

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|----------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | NUNC PRO TUNC ASSIGNMENT | | |
| EFFECTIVE DATE: | 10/04/2001 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Surflife, Inc. | | 10/04/2001 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Swell, Inc. | | |
| Street Address: | 402 Eighth Avenue | | |
| Internal Address: | Suite 207 | | |
| City: | San Francisco | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 94102 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2397847 | BEACHLIVE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (214)981-3400 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 214-981-3300 | | |
| Email: | jchester@sidley.com | | |
| Correspondent Name: | Sidley Austin LLP c/o Julia Chester | | |
| Address Line 1: | 717 N. Harwood | | |
| Address Line 2: | Suite 3400 | | |
| Address Line 4: | Dallas, TEXAS 75201 | | |
| ATTORNEY DOCKET NUMBER: | 32046-00901 | | |
| NAME OF SUBMITTER: | Julia M. Chester | | |

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**TRADEMARK
 REEL: 004104 FRAME: 0277**

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|--|--------------------|
| Signature: | /Julia M. Chester/ |
| Date: | 11/29/2009 |
| Total Attachments: 2 source=Merge to Swell#page1.tif source=Merge to Swell#page2.tif | |

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SURFLINE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SWELL, INC." UNDER THE NAME OF "SWELL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF OCTOBER, A.D. 2001, AT 6 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3040943 8100M

AUTHENTICATION: 1418913

010545484

DATE: 10-30-01

TRADEMARK
REEL: 004104 FRAME: 0279

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2:06:00 PM 10/05/2001
XD498535 - 3040943

CERTIFICATE OF OWNERSHIP AND MERGER

Merging
SURFLINE, INC.
(a Delaware corporation)
with and into
SWELL, INC.
(a Delaware corporation)

Swell, Inc., a Delaware corporation (this "Corporation"), hereby certifies that:

1. This Corporation is incorporated pursuant to the Delaware General Corporation Law (the "DGCL").
2. This Corporation is the owner of all of the outstanding shares of stock of Surfline, Inc., a Delaware corporation ("Surfline").
3. This Corporation hereby merges Surfline with and into the Corporation pursuant to Section 253 of the DGCL.
4. The following is a true and correct copy of the resolutions adopted on October 3, 2001 by the board of directors of this Corporation to merge Surfline into this Corporation:

"RESOLVED, that Surfline be merged with and into this Corporation, and that all of the estate, property rights, privileges, powers, and franchises of Surfline be vested in and held and enjoyed by this Corporation, as the surviving corporation, as fully and entirely and without change or diminution as the same were before held and enjoyed by Surfline in its name;

RESOLVED FURTHER, that this Corporation assume all of the obligations of Surfline; and

RESOLVED FURTHER, that this Corporation shall cause to be executed, filed and recorded the documents prescribed by the laws of the State of Delaware and any other appropriate jurisdiction and will cause to be performed all necessary acts prescribed by the laws of those jurisdictions."

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 4th day of October, 2001.

Swell, Inc.,
a Delaware corporation

By: /s/ Nicholas Nathanson
Nicholas Nathanson
President

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