

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2006		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GRASS, LLC		12/06/2006	LIMITED LIABILITY COMPANY: CALIFORNIA
RECEIVING PARTY DATA			
Name:	LARRY HANSEL CLOTHING, LLC		
Street Address:	2300 S. Eastern Avenue		
City:	Commerce		
State/Country:	CALIFORNIA		
Postal Code:	90040		
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78514605	GRASS IS GREENER	
Registration Number:	3044951	GRASS	
CORRESPONDENCE DATA			
Fax Number: (213)630-5667			
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Email: dlipstone@buchalter.com			
Correspondent Name: Douglas Lipstone, c/o Buchalter Nemer			
Address Line 1: 1000 Wilshire Blvd., Suite 1500			
Address Line 4: Los Angeles, CALIFORNIA 90017-2457			
ATTORNEY DOCKET NUMBER:	L3685-5001		
NAME OF SUBMITTER:	Matthew S. Solmon		
Signature:	/Matthew Solmon/		

CH \$65.00 78514605

900073595

TRADEMARK
 REEL: 003515 FRAME: 0494

Date:

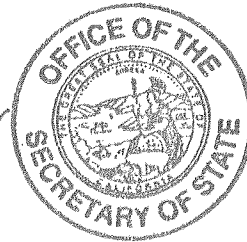
04/04/2007

Total Attachments: 2

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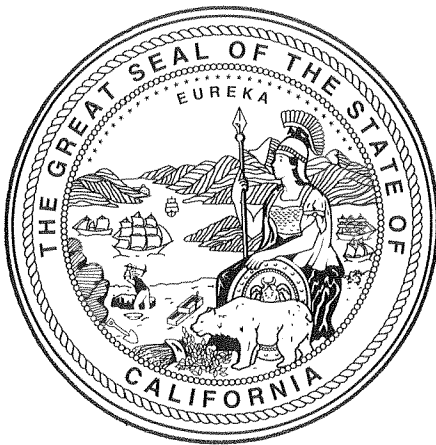
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State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 31 2006

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State



State of California Secretary of State

OBE MERG

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC 3 1 2006

CERTIFICATE OF MERGER

(Corporations Code sections 1113(g), 6019.1, 8019.1,
9840, 12540.1, 15678.4, 16915(b) and 17552)

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY Larry Hansel Clothing, LLC	2. TYPE OF ENTITY LLC	3. CA SECRETARY OF STATE FILE NUMBER 200523810167	4. JURISDICTION CA																		
5. NAME OF DISAPPEARING ENTITY Grass, LLC	6. TYPE OF ENTITY LLC	7. CA SECRETARY OF STATE FILE NUMBER 200414210133	8. JURISDICTION CA																		
<p>9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NECESSARY.</p> <table border="1"> <thead> <tr> <th colspan="3">SURVIVING ENTITY</th> <th colspan="3">DISAPPEARING ENTITY</th> </tr> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td>Membership Interest 100%</td> <td></td> <td>100%</td> <td>Membership Interest 100%</td> <td></td> <td>100%</td> </tr> </tbody> </table>				SURVIVING ENTITY			DISAPPEARING ENTITY			CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	Membership Interest 100%		100%	Membership Interest 100%		100%
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<p>10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.</p> <p><input type="checkbox"/> No vote of the shareholders of the parent party was required. <input type="checkbox"/> The required vote of the shareholders of the parent party was obtained.</p>																					
<p>11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.</p>																					
<p>12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.</p> <p>PRINCIPAL ADDRESS OF SURVIVING ENTITY CITY AND STATE ZIP CODE</p>																					
<p>13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY.</p>																					
<p>14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER.</p>		<p>15. FUTURE EFFECTIVE DATE, IF ANY</p> <p>12 - 31 - 06 (Month) (Day) (Year)</p>																			
<p>16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.</p>																					
<p>17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.</p> <table border="1"> <tr> <td> <p>SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY</p> <p>December 6, 2006</p> <p>DATE</p> </td> <td> <p>D Lux Brands, LLC, its Member-Manager</p> <p>By: Larry Hanel, its Manager</p> <p>TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON</p> </td> </tr> <tr> <td> <p>SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY</p> <p>December 6, 2006</p> <p>DATE</p> </td> <td> <p>D Lux Brands, LLC, its Member-Manager</p> <p>By: Larry Hansel, its Manager</p> <p>TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON</p> </td> </tr> <tr> <td> <p>SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY</p> <p>DATE</p> </td> <td> <p>TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON</p> </td> </tr> </table> <p>For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing: _____</p>				<p>SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY</p> <p>December 6, 2006</p> <p>DATE</p>	<p>D Lux Brands, LLC, its Member-Manager</p> <p>By: Larry Hanel, its Manager</p> <p>TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON</p>	<p>SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY</p> <p>December 6, 2006</p> <p>DATE</p>	<p>D Lux Brands, LLC, its Member-Manager</p> <p>By: Larry Hansel, its Manager</p> <p>TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON</p>	<p>SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY</p> <p>DATE</p>	<p>TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON</p>												
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OBE MERGER-1 (REV 09/2006)

APPROVED BY SECRETARY OF STATE

RECORDED: 04/04/2007

TRADEMARK
REEL: 003515 FRAME: 0497