ASSIGNMENT** ("Memorandum") is made and entered into, effective as of September 1, 2016 ("Effective Date"), by and between **PENTAIR AQUATIC ECO-SYSTEMS, INC.**, a corporation formed under the laws of the State of Florida ("Assignor"), and **THE DISTRICT BOARD OF TRUSTEES OF VALENCIA COLLEGE, Florida**, a political subdivision of the State of Florida ("Assignee", together with Assignor, the "Parties").

WHEREAS, Assignor owns all right, title, and interest in and to the trademarks depicted on Exhibit A attached hereto and incorporated herein by reference (the "Trademarks");

WHEREAS, Assignor desires to contribute, transfer, and assign all right, title, and interest in and to the Trademarks to Assignee, and Assignee desires to receive the same;

WHEREAS, the Parties entered into a Memorandum of Understanding ("MOU") effective September 1, 2016, in which, among other things, Assignor assigned the Trademarks to Assignee, and Assignee accepted the same.

NOW THEREFORE, in consideration of the mutual covenants and promises of the Parties, and in exchange for good and valuable consideration the receipt and sufficiency of which the Parties hereby acknowledge, the Parties agree as follows:

1. **Assignment**. Effective as of September 1, 2016, and pursuant to the MOU of that same date between the Parties, Assignor assigns, sells, and transfers to Assignee, and Assignee accepts and receives, all of Assignor's right, title, and interest in and to the Trademarks, including without limitation all common law rights therein and thereto, and any trademark applications and registrations therefor, along with the goodwill of the business associated with and symbolized by the Trademarks (the "Assignment"). As set forth in the MOU, the Assignment also includes the right to sue third parties for and recover damages from future infringements of the Trademarks, the same to be held and enjoyed by Assignee for its own use, as fully and entirely as the same would have been held and enjoyed by Assignor if the Assignment had not been made.

2. **Signature in Counterparts**. This Memorandum may be executed in counterparts, each of which is deemed an original and all of which, when taken together, constitute one and the same document. Portable Document Format (PDF) signatures shall be deemed to be original signatures.

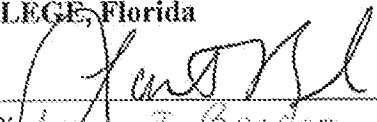
IN WITNESS WHEREOF, the Parties hereto have caused their duly authorized representatives to set their hands to this Agreement as of the dates set forth below.

ASSIGNOR:

PENTAIR AQUATIC ECO-SYSTEMS, INC.

By: _____
Name: _____
Title: _____
Date: _____


ASSIGNEE:
THE DISTRICT BOARD OF TRUSTEES OF VALENCIA
COLLEGE, Florida

By: 
Name: Loren T. Bender
Title: Business Operations & Finance
Date: 9/24/16

APPROVED BY
SEP 1 2016
GENERAL COUNCIL
Valencia College

EXHIBIT A

Trademarks

<u>Mark</u>	<u>Application No. & Date</u>	<u>Registration No. & Date</u>	<u>Int'l Classes</u>	<u>Goods & Services</u>
GREEN SKY GROWERS & LOGO 	85/547,101 20 Feb 2012	4,236,701 6 Nov 2012	011	Hydroponics grow box in the nature of a closed environment equipped with lights, exhaust system, hydroponics growing container, and odor control system.