

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                                                                                                       |                                     |                                   |                    |
|-----------------------------------------------------------------------------------------------------------------------|-------------------------------------|-----------------------------------|--------------------|
| SUBMISSION TYPE:                                                                                                      | NEW ASSIGNMENT                      |                                   |                    |
| NATURE OF CONVEYANCE:                                                                                                 | CHANGE OF NAME                      |                                   |                    |
| CONVEYING PARTY DATA                                                                                                  |                                     |                                   |                    |
| Name                                                                                                                  | Formerly                            | Execution Date                    | Entity Type        |
| Yeti Coolers Inc.                                                                                                     |                                     | 05/17/2012                        | CORPORATION: TEXAS |
| RECEIVING PARTY DATA                                                                                                  |                                     |                                   |                    |
| Name:                                                                                                                 | Yeti Coolers, LLC                   |                                   |                    |
| Street Address:                                                                                                       | 3411 Hildalgo Street                |                                   |                    |
| City:                                                                                                                 | Austin                              |                                   |                    |
| State/Country:                                                                                                        | TEXAS                               |                                   |                    |
| Postal Code:                                                                                                          | 78702                               |                                   |                    |
| Entity Type:                                                                                                          | LIMITED LIABILITY COMPANY: DELAWARE |                                   |                    |
| PROPERTY NUMBERS Total: 4                                                                                             |                                     |                                   |                    |
| Property Type                                                                                                         | Number                              | Word Mark                         |                    |
| Registration Number:                                                                                                  | 3203869                             | YETI                              |                    |
| Registration Number:                                                                                                  | 4083928                             | WILDLY STRONGER! KEEP ICE LONGER! |                    |
| Registration Number:                                                                                                  | 4083930                             | TUNDRA                            |                    |
| Registration Number:                                                                                                  | 4083932                             | ROADIE                            |                    |
| CORRESPONDENCE DATA                                                                                                   |                                     |                                   |                    |
| Fax Number:                                                                                                           |                                     |                                   |                    |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> |                                     |                                   |                    |
| Phone:                                                                                                                | 712-3-758-2023                      |                                   |                    |
| Email:                                                                                                                | lburke@velaw.com                    |                                   |                    |
| Correspondent Name:                                                                                                   | Lavonne Burke                       |                                   |                    |
| Address Line 1:                                                                                                       | 1001 Fannin, Ste. 2500              |                                   |                    |
| Address Line 2:                                                                                                       | Vinson & Elkins LLP                 |                                   |                    |
| Address Line 4:                                                                                                       | Houston, TEXAS 77002                |                                   |                    |
| ATTORNEY DOCKET NUMBER:                                                                                               | YET300.58000                        |                                   |                    |

CH \$115.00 3203869

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| NAME OF SUBMITTER:                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Lavonne D. Burke   |
| Signature:                                                                                                                                                                                                                                                                                                                                                                                                                                                           | /Lavonne D. Burke/ |
| Date:                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 05/24/2012         |
| <b>Total Attachments: 8</b><br>source=8470782-SO-1-000-DE#page1.tif<br>source=8470782-SO-1-000-DE#page2.tif<br>source=8470782-SO-1-000-DE#page3.tif<br>source=8470782-SO-1-000-DE#page4.tif<br>source=8470782-SO-1-000-DE#page5.tif<br>source=Texas Filing Evidence - Conversion of YETI Coolers Inc#page1.tif<br>source=Texas Filing Evidence - Conversion of YETI Coolers Inc#page2.tif<br>source=Texas Filing Evidence - Conversion of YETI Coolers Inc#page3.tif |                    |

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS CORPORATION UNDER THE NAME OF "YETI COOLERS INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "YETI COOLERS INC." TO "YETI COOLERS, LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MAY, A.D. 2012, AT 6:22 O'CLOCK P.M.

5156410 8100V

120586830



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9581171

DATE: 05-17-12

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004787 FRAME: 0082

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A FOREIGN CORPORATION TO A  
DELAWARE LIMITED LIABILITY COMPANY  
PURSUANT TO SECTION 18-214 OF  
THE LIMITED LIABILITY COMPANY ACT

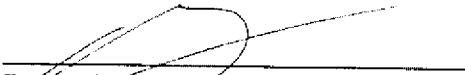
Pursuant to the provisions of Section 18-214 of the Delaware Limited Liability Company Act, YETI Coolers Inc., a non-Delaware corporation (the "Foreign Corporation"), hereby executes this Certificate of Conversion (this "Certificate") for the purpose of converting the Foreign Corporation to a limited liability company under the laws of Delaware (the "Limited Liability Company") and, in connection therewith, certifies as follows:

1. The jurisdiction where the Foreign Corporation first formed is Texas.
2. The jurisdiction immediately prior to filing this Certificate is Texas.
3. The date the Foreign Corporation first formed is December 27, 2010.
4. The name of the Foreign Corporation immediately prior to filing this Certificate is YETI Coolers Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is YETI Coolers, LLC.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 17<sup>th</sup> day of May, 2012.

**YETI COOLERS INC.**

By:   
Name: Roy Seiders  
Title: Chief Executive Officer

# Delaware

PAGE 2


*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "YETI COOLERS, LLC" FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MAY, A.D. 2012, AT 6:22 O'CLOCK P.M.

5156410 8100V

120586830



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9581171

DATE: 05-17-12

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004787 FRAME: 0085

**CERTIFICATE OF FORMATION  
OF  
YETI COOLERS, LLC**

This Certificate of Formation is filed pursuant to Section 18-201 of the Delaware Limited Liability Company Act (the "Act") to form a limited liability company under the Act.

1. Name. The name of the limited liability company is YETI Coolers, LLC (the "Company").

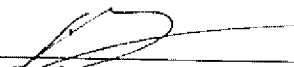
2. Registered Office; Registered Agent. The address of the registered office of the Company required to be maintained by Section 18-104 of the Act is:

Corporation Trust Center  
1209 Orange Street  
Wilmington, Delaware 19801

The name and the address of the registered agent for service of process required to be maintained by Section 18-104 of the Act are:

The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, Delaware 19801

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on May 17, 2012.

  
\_\_\_\_\_  
Roy Seiders  
Authorized Person

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Hope Andrade  
Secretary of State

## Office of the Secretary of State

### CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

YETI Coolers Inc.  
File Number: 801361003

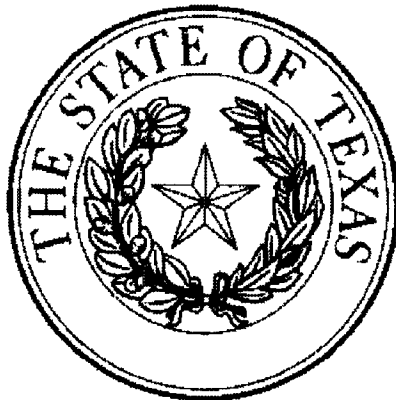
Converting it to

YETI Coolers, LLC  
File Number: [Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 05/22/2012

Effective: 05/22/2012



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State



**Form 632**  
**(Revised 05/11)**

This space reserved for office use.



**Certificate of Conversion  
of a  
Corporation Converting  
to a  
Limited Liability Company**

Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709

**Filing Fee: See instructions**

**Converting Entity Information**

The name of the converting corporation is:  
YETI Coolers Inc.

The jurisdiction of formation of the corporation is: Texas

The date of formation of the corporation is: 12/27/2010

The file number, if any, issued to the corporation by the secretary of state, is: 801361003

**Plan of Conversion—Alternative Statements**

The corporation named above is converting to a limited liability company. The name of the limited liability company is:

YETI Coolers, LLC

The limited liability company will be formed under the laws of: Delaware

The plan of conversion is attached.

*If the plan of conversion is not attached, the following statements must be completed.*

Instead of attaching the plan of conversion, the corporation certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the corporation, the converting entity. The address of the principal place of business of the corporation is:

|                                  |               |              |                |                 |
|----------------------------------|---------------|--------------|----------------|-----------------|
| <u>3411 Hidalgo Street</u>       | <u>Austin</u> | <u>TX</u>    | <u>USA</u>     | <u>78702</u>    |
| <i>Street or Mailing Address</i> | <i>City</i>   | <i>State</i> | <i>Country</i> | <i>Zip Code</i> |

A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

|                                  |               |              |                |                 |
|----------------------------------|---------------|--------------|----------------|-----------------|
| <u>3411 Hidalgo Street</u>       | <u>Austin</u> | <u>TX</u>    | <u>USA</u>     | <u>78702</u>    |
| <i>Street or Mailing Address</i> | <i>City</i>   | <i>State</i> | <i>Country</i> | <i>Zip Code</i> |

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

**Certificate of Formation for the Converted Entity**

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

**Approval of the Plan of Conversion**

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

**Effectiveness of Filing** (Select either A, B, or C.)

- A.  This document becomes effective when the document is accepted and filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

\_\_\_\_\_

\_\_\_\_\_

**Tax Certificate**

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.
- In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 5/12/2012

YETI Coolers Inc.

By: [Signature]  
Name: Roy Seiders  
Title: CEO