

U.S. PATENT AND TRADEMARK OFFICE

04-05-2004

Docket No.:

Form PTO-1584  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

3.30.04



102713569

To the Honorable Commissioner of Patents and Trademarks

to be attached to the original documents or copy thereof.

1. Name of conveying party(ies):  
**Sunbum Pty Limited**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-California  
 Other an Australian corporation

Additional name(s) of conveying party(ies) attached?  yes  no

2. Name and address of receiving party(ies):  
**Sunbum Technologies Pty Ltd**

Internal Address: \_\_\_\_\_

Street Address: 5 Taronga Place, Mona Vale, New South Wales 2103, Australia  
City Mona Vale, NSW state Australia ZIP 2103

3. Name of Conveyance:

Assignment               Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: December 20, 2002

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Australia  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  yes  no  
(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?  yes  no

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)  
76/282,366; 76/271,434

B. Trademark registration No.(s)

Additional numbers attached?  yes  no

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Han Yu  
Internal Address: \_\_\_\_\_  
SQUIRE, SANDERS & DEMPSEY LLP

Street Address: 801 South Figueroa, 14<sup>th</sup> Floor  
City: Los Angeles State: CA ZIP 90017-5554

6. Total number of applications and registrations involved:  
two (2) applications

7. Total fee (37 CFR 3.41):.....\$ 40.00 for the first mark, \$25.00 for each subsequent mark totaling \$40.00.  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
07-1853  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.  
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Han Yu                                      [Signature]                                      03/30/04  
Name of Person Signing                      Signature                                      Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

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04/02/2004 MSETACHE 00000084 76282366

01 FC:8521                      40.00 OP  
02 FC:8522                      25.00 OP

TRADEMARK  
REEL: 002942 FRAME: 0868

**UNITED STATES DEPARTMENT OF COMMERCE  
IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

Applicant: Sunbum Technologies Pty Ltd  
Mark: G (stylized)  
Int'l Classes: 18, 25, 28  
Serial No.: 76/282,366  
Filing Date: July 10, 2001

Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3514

**POWER OF ATTORNEY**

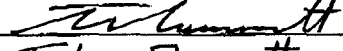
Revoking all prior appointments, Applicant hereby appoints **Han Yu (to whom all communication and correspondence are to be addressed)**, Theresa W. Middlebrook, Martin J. Trupiano, and Shelley Cobos, all being members of the Bar of the State of California, of the law firm of Squire, Sanders & Dempsey LLP, 801 South Figueroa Street, 14th Floor, Los Angeles, California 90017-5554, as its attorneys, with full power of substitution and revocation, to transact all business in the Patent and Trademark Office regarding this application and in the courts in connection therewith.

**DESIGNATION OF DOMESTIC REPRESENTATIVE**

Squire, Sanders & Dempsey L.L.P., attention **Martin J. Trupiano**, whose postal address is SQUIRE, SANDERS & DEMPSEY L.L.P., 801 South Figueroa Street, 14th Floor, Los Angeles, California 90017-5554, is hereby designated as Applicant's representative upon whom notice or process in proceedings affecting the mark may be served.

Respectfully submitted,  
SUNBUM TECHNOLOGIES PTY LTD

Date: March 29, 2004

By:   
Name: John Dummett  
Title: Secretary

Certified to be a true and correct copy of pages 1-6, 9, 12, 16, 66,  
67 and Annexure H of the original.

Final

Date: ..... 11 February 2004 .....

Signed: ..... *[Signature]* .....

Name: (Print) ..... PHILIP MACKEN .....

Justice of the Peace/Solicitor

# Share Subscription and Purchase Agreement

SHI Holdings Pty Limited (**Holding Company**)

Surfing Hardware International Holdings Pty Limited  
(**Company**)

Graeme Bennett (**Bennett**)

Gary Mountford (**Mountford**)

Bill McCausland (**McCausland**)

Jiro Ami (**Ami**)

Makoto Kuroda (**Kuroda**)

Junichi Takesue (**Takesue**)

Macquarie Développement Capital II Pty Limited (**MDC II**)

Crescent Capital Partners Limited (**CCP**)

The persons whose names and addresses are listed in  
**Schedule 1 (Investors)**

Sunbum Pty Limited (**Trustee**)

Yvonne Gaye McCausland (**YGM**)

Fin Control Systems Pty Limited (**FCS**)

Geben Pty Limited

Geeford Australia Pty Limited

Macland Australia Pty Limited

ACN 103 234 279 Pty Limited

## MinterEllison

L A W Y E R S

AURORA PLACE, 88 PHILLIP STREET, SYDNEY NSW 2000, DX 117 SYDNEY  
TEL: +61 2 9921 8888 FAX: +61 2 9921 8123  
[www.minterellison.com](http://www.minterellison.com)

SYD4\_595960\_3 (W97)

TRADEMARK  
REEL: 002942 FRAME: 0870

# Share Subscription and Purchase Agreement

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# Details

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## Date

Name	<b>SHI Holdings Pty Limited</b>
ACN	103 227 167
Short form name	<b>Holding Company</b>
Notice details	Address 5 Taronga Place, Mona Vale NSW 2103 Facsimile 9999 1537 Attention: Bill McCausland
Name	<b>Surfing Hardware International Holdings Pty Limited</b>
ABN	83 090 252 752
Short form name	<b>Company</b>
Notice details	Address: 5 Taronga Place, Mona Vale, New South Wales 2103 Facsimile 9999 1537 Attention: Graeme Bennett
Name	<b>Graeme Bennett</b>
Short form name	<b>Bennett</b>
Notice details	Address: 24 Duncan Crescent, Collaroy, New South Wales 2097
Name	<b>Gary Mountford</b>
Short form name	<b>Mountford</b>
Notice details	Address: Unit 2, 31 Careel Head Road, Avalon, New South Wales 2107
Name	<b>Bill McCausland</b>
Short form name	<b>McCausland</b>
Notice details	Address: 37 Marine Parade, Avalon, New South Wales 2107 Facsimile 9918 2692
Name	<b>Jiro Ami</b>
Short form name	<b>Ami</b>
Notice details	Address: 77 Patrick Street, Avalon, New South Wales 2107 Facsimile 9918 6674
Name	<b>Makoto Kuroda</b>
Short form name	<b>Kuroda</b>
Notice details	Address: 7-15-1 Oyumino-chuo Midori-ku Chiba,, Japan

Name **Junichi Takesue**  
 Short form name **Takesue**  
 Notice details Address: 1539-3 Matsube Katsuura-shi Chiba, Japan

Name **Macquarie Development Capital II Pty Limited**  
 ABN 95 082 018 399  
 Short form name **MDC II**  
 Notice details Address: Level 9, 1 Martin Place, New South Wales 2000  
 Facsimile: (02) 8232 3656  
 Attention: Robert Lee, Executive Director

Name **Crescent Capital Partners Limited, as responsible entity of the Crescent Capital Partners Trust 1A**  
 ABN 23 094 040 874  
 Short form name **CCP**  
 Notice details Address: Level 6, 75 Elizabeth Street, Sydney, New South Wales 2000  
 Facsimile: (02) 9221 9650  
 Attention: Michael Alscher, Director

Name Those persons whose names and addresses are listed in **Schedule 1**  
 Short form name **Investors**

Name **Sunbum Pty Limited**  
 ACN 002 841 429  
 Short form name **Trustee**  
 Notice details Address: 5 Taronga Place, Mona Vale, New South Wales 2103  
 Facsimile 9999 1537  
 Attention: Graeme Bennett

Name **Yvonne Gaye McCausland**  
 Short form name **YGM**  
 Notice details Address: 37 Marine Parade, Avalon, New South Wales 2107  
 Facsimile 9918 2692

Name **Fin Control Systems Pty Limited**  
 ABN 26 057 278 681  
 Short form name **FCS**  
 Notice details Address: 5 Taronga Place, Mona Vale, New South Wales  
 Facsimile 9999 1537  
 Attention: Graeme Bennett

Name **Geben Pty Limited**  
 ACN 090 240 556  
 Short form name **Geben Pty Limited**  
 Notice details Address: 24 Duncan Crescent, Collaroy, New South Wales  
 Facsimile  
 Attention: Graeme Bennett



Name **Geeford Australia Pty Limited**  
ACN 090 254 185  
Short form name **Geeford**  
Notice details Address: C/- DT Ritchard Chartered Accountants, Level 1, 34-36 Chandos Street, St Leonards, New South Wales  
Facsimile  
Attention: Gary Mountford

Name **Macland Australia Pty Limited**  
ACN 090 254 201  
Short form name **Macland**  
Notice details Address: 37 Marine Parade, Avalon, New South Wales  
Facsimile 9918 2692  
Attention: William McCausland

Name **ACN 103 234 279 Pty Limited**  
ACN 103 234 279  
Short form name **Newco**  
Notice details Address: 5 Taronga Place, Mona Vale, New South Wales  
Facsimile 99991537  
Attention: William McCausland

**Completion Date** means the date on which Completion occurs.

**Condition** means the condition precedent to Completion further defined in clause 3.1.

**Confidential Information** means:

- (a) all information of or used by any entity within the Group relating to their transactions, operations and affairs;
- (b) all other information treated by any entity within the Group as confidential;
- (c) all notes, data, reports and other records (whether or not in tangible form) based on, incorporating or derived from information referred to in paragraphs (a) and (b); and
- (d) all copies (whether or not in tangible form) of the information, notes, reports and records referred to in paragraphs (a), (b) or (c),

that is not public knowledge (otherwise than as a result of a breach of a confidentiality obligation of any party).

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Deed of Transfer** means the Deed of Transfer of Business and Associated Intellectual Property to be made between the Trustee and Newco pursuant to which the Trustee will sell and the Newco will purchase all of the assets, including without limitation, the Trust Intellectual Property owned by the Trustee and used in the conduct of the Founders Business and/or the Company Business in the form attached as **Annexure H**.

**Deeds of Release** means:

- (a) the Deeds of Release to be made between:
  - (i) each of Bennett and Mountford; and
  - (ii) the Company; and
- (b) the Deed Poll to be executed by each of Bennett and Mountford,

in the form set out in **Annexure F**.

**Deed of Variation** mean the deed varying the terms of the Sydney Lease at 5 Taronga Place in the form attached as **Annexure G**.

**Dividend** means the fully franked dividend totalling A\$268,000 declared by the directors of the Company as payable to shareholders on the register on 1 July 2002.

**Encumbrances** includes mortgage, charge, lien, restriction against transfer, encumbrance and other third party interests.

**Funds** means the following superannuation funds:

- (a) ING Integra Retirement Plan Fund #67336; and
- (b) Seisearch & Associates Pty Limited (Graeme Bennett Superannuation Fund) c/o St George Bank, Collins Street, Melbourne.

**Founders Entities** means Geben, Geeford and Macland.

**Founders Business** means the businesses conducted by the Founders Entities and their Subsidiaries.

**Founder Shares** means the fully-paid ordinary shares in the Founders Entities legally and beneficially owned, as at the date of this agreement, by Bennett, Mountford and McCausland as follows:

**Shareholders Agreement** means the Shareholders Agreement made between Geben, Geeford, Macland, Ami, Kuroda, Takasue, the Trustee, FCS and the Company dated 12 November 1999.

**Subject Claim** means any Claim by any of MDC II, CCP, any Investor, the Holding Company and the Trustee against any or all of Bennett, Mountford and/or McCausland in respect of a breach of any Warranty or this agreement.

**Superannuation Commitments** means any obligation, liability or duty to make any payment to any person in respect of any superannuation or retirement benefits or pensions that are or may be provided to any present or former employee of a Group entity incorporated in Australia or their respective dependents.

**Subsidiaries** has the meaning given to that term in the Corporations Act.

**Sydney Leases** means the following leases:

- (a) Unit 3, 4 Taronga Place, Mona Vale, New South Wales (folio identifier 7/701913) made between the Company (as lessee) and Brian McLean, Margaret McLean, Erica Cushway and Herbert Cushway commencing 12 February 2002 and terminating 11 February 2003;
- (b) Unit 4, 8 Taronga Place, Mona Vale, NSW (folio identifier 4/SP 31257) made between the Company (as lessee) and McCausland, Mountford and Bennett commencing 1 July 2001 and terminating on 30 June 2004;
- (c) Rear of Unit 5, 8 Taronga Place, Mona Vale, NSW (folio identifier 5/SP 31257) made between the Company (as lessee) and Sportscorp Australia Pty Limited commencing 7 October 2000 and terminating on 6 October 2002; and
- (d) 5 Taronga Place, Mona Vale, New South Wales (folio identifier 8/701913) made between the Company (as lessee) and Mountford, McCausland and Bennett commencing 1 July 2001 and terminating on 30 June 2004.

**Tax** means all forms of taxes, duties, imposts, charges, withholdings, rates, levies or other governmental impositions (including without limitation GST), of whatever nature and by whatever authority imposed, assessed or charged together with all costs, charges, interest, penalties, fines, expenses and other additional statutory charges, incidental or related to the imposition and **Taxation** has a corresponding meaning.

**Taxation Authority** means any person, authority or agency authorised by law to impose, enforce, collect or otherwise administer any Tax.

**Technology Licences** means the following:

- (a) the Head Licence Agreement; and
- (b) the Business Technology Licence Agreement.

**Trade Marks** means all of the registered and unregistered trade marks constituting part of the Trust Property including as set out in **Annexure E**.

**Trust** means the trusts created under the Trust Deed.

**Trust Deed** means the Deed of Trust made between Stephen Zoeller and the Trustee dated 16 March 1985 as varied by the Supplemental Deed made between the Trustee and David Trimmell-Ritchard (the 'First Appointor' under the Deed of Trust) dated 4 March 1992.

**Trust Intellectual Property** means all of the intellectual property held under the Trust including:

- (a) the Trade Marks, patents and patent applications including as set out in **Annexure E**;
- (b) any right to have information (including, without limitation, confidential information) kept confidential; and

- (b) The following Options over Company Shares have been issued under the terms of the Option Plan as follows:

Option Holder under Option Plan	Number Options on Issue
<i>Tyler Callaway of 553 Fernglen, La Jolla, San Diego, CA USA</i>	<i>20,000 Options</i>
<i>John Dummett of 60 Stella Street, Collaroy Plateau, NSW 2098, Australia</i>	<i>10,000 Options</i>

## 6.2 Sale and Purchase of Company Shares from Company Shareholders

On Completion, the Company Shareholders will sell and the Holding Company will purchase the Company Shares held by the Company Shareholders in return for Holding Shares on the terms and conditions set out in **Schedule 6** and clauses 14 to 27 of this agreement.

## 7. Investor Subscription

On Completion, MDCII, CCP and the Investors will subscribe A\$9,592,283 for 9,592,283 Holding Shares on the terms and conditions set out in **Schedule 7** and clauses 14 to 27 of this agreement.

## 8. Holding Company Subscription

On Completion, the Holding Company will subscribe A\$9,592,283 for 21,743,283 Company Subscription Shares on the terms and conditions set out in **Schedule 8** and clauses 14 to 27 of this agreement.

## 9. Trust Asset Acquisition

- (a) On Completion the Trustee will sell and the Company will purchase, on the terms and conditions set out in the Deed of Transfer, the following property of the Trust for the consideration stated:

- |  |             |
|--|-------------|
| (i) the business of inventing and designing surfing and sporting equipment and accessories, clothing and action sports goods, and exploiting intellectual property, the rights in the unregistered trade mark of Gorilla Grip and the registered trademark number 428915 | \$9,000,000 |
| (b) all other registered and unregistered patents and trademarks of Sunbum and all licence agreements entered into by Sunbum.  | \$1,000,000 |

- (b) The Trustee undertakes and covenants with each of Bennett, Mountford and McCausland that, on Completion, it will, subject to any payment obligations under clause 13, distribute the assets held under the Trust in accordance with the terms of the Trust Deed so that each of Bennett, Mountford and McCausland (or person to whom they direct) receive \$3,296,152 in cash.

Signed for and on behalf of Crescent Capital Partners Limited as attorney for Nick Humphrey

A. McGill  
Signature of Director

MCGILL  
Name of Director (print)

[Signature]  
Signature of Director

absler  
Name of Director (print)

Signed for and on behalf of Crescent Capital Partners Limited as attorney for Como Super Funds Pty Limited

A. McGill  
Signature of Director

MCGILL  
Name of Director (print)

[Signature]  
Signature of Director

absler  
Name of Director (print)

Executed by Sunbum Pty Limited

[Signature]  
Signature of director

G. BENNETT  
Name of director (print)

[Signature]

G.N. MOUNTFORD

[Signature]  
Signature of director/company secretary  
(Please delete as applicable)

BILL M'CAUSLAND  
Name of director/company secretary (print)

Signed by Yvonne Gaye McCausland in the presence of

[Signature]  
Signature of witness

Rachel Cumming  
Name of witness (print)

[Signature]  
Yvonne Gaye McCausland

Executed by Fin Control Systems Limited

[Signature]  
Signature of director

G. BENNETT  
Name of director (print)

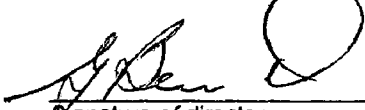
[Signature]

G.N. MOUNTFORD

[Signature]  
Signature of director/company secretary  
(Please delete as applicable)

BILL M'CAUSLAND  
Name of director/company secretary (print)

Executed by Geben Pty Limited

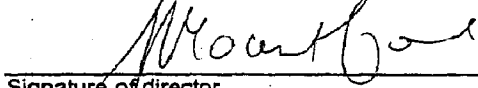
  
\_\_\_\_\_  
Signature of director

G. BENNETT  
\_\_\_\_\_  
Name of director (print)

← \_\_\_\_\_ ←  
Signature of director/company secretary  
(Please delete as applicable)

\_\_\_\_\_  
Name of director/company secretary (print)

Executed by Geeford Australia Pty Limited

  
\_\_\_\_\_  
Signature of director

G. N. MOUNTFORD  
\_\_\_\_\_  
Name of director (print)

← \_\_\_\_\_ ←  
Signature of director/company secretary  
(Please delete as applicable)

\_\_\_\_\_  
Name of director/company secretary (print)

Executed by Macland Australia Pty Limited

  
\_\_\_\_\_  
Signature of director

BILL McCAUSLAND  
\_\_\_\_\_  
Name of director (print)

← \_\_\_\_\_ ←  
Signature of director/company secretary  
(Please delete as applicable)

\_\_\_\_\_  
Name of director/company secretary (print)

Executed by ACN 103 234 279 Pty Limited

  
\_\_\_\_\_  
Signature of director

abher.  
\_\_\_\_\_  
Name of director (print)  
Sole

← \_\_\_\_\_ ←  
Signature of director/company secretary  
(Please delete as applicable)

\_\_\_\_\_  
Name of director/company secretary (print)

# Annexure H

## Deed of Transfer of Business and Associated Intellectual Property

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Annexure to Share Subscription and Purchase Agreement

**Final**

Date: 20 December 2002

Time: 6:00pm

# Deed of Transfer of Business and Associated Intellectual Property

---

Sunbum Pty Limited (Vendor or Trustee)

ACN 103 234 279 Pty Limited (Purchaser or Company)

MinterEllison

L A W Y E R S

AURORA PLACE, 88 PHILLIP STREET, SYDNEY NSW 2000, DX 117 SYDNEY  
TEL: +61 2 9921 8888 FAX: +61 2 9921 8123  
[www.minterellison.com](http://www.minterellison.com)

#667151 v2: 20 December 2002  
SYD4\_595960\_3 (W97)

TRADEMARK  
REEL: 002942 FRAME: 0883



# Deed of Transfer of Business and Associated Intellectual Property

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---

# Details

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## Date

## Parties

Name **Sunbum Pty Limited ACN 002 841 429**  
Short form name **Vendor or Trustee**  
Notice details **5 Taronga Place, Mona Vale NSW 2103**  
Facsimile **(02) 9999 1537**  
Attention **Graeme Bennett**

Name **ACN 103 234 279 Pty Limited ACN 103 234 279**  
Short form name **Purchaser or Company**  
Notice details **5 Taronga Place, Mona Vale NSW 2103**  
Facsimile **(02) 9999 1537**  
Attention **Bill McCausland**

## Background

- A The Trustee has at all times conducted the Business.
- B In conducting the Business, the Trustee has generated significant intellectual property rights. Certain of those intellectual property rights have been dealt with previously (as is set out below).
- C The Trustee has agreed to sell the Business and its assets, being specifically the rights in the unregistered trade mark of "Gorilla Grip", the registered trade mark number 428915 and other related intellectual property (which has not already been transferred) to the Purchaser.
- D By way of further background:
- (a) Prior to 12 November 1999, the Trustee:
    - (i) owned the Pre-1999 Intellectual Property;
    - (ii) used the Pre-1999 Intellectual Property, along with other assets, to conduct a number of business activities relating to surfing equipment, including activities comprising the Sold Business.
  - (b) On 12 November 1999, the Trustee:
    - (i) transferred to the Company for a purchase price of \$323,567, assets of the Sold Business including the exclusive right for the Company to represent itself as carrying on the Sold Business as the successor to the Trustee;
    - (ii) retained ownership of the Pre-1999 Intellectual Property and the Goodwill;
    - (iii) licensed the Pre-1999 Intellectual Property to the Company on terms including that the Company would use and exploit the Pre-1999 Intellectual Property; maintain the commercial value of the Pre-1999 Intellectual Property; and pay a fee equal to

4% of the 'net selling price' of all the products manufactured and disposed of by the Company (**Technology Licences**).

(c) Since 12 November 1999:

- (iv) the Trustee has continued to conduct the Business;
- (v) the Trustee's title to the Pre-1999 Intellectual Property, including unregistered trade marks has been enhanced, through its exploitation and promotion of that Pre-1999 Intellectual Property including through licensing;
- (vi) the Company has paid licence fees to the Trustee in accordance with the terms of the Technology Licences;
- (vii) the Trustee has enhanced its protection of the Pre-1999 Intellectual Property by registration of related trade marks and creation of further related intellectual property.

E The Trustee and the Company have agreed that the Trustee will transfer the Trust Intellectual Property and Goodwill to the Company for the Purchase Price and on the terms of this deed so that the Company can secure complete ownership and control of the Trust Intellectual Property and the Goodwill.

# Agreed terms

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## 1. Defined terms & interpretation

### 1.1 Defined terms

In this deed:

**Business** means the business of inventing and designing surfing and sporting equipment and accessories, clothing and action sports goods, and exploiting the Trust Intellectual Property.

**Business Acquisition Agreement (1999)** means the business acquisition agreement between Sunbum Pty Ltd (as vendor) and Surfing Hardware International Pty Limited (as purchaser) entered into on 12 November 1999.

**Completion** has the meaning set out in the Share Subscription and Purchase Agreement.

**Encumbrances** includes mortgage, charge, lien, restriction against transfer, encumbrance and any third party interests.

**Goodwill** means all goodwill owned by the Trustee including prior to 12 November 1999 and, after 12 November 1999, goodwill (as applicable), in the Business.

**Post-1999 Intellectual Property** means all intellectual property owned by the Trustee developed or used in connection with the Business after 12 November 1999, including (whether registered or unregistered), all patents, patent applications, trade marks, trade mark applications, trade names, copyrights and industrial designs and all intellectual and industrial property rights and all inventions and know-how (including manufacturing data, specifications, drawings and manufacturing instructions, whether or not capable of protection by registration) and all rights to use any of the foregoing and any right of the Trustee to have information kept confidential (including without limitation, confidential information).

**Pre-1999 Intellectual Property** means all intellectual property owned by the Trustee developed or used in connection with the Sold Business or the Business prior to 12 November 1999, including (whether registered or unregistered), all patents, patent applications, trade marks, trade mark applications, trade names, copyrights and industrial designs and all intellectual and industrial property rights and all inventions and know-how (including manufacturing data, specifications, drawings and manufacturing instructions, whether or not capable of protection by registration) and all rights to use any of the foregoing and any right of the Trustee to have information kept confidential (including, without limitation, confidential information).

**Purchase Price** means A\$10,000,000.

**Share Subscription and Purchase Agreement** means the agreement between the Company, Graeme Bennett, Gary Mountford, Bill McCausland, Jiro Ami, Makato Kuroda, Junichi Takasue, Macquarie Development Capital II Pty Limited, Crescent Capital Partners Limited, the Trustee, Yvonne Gaye McCausland, Fin Control Systems Pty Limited and others that is expected to be executed on or about 20 December 2002.

**Sold Business** has the meaning set out in the definition of "Business" in the Business Acquisition Agreement (1999).

**Trust** means the trusts created under the Trust Deed.

**Trust Deed** means the Deed of Trust made between Stephen Zoeller and the Trustee dated 16 March 1985 as varied by the Supplemental Deed made between the Trustee and David Trimmell-Ritchard (the 'First Appointor' under the Deed of Trust) dated 4 March 1992.

**Trust Intellectual Property** means the rights in the unregistered trade mark of Gorilla Grip, the registered trade mark number 428915 and all other registered and unregistered patents and trade marks of the Trust and all licence agreements entered into by the Trust including, without limitation, intellectual property detailed in Schedule 1.

## 1.2 Interpretation

In this deed, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this agreement, and a reference to this agreement includes any schedule or annexure;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) a reference to A\$, \$A, dollar or \$ is to Australian currency;
- (f) any agreement, representation, warranty or indemnity by two or more parties (including where two or more persons are included in the same defined term) binds them jointly and severally;
- (g) any agreement, representation, warranty or indemnity in favour of two or more parties (including where two or more persons are included in the same defined term) is for the benefit of them jointly and severally; and
- (h) a rule of construction does not apply to the disadvantage of a party because the party was responsible for the preparation of this agreement or any part of it.

## 1.3 Headings

Headings are for ease of reference only and do not affect interpretation.

## 2. Transfer of Business and Trust Intellectual Property

The Trustee as legal owner agrees to transfer the Business, the Goodwill and the Trust Intellectual Property to the Company and the Company agrees to accept the transfer of the Business, the Goodwill and the Trust Intellectual Property:

- (a) for the Purchase Price;
- (b) free from any Encumbrance; and
- (c) with effect from Completion.

## 3. Purchase Price

### 3.1 Purchase Price

The Company will pay the Purchase Price to the Trustee on Completion by bank cheque or telegraphic transfer to an account nominated by the Trustee or otherwise in clear funds.

### 3.2 Apportionment of Purchase Price

The Purchase Price is apportioned as follows:

Trust Intellectual Property	Purchase Price
The business of inventing and designing surfing and sporting equipment and accessories, clothing and action sports goods, and exploiting intellectual property, the rights in the unregistered trade mark of Gorilla Grip and the registered trademark number 428915	\$9,000,000
All other registered and unregistered patents and trademarks of Sunbum and all licence agreements entered into by Sunbum.	\$1,000,000
<b>TOTAL</b>	<b>\$10.00 million</b>

## 4. Completion

### 4.1 Company's obligations

If the Trustee complies with its obligations under clause 4.2, at Completion, the Company must pay to the Trustee the Purchase Price.

### 4.2 Trustee's obligations

At Completion, the Trustee must deliver to the Company:

- (a) All documents evidencing the Trustee's ability to conduct the Business and the Trustee's title to any assets used in the Business;
- (b) any assignments of the beneficial interest in the Trust Intellectual Property required by the Company;
- (c) any records held by the Trustee, except that the Trustee may maintain any document required by law to be held by the Trustee and provide copies of those retained documents to the Company;
- (d) deeds of release from all charges or Encumbrances over any Trust Intellectual Property;
- (e) any other document or thing reasonably necessary to give full effect to this deed as it relates to the Trustee, the Business or the Trust Intellectual Property.

## 5. Title and Risk

### 5.1 Title

- (a) Full beneficial title to the Business, any assets of the Business, the Trust Intellectual Property and the Goodwill passes to the Company at Completion.
- (b) The parties acknowledge that the Trustee is the holder of the legal title to the Trust Intellectual Property and on Completion will hold such title free from any obligations to the Company imposed in any document or agreement.

## 5.2 Possession

Any risk related to the Business, any assets of the Business, the Trust Intellectual Property and the Goodwill which currently resides in the Trustee is given to and taken by the Company at Completion.

## 6. Further Assurance

Each party must:

- (a) use its best endeavours to do all things necessary and desirable to give full effect to this deed; and
- (b) refrain from doing anything that might hinder performance of this deed.

## 7. Severability

The whole or any part of any clause of this deed that is illegal or unenforceable will be severed and will not affect the continued operation of the remaining provisions of this deed.

## 8. Waiver

The failure of a party at any time to insist on performance of any obligation under this deed of another party is not a waiver of its right:

- (a) to insist on performance of that obligation or to claim damages unless that party acknowledges in writing that the failure is a waiver; and
- (b) at any other time to insist on performance of that or any other obligation under this deed of that party.

## 9. Governing law and jurisdiction

This deed is governed by the laws of the state of New South Wales and each party submits to the non-exclusive jurisdiction of the courts of that State.

## 10. Counterparts

This deed may be executed in any number of counterparts and all such counterparts when executed and taken together will constitute this deed.

## 11. Entire agreement

This deed comprises the entire agreement between the parties in relation to its subject matter and no earlier agreement including, without limitation, any representation or agreement whether oral or in writing, in relation to any matter dealt with in this deed will have any effect from the date of this deed.

## 12. Non-disclosure

The Purchaser acknowledges that this Deed contains information commercially sensitive to the Vendor. The Purchaser undertakes not to use this Deed for the purposes of the recording of the

assignment of the Trust Intellectual Property on any public register. The Trustee undertakes to provide any documents reasonably required by the Purchaser to effect the recording of the assignment should that be necessary.



# Schedule 12 - Trust Intellectual Property (Patents and Trade Marks)

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## 1. Trade Mark

### (a) GORILLA GRIP

File	T85325
Filed	26/06/85
App/Reg No.	428915
Status	In Force
Renewal Due	26/06/06
Registered under the name of	SUNBUM PTY LIMITED

Class	28
Description	non slip surface material for surfing, sailing, sailboarding and boating purposes and general water sports made of polyethylene or rubber foam with self adhesive backing

### (b) AUSTRALIA

#### G FORCE LOGO

File	T88472
Filed	16/08/88
App/Reg No.	493430
Status	In Force
Renewal Due	16/08/09
Registered under the name of	SUNBUM PTY LIMITED

Class	28
Description	non-slip surface material for surfing, sailing, sailboarding and boating purposes and general water sports, made of polyethylene or rubber foam with self-adhesive backing

#### G LOGO

File	T01001
Filed	10/01/01
App/Reg No.	862575
Status	In Force
Renewal Due	10/01/11
Registered under the name of	SUNBUM PTY LIMITED

Class	12
Description	roof racks

Class	18
Description	travel bags; bags for sporting equipment; wallets; beach bags; purses

Class	25
Description	clothing, footwear, headgear, including shorts, shirts, skirts, dresses, t-shirts, swimsuits, board shorts,

jumpers and jackets, hats, caps, sun visors, sandals,  
footwear for beach use

Class  
Description

28  
sports equipment, including equipment for water  
sports and snow sports; surfboards, surfskis, waveskis  
and sailboards; parts and accessories for surfboards,  
surfskis, waveskis and sailboards; fins and fin  
attachment devices for surfboards, surfskis, waveskis  
and sailboards; grip material for surfing, sailing,  
sailboarding and boating purposes and general water  
sports and snow sports; racks for holding surfboards  
and bodyboards; bags for surfboards, surfskis,  
waveskis and sailboards

#### GORILLA

File  
Filed  
App/Reg No.  
Status  
Renewal Date  
Registered under the name of

T97142  
21/11/97  
749235  
In Force  
21/11/07  
SUNBUM PTY LIMITED

Class  
Description

32  
beers; mineral and aerated waters and other non-  
alcoholic drinks; fruit drinks and fruit juices; syrups  
and other preparations for making beverages

Class  
Description:

33  
alcoholic beverages (except beers)

#### GORILLA GRIP

File  
Filed  
App/Reg No.  
Status  
Renewal Due  
Registered under the name of

T00141  
13/12/00  
860342  
In Force  
13/12/10  
SUNBUM PTY LIMITED

Class  
Description

18  
travel bags; bags for sporting equipment; wallets;  
beach bags; purses

Class  
Description:

25  
clothing, footwear, headgear, including shorts, shirts,  
skirts, dresses, t-shirts, swimsuits, board shorts,  
jumpers and jackets, hats, caps, sun visors, sandals,  
footwear for beach use

Class  
Description

28  
sports equipment, including equipment for water  
sports and snow sports; surfboards, surfskis, waveskis  
and sailboards; parts and accessories for surfboards,

surfskis, waveskis and sailboards; fins and fin attachment devices for surfboards, surfskis, waveskis and sailboards; grip material for surfing, sailing, sailboarding and boating purposes and general water sports and snow sports; racks for holding surfboards and bodyboards; bags for surfboards, surfskis, waveskis and sailboards

File T02020  
Filed 28/02/02  
App/Reg No. 904862  
Status Accepted  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 9  
Description sunglasses and eyeglasses; spectacle and sunglass cases; protective helmets for sports; videotapes, compact discs, dvds, magnetic and optical discs; apparatus for recording, transmission or reproduction of sound and images; magnetic data carriers; recording discs; computer software; computer and television games; electronic games machines and software; video, sound and audio-visual recordings and recording carriers

(c) BENELUX  
GRIPPING STUFF

File T92200  
Filed 17/08/92  
App/Reg No. 527202  
Status In Force  
Renewal Due 17/08/12  
Registered under the name of SUNBUM PTY LIMITED

Class 9  
Description scientific, nautical, surveying, electric, photographic, cinematographic, optical, weighing, measuring, signalling, checking (supervision), life-saving and teaching apparatus and instruments; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers, recording discs; automatic vending machines and mechanisms for coin-operated apparatus; cash registers, calculating machines, data processing equipment and computers; fire-extinguishing apparatus; in particular exposed film and recorded videotapes

Class 17  
Description non-slip surfaces material for surfing, sailboarding, sailing and boating purposes and general water sports made of polythene rubber e.v.a. foam with self adhesive backing

Class 25

Description clothing, footwear, headgear in particular sportswear

Class 28

Description games and playthings; gymnastic and sporting articles not included in other classes; decorations for christmas trees

(d) BRAZIL

G LOGO

File T01094  
Filed 09/07/01  
App/Reg No. 824.083.695  
Status Pending

Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 18  
Description travel bags; bags for sporting equipment; wallets; beach bags; purses

File T01114  
Filed 09/07/01  
App/Reg No. 824.083.687  
Status Pending

Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 25  
Description clothing, footwear, headgear, including shorts, shirts, skirts, dresses, t-shirts, swimsuits, board shorts, jumpers and jackets, hats, caps, sun visors, sandals, footwear for beach use

File T01115  
Filed: 09/07/01  
App/Reg No. 824.083.679  
Status Pending  
Registered under the name of SUNBUM PTY LIMITED

Class 28  
Description sports equipment, including equipment for water sports and snow sports; surfboards, surfskis, waveskis and sailboards; parts and accessories for surfboards, surfskis, waveskis and sailboards; fins and fin attachment devices for surfboards, surfskis, waveskis and sailboards; grip material for surfing, sailing, sailboarding and boating purposes and general water sports and snow sports; racks for holding surfboards and bodyboards; bags for surfboards, surfskis, waveskis and sailboards

GORILLA GRIP DEVICE

File T87358  
Filed 30/01/87  
App/Reg No. 813265037  
Status In Force  
Renewal Due 21/02/09  
Registered under the name of SUNBUM PTY LIMITED

Class 25  
Description clothes and clothing accessories of common use, for practice of sports and for professional use

#### GRIP AND GORILLA DEVICE

File T91161  
Filed 04/04/91  
App/Reg No. 816112878  
Status In Force  
Renewal Due 15/09/12  
Registered under the name of SUNBUM PTY LIMITED

Class 28  
Description articles for gymnastics, sports, hunting and fishing, except clothes and clothes accessories

#### GRIPPING STUFF

File T92199  
Filed 29/05/92  
App/Reg No. 816733554  
Status In Force  
Renewal Due 15/03/04  
Registered under the name of SUNBUM PTY LIMITED

Class 28  
Description articles for gymnastics, sports, hunting and fishing, except clothes and clothes accessories

#### (e) COMMUNITY TRADE MARK

##### G LOGO

File T01086  
Filed 09/07/01  
App/Reg No. 2292506  
Status Opposed  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 18  
Description travel bags; bags for sporting equipment; wallets; beach bags; purses

Class 25  
Description clothing, footwear, headgear, including shorts, shirts, skirts, dresses, t-shirts, swimsuits, board shorts,

jumpers and jackets, hats, caps, sun visors, sandals,  
footwear for beach use

Class 28  
Description sports equipment, including equipment for water sports and snow sports; surfboards, surfskis, waveskis and sailboards; parts and accessories for surfboards, surfskis, waveskis and sailboards; fins and fin attachment devices for surfboards, surfskis, waveskis and sailboards; grip material for surfing, sailing, sailboarding and boating purposes and general water sports and snow sports; racks for holding surfboards and bodyboards; bags for surfboards, surfskis, waveskis and sailboards

GORILLA GRIP

File T01064  
Filed 12/06/01  
App/Reg No. 2254001  
Status Opposed  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 18  
Description travel bags; bags for sporting equipment; wallets; beach bags; purses

Class 25  
Description clothing, footwear, headgear, including shorts, shirts, skirts, dresses, t-shirts, swimsuits, board shorts, jumpers and jackets, hats, caps, sun visors, sandals, footwear for beach use

Class 28  
Description sports equipment, including equipment for water sports and snow sports; surfboards, surfskis, waveskis and sailboards; parts and accessories for surfboards, surfskis, waveskis and sailboards; fins and fin attachment devices for surfboards, surfskis, waveskis and sailboards; grip material for surfing, sailing, sailboarding and boating purposes and general water sports and snow sports; racks for holding surfboards and bodyboards; bags for surfboards, surfskis, waveskis and sailboards

(f) GERMANY  
GRIPPING STUFF

File T92201  
Filed 26/08/92  
App/Reg No. 2062856  
Status In Force  
Renewal Due 26/08/12  
Registered under the name of SUNBUM PTY LIMITED

Class	25
Description	
(g) HONG KONG	
G LOGO	
File	T01091
Filed	10/07/01
App/Reg No.	2001/11011
Status	Accepted
Renewal Due	
Registered under the name of	SUNBUM PTY LIMITED
Class	18
Description	travel bags; bags for sporting equipment; wallets; beach bags; purses
File	T01092
Filed	10/07/01
App/Reg No.	2001/11012
Status	Accepted
Renewal Date	
Registered under the name of	SUNBUM PTY LIMITED
Class	25
Description	clothing, footwear, headgear, including shorts, shirts, skirts, dresses, t-shirts, swimsuits, board shorts, jumpers and jackets, hats, caps, sun visors, sandals, footwear for beach use
File	T01093
Filed	10/07/01
App/Reg No.	2001/11013
Status	Accepted
Renewal Date	
Registered under the name of	SUNBUM PTY LIMITED
Class	28
Description	sports equipment, including equipment for water sports and snow sports; surfboards, surfskis, waveskis and sailboards; parts and accessories for surfboards, surfskis, waveskis and sailboards; fins and fin attachment devices for surfboards, surfskis, waveskis and sailboards; grip material for surfing, sailing, sailboarding and boating purposes and general water sports and snow sports; racks for holding surfboards and bodyboards; bags for surfboards, surfskis, waveskis and sailboards
GORILLA GRIP	
File	T01069

Filed 13/06/01  
App/Reg No. 2001/09472  
Status Examined  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED  
Class 18  
Description travel bags; bags for sporting equipment; wallets;  
beach bags; purses

File T01070  
Filed 13/06/01  
App/Reg No. 2001/09473  
Status Examined  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 25  
Description clothing, footwear, headgear, including shorts, shirts,  
skirts, dresses, t-shirts, swimsuits, board shorts,  
jumpers and jackets, hats, caps, sun visors, sandals,  
footwear for beach use

File T01071  
Filed 13/06/01  
App/Reg No. 2001/09474  
Status Examined  
Renewal Date  
Registered under the name of SUNBUM PTY LIMITED Class

Class 28  
Description sports equipment, including equipment for water  
sports and snow sports; surfboards, surfskis, waveskis  
and sailboards; parts and accessories for surfboards,  
surfskis, waveskis and sailboards; fins and fin  
attachment devices for surfboards, surfskis, waveskis  
and sailboards; grip material for surfing, sailing,  
sailboarding and boating purposes and general water  
sports and snow sports; racks for holding surfboards  
and bodyboards; bags for surfboards, surfskis,  
waveskis and sailboards

(h) INDONESIA  
G LOGO

File T01087  
Filed 10/07/01  
App/Reg No. D00200114801-14894  
Status Pending  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 18



Description travel bags; bags for sporting equipment; wallets;  
beach bags; purses

File T01088  
Filed 10/07/01  
App/Reg No. D00200114802-14895  
Status Pending  
Renewal Due  
Registered in the name of SUNBUM PTY LIMITED

Class 25  
Description clothing, footwear, headgear, including shorts, shirts,  
skirts, dresses, t-shirts, swimsuits, board shorts,  
jumpers and jackets, hats, caps, sun visors, sandals,  
footwear for beach use

File T01089  
Filed 10/07/01  
App/Reg No. D00200114803-14896  
Status Pending  
Renewal Due  
Registered in the name of: SUNBUM PTY LIMITED

Class 28  
Description sports equipment, including equipment for water  
sports and snow sports; surfboards, surfskis, waveskis  
and sailboards; parts and accessories for surfboards,  
surfskis, waveskis and sailboards; fins and fin  
attachment devices for surfboards, surfskis, waveskis  
and sailboards; grip material for surfing, sailing,  
sailboarding and boating purposes and general water  
sports and snow sports; racks for holding surfboards  
and bodyboards; bags for surfboards, surfskis,  
waveskis and sailboards

#### GORILLA GRIP

File T01068  
Filed 13/06/01  
App/Reg No. D002001.012508.12581  
Status Pending  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 18  
Description travel bags; bags for sporting equipment; wallets;  
beach bags; purses

File T01080  
Filed 13/06/01  
App/Reg No. D002001.012509.12582  
Status Pending  
Renewal Due

Registered under the name of SUNBUM PTY LIMITED  
Class 25  
Description clothing, footwear, headgear, including shorts, shirts, skirts, dresses, t-shirts, swimsuits, board shorts, jumpers and jackets, hats, caps, sun visors, sandals, footwear for beach use

File T01081  
Filed 13/06/01  
App/Reg No. D002001.012510.12583  
Status Pending  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 28  
Description sports equipment, including equipment for water sports and snow sports; surfboards, surfskis, waveskis and sailboards; parts and accessories for surfboards, surfskis, waveskis and sailboards; fins and fin attachment devices for surfboards, surfskis, waveskis and sailboards; grip material for surfing, sailing, sailboarding and boating purposes and general water sports and snow sports; racks for holding surfboards and bodyboards; bags for surfboards, surfskis, waveskis and sailboards

(i) JAPAN

G LOGO

File T01090  
Filed 09/07/01  
App/Reg No. 2001-62462  
Status Examined  
Renewal Due  
Registered in the name of SUNBUM PTY LIMITED

Class 18  
Description travel bags; bags for sporting equipment; wallets; beach bags; purses

Class 25  
Description clothing, footwear, headgear, including shorts, shirts, skirts, dresses, t-shirts, swimsuits, board shorts, jumpers and jackets, hats, caps, sun visors, sandals, footwear for beach use

Class 28  
Description sports equipment, including equipment for water sports and snow sports; surfboards, surfskis, waveskis and sailboards; parts and accessories for surfboards, surfskis, waveskis and sailboards; fins and fin attachment devices for surfboards, surfskis, waveskis and sailboards; grip material for surfing, sailing,

sailboarding and boating purposes and general water sports and snow sports; racks for holding surfboards and bodyboards; bags for surfboards, surfskis, waveskis and sailboards

GORILLA GRIP

File T90120  
Filed 02/10/90  
App/Reg No. 2486001  
Status In Force  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 17  
Description clothing (excluding special sporting and gymnastic clothing)

File T90122  
Filed 02/10/90  
App/Reg No. 2474821  
Status In Force  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 21  
Description personal accessories, bags, pouches, other goods belonging to this class

File T01075  
Filed 13/06/01  
App/Reg No. 2001-53444  
Status Examined  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 28  
Description sports equipment, including equipment for water sports and snow sports; surfboards, surfskis, waveskis and sailboards; parts and accessories for surfboards, surfskis, waveskis and sailboards; fins and fin attachment devices for surfboards, surfskis, waveskis and sailboards; grip material for surfing, sailing, sailboarding and boating purposes and general water sports and snow sports; racks for holding surfboards and bodyboards; bags for surfboards, surfskis, waveskis and sailboards

File T02083  
Filed 13/08/02  
App/Reg No. 2002-69087  
Status Pending  
Renewal Due

Registered under the name of SUNBUM PTY LIMITED

Class 9  
Description protective helmets for sports; videotapes, compact discs, dvds, magnetic and optical discs; apparatus for recording, transmission or reproduction of sound and images; magnetic data carriers; recording discs; computer software; computer and television games; electronic games machines and software; video, sound and audio-visual recordings and recording carriers

(j) SOUTH AFRICA  
GORILLA GRIP

File T90104  
Filed 13/11/90  
App/Reg No. 90/10003  
Status In Force  
Renewal Due 13/11/10  
Registered under the name of SUNBUM PTY LIMITED

Class 25  
Description clothing, including outdoorwear, underwear, t-shirts, shorts, surfwear footwear, parts and accessories for the aforesaid

File T90105  
Filed 13/11/90  
App/Reg No. 90/10004  
Status In Force  
Renewal Due 13/11/10  
Registered under the name of SUNBUM PTY LIMITED

Class 28  
Description games and playthings; excluding toy apes, gorillas and other animals; gymnastic and sporting articles; surfboards and bodyboards, surfboard accessories including traction assisting material, foot blocks, leashes; products for use in the connection with aquatic activities; parts and accessories for the foregoing but excluding life-saving apparatus and instruments.

File T01065  
File No 13/06/01  
App/Reg No. 2001/10207  
Status Pending  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 18  
Description travel bags; bags for sporting equipment; wallets; beach bags; purses

(k) TAIWAN

G LOGO .

File T01096  
Filed 10/07/01  
App/Reg No. 90028260  
Status Accepted  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 25  
Description clothing, footwear, headgear, including shorts, shirts, skirts, dresses, t-shirts, swimsuits, board shorts, jumpers and jackets, hats, caps, sun visors, sandals, footwear for beach use

File T01097  
Filed 10/07/01  
App/Reg No. 90028261  
Status Accepted  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 28  
Description sports equipment, including equipment for water sports and snow sports; surfboards, surfskis, waveskis and sailboards; parts and accessories for surfboards, surfskis, waveskis and sailboards; fins and fin attachment devices for surfboards, surfskis, waveskis and sailboards; grip material for surfing, sailing, sailboarding and boating purposes and general water sports and snow sports; racks for holding surfboards and bodyboards; bags for surfboards, surfskis, waveskis and sailboards

GORILLA GRIP

File T01072  
Filed 13/06/01  
App/Reg No. 90023977  
Status Examined  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 18  
Description travel bags; bags for sporting equipment; wallets; beach bags; purses

File T01073  
Filed 13/06/01  
App/Reg No. 90023978

Status Accepted  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 25  
Description clothing, footwear, headgear, including shorts, shirts, skirts, dresses, t-shirts, swimsuits, board shorts, jumpers and jackets, hats, caps, sun visors, sandals, footwear for beach use

File T01074  
Filed 13/06/01  
App/Reg No. 90023982  
Status: Examined  
Renewal Due  
Registered under the name of SUNBUM PTY LIMITED

Class 28  
Description sports equipment, including equipment for water sports and snow sports; surfboards, surfskis, waveskis and sailboards; parts and accessories for surfboards, surfskis, waveskis and sailboards; fins and fin attachment devices for surfboards, surfskis, waveskis and sailboards; grip material for surfing, sailing, sailboarding and boating purposes and general water sports and snow sports; racks for holding surfboards and bodyboards; bags for surfboards, surfskis, waveskis and sailboards

(1) UNITED KINGDOM

GORILLA GRIP

File T93223  
Filed 08/12/93  
App/Reg No. 1556101  
Status In Force  
Renewal Due 08/12/10  
Registered in the name of SUNBUM PTY LIMITED

Class 17  
Description polyurethane, polyethylene and rubber foam, all with self adhesive backing for use as non-slip surface material, all being for use on water sports apparatus and on snowboards; all included in Class 17.

GRIPPING STUFF

File T92198  
Filed 26/08/92  
App/Reg No. 1510700  
Status In Force  
Renewal Due 26/08/09  
Registered in the name of SUNBUM PTY LIMITED

Class 25  
Description articles of clothing and footwear, all for sports and leisure; t-shirts; vests; sweatshirts and tracksuits; hats, caps and sun-visors; beachwear; shorts; wetsuits; all included in Class 25

(m) UNITED STATES

G LOGO

File T01085  
Filed 10/07/01  
App/Reg No. 76/282366  
Status Accepted  
Renewal Due  
Registered in the name of SUNBUM PTY LIMITED

Class 18  
Description travel bags; bags for sporting equipment; wallets; beach bags; purses

Class 25  
Description clothing, footwear, headgear, including shorts, shirts, skirts, dresses, t-shirts, swimsuits, board shorts, jumpers and jackets, hats, caps, sun visors, sandals, footwear for beach use

Class 28  
Description sports equipment, including equipment for water sports and snow sports; surfboards, surfskis, waveskis and sailboards; parts and accessories for surfboards, surfskis, waveskis and sailboards; fins and fin attachment devices for surfboards, surfskis, waveskis and sailboards; grip material for surfing, sailing, sailboarding and boating purposes and general water sports and snow sports; racks for holding surfboards and bodyboards; bags for surfboards, surfskis, waveskis and sailboards

GORILLA GRIP

File T01063  
Filed 13/06/01  
App/Reg No. 76/271434  
Status Accepted  
Renewal Due  
Registered in the name of SUNBUM PTY LIMITED

Class 18  
Description travel bags; bags for sporting equipment; wallets; beach bags; purses

Class 25

Description	clothing, footwear, headgear, including shorts, shirts, skirts, dresses, t-shirts, swimsuits, board shorts, jumpers and jackets, hats, caps, sun visors, sandals, footwear for beach use
Class	28
Description	sports equipment, including equipment for water sports and snow sports; surfboards, surfskis, waveskis and sailboards; parts and accessories for surfboards, surfskis, waveskis and sailboards; fins and fin attachment devices for surfboards, surfskis, waveskis and sailboards; grip material for surfing, sailing, sailboarding and boating purposes and general water sports and snow sports; racks for holding surfboards and bodyboards; bags for surfboards, surfskis, waveskis and sailboards

**2. Patents**

**Patent Applications and Registrations by Proprietor and Country**

(n) AUSTRALIA

File	C90111
Title	LEASH LOCK
Filed	08/05/90
App No.	54940/90
Status	In Force
Ann. Due	08/05/03
Reg No.	648024
Max Term	08/05/10
Type*	STD
Registered under the name of	SUNBUM PTY LIMITED

File	C97052
Title	REMOVABLE SURF FIN SYSTEM
Filed	30/09/97
App No.	39334/97
Status	In Force
Ann. Due	30/09/03
Reg No.	718340
Max Term	30/09/17
Type*	STD
Registered under the name of	SUNBUM PTY LIMITED

File	C98003
Title	WATERCRAFT ACCESSORY
Filed	16/01/98
App No.	52117/98
Status	In Force
Ann Due	16/01/04
Reg No	731599
Max Term	16/01/18
Type*	STD
Registered under the name of	SUNBUM PTY LIMITED



(o) EUROPE

File C97056  
Title REMOVABLE SURF FIN SYSTEM  
Filed 01/10/97  
App No. 97307727.4  
Status Examined  
Ann. Due 01/10/03  
Reg No.  
Max Term  
Type\* STD  
Registered under the name of SUNBUM PTY LIMITED

(p) FRANCE

File C98178  
Title WATERCRAFT ACCESSORY  
Filed 16/01/98  
App No. 98300293.2  
Status In Force  
Ann. Due 16/01/03  
Reg No. 0853898  
Max Term 16/01/18  
Type\* STD  
Registered under the name of SUNBUM PTY LIMITED

(q) GERMANY

File C98179  
Title WATERCRAFT ACCESSORY  
Filed 16/01/98  
App No. 98300293.2  
Status In Force  
Ann. Due 16/01/04  
Reg No. 69802118.5  
Max Term 16/01/18  
Type\* STD  
Registered under the name of SUNBUM PTY LIMITED

(r) ITALY

File C98180  
Title WATERCRAFT ACCESSORY  
Filed 16/01/98  
App No. 98300293.2  
Status In Force  
Ann. Due 16/01/04  
Reg No. 0853898  
Max Term 16/01/18  
Type\* STD  
Registered under the name of SUNBUM PTY LIMITED

(s) JAPAN

File C97054  
Title REMOVABLE SURF FIN SYSTEM  
Filed 01/10/97  
App No. P9-268935  
Status Examined  
Ann. Due  
Reg No.  
Max Term  
Type\* STD  
Registered under the name of SUNBUM PTY LIMITED

(t) NETHERLANDS

File C98181  
Title WATERCRAFT ACCESSORY  
Filed 16/01/98  
App No. 98300293.2  
Status In Force  
Ann. Due 16/01/04  
Reg No. 0853898  
Max Term 16/01/18  
Type\* STD  
Registered under the name of SUNBUM PTY LIMITED

(u) PORTUGAL

File C98182  
Title WATERCRAFT ACCESSORY  
Filed 16/01/98  
App No. 98300293.2  
Status In Force  
Ann. Due 16/01/04  
Reg No. 0853898  
Max Term 16/01/18  
Type\* STD  
Registered under the name of SUNBUM PTY LIMITED

(v) SPAIN

File C98183  
Title WATERCRAFT ACCESSORY  
Filed 16/01/98  
App No. 98300293.2  
Status In Force  
Ann. Due 16/01/04  
Reg No. 0853898  
Max Term 16/01/18  
Type\* STD  
Registered under the name of SUNBUM PTY LIMITED

(w) UNITED KINGDOM

File C98005  
Title WATERCRAFT ACCESSORY

Filed 16/01/98  
App No. 98300293.2  
Status In Force  
Ann. Due 16/01/04  
Reg No. 0853898  
Max Term 16/01/18  
Type\* STD  
Registered under the name of SUNBUM PTY LIMITED

(x) UNITED STATES

File C97055  
Title REMOVABLE SURF FIN SYSTEM  
Filed 30/09/97  
App No. 08/941398  
Status In Force  
Ann. Due 02/05/03  
Reg No 5975974  
Max Term 30/09/17  
Type\* STD  
Registered under the name of SUNBUM PTY LIMITED

File C00198  
Title WATERCRAFT ACCESSORY  
Filed 15/09/00  
App No. 09/662422  
Status In Force  
Ann. Due 14/05/06  
Reg No. 6386382  
Max Term 16/01/18  
Type\* CIP  
Registered under the name of MCCAUSLAND, WILLIAM T.

# Signing page

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**EXECUTED** as a deed

**Executed by Sunbum Pty Limited ACN**  
002 841 429 in accordance with Section 127  
of the *Corporations Act 2001* in the  
presence of

\_\_\_\_\_  
Signature of director

\_\_\_\_\_  
Name of director (print)

← \_\_\_\_\_ ←  
Signature of director/company secretary  
(Please delete as applicable)

\_\_\_\_\_  
Name of director/company secretary (print)

**Executed by ACN 103 234 279 Pty**  
**Limited ACN 103 234 279** in accordance  
with Section 127 of the *Corporations Act*  
*2001* in the presence of

\_\_\_\_\_  
Signature of director

\_\_\_\_\_  
Name of director (print)

← \_\_\_\_\_ ←  
Signature of director/company secretary  
(Please delete as applicable)

\_\_\_\_\_  
Name of director/company secretary (print)

Surf Hardware International Pty. Limited  
PO Box 423  
Newport Beach NSW 2106

Remove this top section if desired before framing

## Certificate of Registration on Change of Name

This is to certify that

**A.C.N. 103 234 279 PTY LIMITED**

**Australian Company Number 103 234 279**

did on the twenty-fourth day of April 2003 change its name to

**SUNBUM TECHNOLOGIES PTY LTD**

**Australian Company Number 103 234 279**

The company is a proprietary company.

The company is limited by shares.

The company is registered under the Corporations Act 2001 and is taken to be registered in Victoria and the date of commencement of registration is the twentieth day of December, 2002.

Issued by the  
Australian Securities and Investments Commission  
on this twenty-fourth day of April, 2003.



David Knott  
Chairman



CERTIFICATE