

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Quiksilver Americas, Inc.		03/01/2012	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	QS Wholesale, Inc.		
Street Address:	15202 Graham Street		
City:	Huntington Beach		
State/Country:	CALIFORNIA		
Postal Code:	92649		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	85100485	VSTR	
Serial Number:	85472288	VSTR	
Registration Number:	4057724	VSTR	
CORRESPONDENCE DATA			
Fax Number:	(714)889-7186		
Email:	trademarks@quiksilver.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Quiksilver, Inc.		
Address Line 1:	15202 Graham Street		
Address Line 4:	Huntington Beach, CALIFORNIA 92649		
NAME OF SUBMITTER:	Josh Green		
Signature:	/JRG/		
Date:	03/21/2012		

OP \$90.00 85100485

Total Attachments: 6

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MAR - 1 2012

AGREEMENT OF MERGER
OF
QUIKSILVER AMERICAS, INC.
AND
QS WHOLESALE, INC.

This Agreement of Merger ("Agreement") is entered into on this 1st day of March, 2012, by and among QS Wholesale, Inc., a California corporation ("QS Wholesale"), Quiksilver Americas, Inc., a California corporation ("Quiksilver Americas"), and Quiksilver, Inc., a Delaware corporation ("Parent"). QS Wholesale, Quiksilver Americas and Parent are referred to collectively herein as the Parties.

1. (a) QS Wholesale is a California corporation organized on August 20, 2004 and has 1,000 shares of its Common Stock outstanding, all of which are owned by Quiksilver Americas.

(b) Quiksilver Americas is a California corporation organized on August 20, 2004 and has 1,000 shares of its Common Stock outstanding, all of which are owned by Parent.

2. Quiksilver Americas shall be merged into QS Wholesale, which is intended to constitute a tax-free reorganization pursuant to Internal Revenue Code §368(a)(1)(D). The Parties expect that the merger will further certain of their business objectives, including, without limitation, simplification of the group operating structure, alignment of the structure with SAP best practices, and reduction of administrative costs.

3. Upon such merger:

(a) each outstanding share of Common Stock of Quiksilver Americas shall be converted into one (1) share of Common Stock of QS Wholesale; and

(b) each outstanding share of Common Stock of QS Wholesale outstanding immediately prior to the merger shall be canceled without consideration.

4. The articles of incorporation of QS Wholesale are not amended by such merger.

5. The conversion of shares as provided by this Agreement shall occur automatically upon the effective date without action by the holder thereof. The holder of such shares of Quiksilver Americas thereupon shall surrender such holder's share certificate or certificates to QS Wholesale and shall be entitled to receive in exchange therefore a certificate or certificates representing the number of shares into which such holder's shares theretofore represented by a certificate or certificates so surrendered shall have been converted as aforesaid.

6. Upon such merger, the separate existence of Quiksilver Americas ceases and QS Wholesale shall succeed, without other transfer, to all the rights and property of Quiksilver Americas and shall be subject to all the debts and liabilities thereof in the same manner as if Quiksilver Americas had itself incurred them. All rights of creditors and all liens upon the property of each corporation shall be preserved unimpaired, provided that such liens upon property of Quiksilver Americas shall be limited to the property affected thereby immediately prior to the time the merger is effective.

7. After such merger becomes effective, Quiksilver Americas, through the persons who were its officers immediately prior to the merger, shall execute or cause to be executed such further assignments, assurances or other documents as may be necessary or desirable to confirm title to properties, assets and rights in QS Wholesale, and QS Wholesale shall operate the historic business of Quiksilver Americas within the meaning of regulation section 1.368-1(d) of the Internal Revenue Code.

8. The effective date of such merger is the date upon which a copy of this Agreement is filed with the Secretary of State of California.


IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

QUIKSILVER, INC., a Delaware corporation

By:

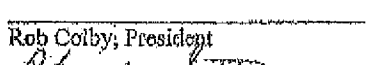

Robert B. McKnight, Jr.
Chief Executive Officer and President

By:


Charles S. Exon, Secretary

QUIKSILVER AMERICAS, INC., a California corporation

By:

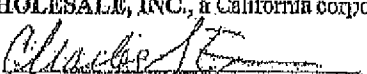

Rob Colby, President

By:

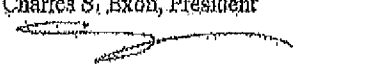

Charles S. Exon, Secretary

QS WHOLESALE, INC., a California corporation

By:


Charles S. Exon, President

By:


Sean Pence, Assistant Secretary

7. After such merger becomes effective, Quiksilver Americas, through the persons who were its officers immediately prior to the merger, shall execute or cause to be executed such further assignments, assurances or other documents as may be necessary or desirable to confirm title to properties, assets and rights in QS Wholesale, and QS Wholesale shall operate the historic business of Quiksilver Americas within the meaning of regulation section 1.368-1(d) of the Internal Revenue Code.

8. The effective date of such merger is the date upon which a copy of this Agreement is filed with the Secretary of State of California.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

QUIKSILVER, INC., a Delaware corporation

By: _____

Robert B. McKnight, Jr.
Chief Executive Officer and President

By: _____

Charles S. Exon, Secretary

QUIKSILVER AMERICAS, INC., a California corporation

By: _____

Rob Colby, President

By: _____

Charles S. Exon, Secretary

QS WHOLESALE, INC., a California corporation

By: _____

Charles S. Exon, President

By: _____

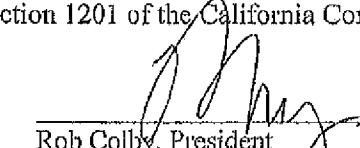
Sean Pence, Assistant Secretary

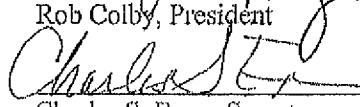
OFFICERS' CERTIFICATE

Rob Colby and Charles S. Exon certify that:

1. They are the President and the Secretary, respectively, of Quiksilver Americas, Inc., a corporation organized under the laws of the State of California.
2. The corporation has only one class of shares and the total number of outstanding shares is 1,000.
3. The agreement in the form attached was approved on behalf of the corporation by its board of directors. The merger was entitled to be approved by the board of directors alone under the provisions of Section 1201 of the California Corporations Code.

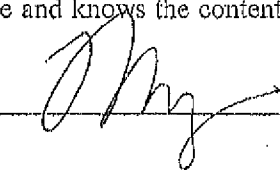
Signed on March 1, 2012


Rob Colby, President


Charles S. Exon, Secretary

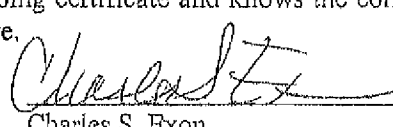
VERIFICATION BY WRITTEN DECLARATION

The undersigned, Rob Colby, declares this 1st day of March, 2012 at 15202 Graham Street, Huntington Beach, California, under penalty of perjury under the laws of the State of California that he has read the foregoing certificate and knows the contents thereof and that the same is true and of his own knowledge.


Rob Colby

VERIFICATION BY WRITTEN DECLARATION

The undersigned, Charles S. Exon, declares this 1st day of March, 2012 at 15202 Graham Street, Huntington Beach, California, under penalty of perjury under the laws of the State of California that he has read the foregoing certificate and knows the contents thereof and that the same is true and of his own knowledge.

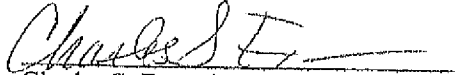

Charles S. Exon

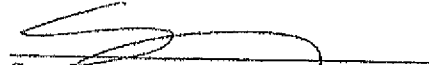
OFFICERS' CERTIFICATE

Charles S. Exon and Sean Pence certify that:

1. They are the President and the Assistant Secretary, respectively, of QS Wholesale, Inc., a corporation organized under the laws of the State of California.
2. The corporation has only one class of shares and the total number of outstanding shares is 1,000.
3. The agreement in the form attached was approved by the corporation by the vote of a number of shares of the only class of stock of the corporation, which equaled or exceeded the vote required.
4. The percentage vote required of each class is more than 50%.


Signed on March 1, 2012


Charles S. Exon, President


Sean Pence, Assistant Secretary

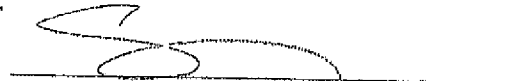
VERIFICATION BY WRITTEN DECLARATION

The undersigned, Charles S. Exon, declares this 1st day of March, 2012 at 15202 Graham Street, Huntington Beach, California, under penalty of perjury under the laws of the State of California that he has read the foregoing certificate and knows the contents thereof and that the same is true and of his own knowledge.


Charles S. Exon

VERIFICATION BY WRITTEN DECLARATION

The undersigned, Sean Pence, declares this 1st day of March, 2012 at 15202 Graham Street, Huntington Beach, California, under penalty of perjury under the laws of the State of California that he has read the foregoing certificate and knows the contents thereof and that the same is true and of his own knowledge.


Sean Pence



I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

MAR 14 2012

Date: _____ *JLn*

Debra Bowen
DEBRA BOWEN, Secretary of State

TRADEMARK

RECORDED: 03/21/2012

REEL: 004740 FRAME: 0486