

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM545244

<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>
Golden State Distillery LLC		10/11/2019	Limited Liability Company: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Gray Whale Trademark Owner, LLC		
<b>Street Address:</b>	201 Tresser Boulevard, Suite 500		
<b>City:</b>	Stamford		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06901-3435		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5434227	GRAY WHALE	
<b>Registration Number:</b>	5439057	GREY WHALE	
<b>Registration Number:</b>	5747867	GOLDEN STATE DISTILLERY	
<b>Registration Number:</b>	5459386	GOLDEN STATE DISTILLERY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2028576395		
<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>			
<b>Phone:</b>	202-857-6000		
<b>Email:</b>	tmdocket@arentfox.com		
<b>Correspondent Name:</b>	Amy McFarland at Arent Fox LLP		
<b>Address Line 1:</b>	1717 K St., NW		
<b>Address Line 4:</b>	Washington, D.C. 20006		
<b>NAME OF SUBMITTER:</b>	Diana S. Bae		
<b>SIGNATURE:</b>	/diana s. bae/		
<b>DATE SIGNED:</b>	10/15/2019		
<b>Total Attachments: 4</b>			
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TRADEMARK ASSIGNMENT

WHEREAS, Golden State Distillery LLC, a California limited liability company, having a place of business at 1240 Rosecrans Ave, #120 Manhattan Beach California 90266 (“ASSIGNOR”), owns all right, title, and interest in, under, and to the trademarks on the attached Schedule A, including the registrations and applications therefor and the common law rights and goodwill therein (hereinafter, the “Trademarks”);

WHEREAS, pursuant to an Assignment and Contribution Agreement, dated as of October 11, 2019, by and between ASSIGNOR and Gray Whale Trademark Owner, LLC, a Delaware limited liability company, having a place of business at 201 Tresser Boulevard, Suite 500 Stamford, Connecticut 06901-3435 (“ASSIGNEE”), ASSIGNOR agreed to assign and assigned all of its rights, title, and interest in, under, and to the Trademarks, together with the ongoing business and the goodwill of the business pertaining thereto to ASSIGNEE; and

WHEREAS, ASSIGNOR and ASSIGNEE now wish to record such assignment in and to the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. ASSIGNOR hereby assigns unto ASSIGNEE all right, title and interest in, under, and to the Trademarks, together with the goodwill of the business inherent therein and the right to bring suit and recover damages for past, present, and future infringement, dilution, misappropriation, violation, unlawful imitation or breach thereof, and all rights of priority and protection of interests therein under the laws of any jurisdiction.
2. The parties hereby agree to execute any additional documents to accomplish and record this Assignment.
3. This Assignment shall be binding upon the parties and their successors and assigns.
4. This Assignment may be executed in counterparts, each of which shall be deemed an original and all of which, when taken together, shall constitute one and the same instrument.
5. This Assignment may be executed by facsimile or .pdf signature and a facsimile or .pdf signature shall constitute an original for all purposes.

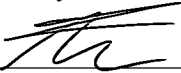
[Signatures on following page]

IN WITNESS WHEREOF, the parties have duly executed this Trademark Assignment as of the \_\_\_\_ day of October, 2019.

**ASSIGNOR:**

**Golden State Distillery LLC**

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

  
Name: MARSH MOKHTARI  
Title: MANAGING MEMBER

**ASSIGNEE:**

**Gray Whale Trademark Owner, LLC**

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

Name: Peter Deutsch  
Title: Chief Executive Officer

IN WITNESS WHEREOF, the parties have duly executed this Trademark Assignment as of the \_\_\_\_\_ day  
of October, 2019.

**ASSIGNOR:**

**Golden State Distillery LLC**

By: \_\_\_\_\_  
Name:  
Title:


**ASSIGNEE:**

**Gray Whale Trademark Owner, LLC**

By:  \_\_\_\_\_  
Name: Peter Deutsch  
Title: Chief Executive Officer

*Signature Page to Trademark Assignment*

**SCHEDULE A**

<b>Country</b>	<b>Mark</b>	<b>App. No.</b>	<b>Reg. No.</b>
United States	GRAY WHALE	87202410	5434227
United States	GREY WHALE	87180297	5439057
United States	GOLDEN STATE DISTILLERY	88226298	5747867
United States		86590177	5459386
International Register	GRAY WHALE	1454155	1454155
EUIPO	GRAY WHALE	1454155	1454155
Japan	GRAY WHALE	1454155	
Australia	GRAY WHALE	1994185 [based on IR 1994185]	