

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM433027

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
American Underwater Products dba Oceanic USA	FORMERLY Ocean Pulse, Inc.	04/30/2017	Corporation: CALIFORNIA
Hollis Industries, Inc.		04/30/2017	Corporation: CALIFORNIA
Robert R. Hollis		04/30/2017	INDIVIDUAL: UNITED STATES
RECEIVING PARTY DATA			
Name:	HO Underwater Acquisition LLC		
Street Address:	1540 North 2200 West		
City:	Salt Lake City		
State/Country:	UTAH		
Postal Code:	84116		
Entity Type:	Limited Liability Company: WYOMING		
PROPERTY NUMBERS Total: 36			
Property Type	Number	Word Mark	
Registration Number:	1152213	OCEANIC	
Registration Number:	1611125	OCEANIC	
Registration Number:	1612156	OCEANIC	
Registration Number:	1617448	ALPHA	
Registration Number:	1619612	DELTA	
Registration Number:	1654782	OCEANIC	
Registration Number:	2100573	BIOFLEX	
Registration Number:	2187978	BIOFLEX	
Registration Number:	2030694	PHIBIAN	
Registration Number:	2457595	AERIS	
Registration Number:	2860566	OCEANIC EXPLORERS	
Registration Number:	2751022	QUICKLOCK	
Registration Number:	2750712		
Registration Number:	3972854	GEO	
Registration Number:	4560857	THERMASKIN	
Registration Number:	2772552	VELOCITY	
Registration Number:	4846402	HOLLIS	
TRADEMARK			

OP \$915.00 1152213

Property Type	Number	Word Mark
Registration Number:	4692966	TOUR LITE
Registration Number:	1154802	OCEAN PRO
Registration Number:	1843353	OCEANIC FILMS
Registration Number:	2194127	DATA 100
Registration Number:	2201869	DATA PLUS
Registration Number:	2099870	DESTINATION OCEANIC
Registration Number:	2141377	OCEANGLO
Registration Number:	2079615	SEAVU
Registration Number:	2109625	V-DRIVE
Registration Number:	2457617	SAVANT
Registration Number:	2451236	ATMOS
Registration Number:	2496652	CONTOUR
Registration Number:	2970865	ATOM
Registration Number:	3094163	OUTRIGGER
Registration Number:	3176967	EXCURSION
Registration Number:	3342364	BUDDY PRESSURE CHECK
Registration Number:	3346494	HOLLIS
Serial Number:	78034308	VORTEX
Serial Number:	78642748	GFM

CORRESPONDENCE DATA

Fax Number: 8015786999

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.

Phone: (801) 328-3131

Email: tm-slc@stoel.com

Correspondent Name: Catherine Parrish Lake

Address Line 1: 201 South Main Street, Suite 1100

Address Line 4: Salt Lake City, UTAH 84111

NAME OF SUBMITTER:	Catherine Parrish Lake
SIGNATURE:	/Catherine Parrish Lake/
DATE SIGNED:	06/28/2017

Total Attachments: 4

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ACCEPTANCE AND ASSIGNMENT OF TRADEMARK RIGHTS

This ACCEPTANCE AND ASSIGNMENT OF TRADEMARK RIGHTS (this "*Agreement*"), effective as of April 30, 2017, is entered into among HO Underwater Acquisition LLC, as the secured party ("*Huish*"), and each of American Underwater Products dba oceanic USA, a California corporation, on behalf of itself and as successor in interest by merger to Ocean Pulse, Inc. ("*AUP*"), Hollis Industries, Inc., a California corporation ("*Hollis*"), and Robert R. Hollis, a resident of the State of California (collectively with AUP and Hollis, the "*Assignors*").

WHEREAS, in connection with certain secured loans described in the Acceptance Agreement referred to below, each of AUP and Hollis pledged and granted to Bridge Bank, National Association, a continuing security interest (the "*Security Interests*") in all or substantially all of their personal property rights and interests (the "*Collateral*"), including their rights and interests in the trademarks listed in **Schedule A** to this Agreement (collectively, the "*Trademarks*");

WHEREAS Huish acquired the Security Interests in the Trademarks and other Collateral pursuant to a Loan Document Purchase and Assignment Agreement with Western Alliance Bank, an Arizona banking corporation, as successor in interest by merger to Bridge Bank, National Association, dated as of March 31, 2017;

WHEREAS Huish and the Assignors, along with other certain affiliated borrowers and guarantors, executed that certain Agreement to Accept Collateral in Partial Satisfaction dated as of March 31, 2017, as amended and restated pursuant to that certain Amended and Restated Agreement to Accept Collateral in Partial Satisfaction and Additional Asset Purchase & Sale Agreement dated as of April 28, 2017 (each individually and both together, the "*Acceptance Agreement*");

WHEREAS, in furtherance of the Acceptance Agreement, on April 7, 2017 Huish caused a "Notification of Proposal to Accept Collateral From American Underwater Products and Hollis Industries, Inc. in Partial Satisfaction of Secured Indebtedness" to be delivered by certified mail to the Assignors and all other parties entitled to notice of Huish's proposed acceptance of the Trademarks and other Collateral subject to the Security Interests (the "*Acceptance*") pursuant to Section 9-621 of the Uniform Commercial Code, as presently in effect in the State of California;

WHEREAS in the Acceptance Agreement AUP and Hollis agreed to transfer and assign to Huish, and Huish agreed to accept, all of AUP's and Hollis's right, title and interest in and to the Collateral granted by them (except for certain items of equipment that were subject to senior security interests), including all Trademarks in which they have any rights, in partial satisfaction of the secured indebtedness; and

WHEREAS in the Acceptance Agreement the Assignors agreed to cooperate with Huish, from and after the date of the Acceptance, in executing appropriate instruments of transfer evidencing the Acceptance and related transactions, including without limitation signing assignments of patents and trademarks for filing with the U.S. Patent and Trademark Office and its foreign counterparts,

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

1. Assignment. Each of the Assignors hereby sells, assigns and transfers to Huish its entire right, title, and interest in and to the Trademarks, all related common law rights and the goodwill pertaining thereto, together with all claims, demands and causes of action for the past infringement of any or all of the Trademarks or for unfair competition in business in connection therewith, and all rights to sue at law

or in equity for any infringements, misappropriations or other violations of any of the foregoing, including the right to receive all proceeds and damages therefrom, to be held and enjoyed by Huish, its successors, assigns or other legal representatives as fully and entirely as the same would or could have been held and enjoyed by each of the Assignors had this assignment not been made.

2. Purpose. The parties agree that Huish shall cause this Agreement to be recorded with the U.S. Patent and Trademark Office and any other governmental entity.


3. Acknowledgment. Assignors hereby further acknowledge and affirm the rights and remedies of Huish with respect to the Security Interests as provided in the Acceptance Agreement.

4. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers as of the date first set forth above.

ASSIGNORS:

American Underwater Products

By: 
 Name: Robert R. Hollis
 Its: Chief Executive Officer

Hollis Industries, Inc.


By: 
 Name: Robert R. Hollis
 Its: Chief Executive Officer

Robert R. Hollis




ASSIGNEE:

HO Underwater Acquisition LLC

By: 
 Name: Mike Huish
 Its: President

U.S. Active and Inactive Trademark Registrations and Applications

<u>Trademark</u>	<u>Registration or Serial Number</u>
OCEANIC	Reg. 1,152,213
OCEAN PRO	Reg. 1,154,802 (Cancelled)
OCEANIC	Reg. 1,611,125
OCEANIC	Reg. 1,612,156
ALPHA	Reg. 1,617,448
DELTA	Reg. 1619612
OCEANIC	Reg. 1,654,782
OCEANIC FILMS	Reg. 1,843,353 (Cancelled)
BIOFLEX	Reg. 2,100,573
BIOFLEX	Reg. 2,187,978
DATA 100	Reg. 2,194,127 (Cancelled)
DATA PLUS	Reg. 2,201,869 (Cancelled)
DESTINATION OCEANIC	Reg. 2,099,870 (Cancelled)
OCEANGLO	Reg. 2,141,377 (Cancelled)
PHIBIAN	Reg. 2,030,694
SEAVU	Reg. 2,079,615 (Cancelled)
V-DRIVE	Reg. 2,109,625 (Cancelled)
AERIS	Reg. 2,457,595
SAVANT	Reg. 2,457,617 (Cancelled)
ATMOS	Reg. 2,451,236 (Cancelled)
CONTOUR	Reg. 2,496,652 (Cancelled)
OCEANIC EXPLORERS	Reg. 2,860,566
QUICKLOCK	Reg. 2,751,022
Oceanic 'O' Design 	Reg. 2,750,712
ATOM	Reg. 2,970,865 (Cancelled)
OUTRIGGER	Reg. 3,094,163 (Cancelled)
EXCURSION	Reg. 3,176,967 (Cancelled)
BUDDY PRESSURE CHECK	Reg. 3,342,364 (Cancelled) (Supplemental)
HOLLIS	Reg. 3,346,494 (Cancelled)
GEO	Reg. 3,972,854

THERMASKIN	Reg. 4,560,857
VORTEX	Serial No. 78/034,308 (Abandoned)
VELOCITY	Reg. 2,772,552
GFM	Serial No. 78/642,748 (Abandoned)
HOLLIS & Design 	Reg. 4,846,402
TOUR LITE	Reg. 4,692,966