

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|---|-------------------------------------|----------------|---------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 09/15/2012 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Skepsu LLC | | 09/15/2012 | LIMITED LIABILITY COMPANY: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | Clutch Holdings LLC | | |
| Street Address: | 4140 Fields Drive | | |
| City: | Lafayette Hill | | |
| State/Country: | PENNSYLVANIA | | |
| Postal Code: | 19444 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 85559895 | CLUTCH | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2033276401 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 2033274500 | | |
| Email: | trademark@ogrp.com | | |
| Correspondent Name: | Edward L. McMahon | | |
| Address Line 1: | One Landmark Square | | |
| Address Line 2: | 10th Floor | | |
| Address Line 4: | Stamford, CONNECTICUT 06901 | | |
| ATTORNEY DOCKET NUMBER: | 0008858UST1 | | |
| NAME OF SUBMITTER: | Edward L. McMahon | | |

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| | |
|--|---------------------|
| Signature: | /Edward L. McMahon/ |
| Date: | 11/30/2012 |
| Total Attachments: 2 source=CA_Certificate of Merger#page1.tif source=DE_Certificate of Merger#page1.tif | |



**State of California
Secretary of State**

OBE MERG

Certificate of Merger

(California Corporations Code sections 1113(g), 6019.1, 8019.1, 9640, 12540.1, 15911.14, 16915(b) and 17552)

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

| 1. NAME OF SURVIVING ENTITY Clutch Holdings LLC | 2. TYPE OF ENTITY Limited Liability Company | 3. CA SECRETARY OF STATE FILE NUMBER N/A | 4. JURISDICTION Delaware | | | | | | | | | | | | |
|--|--|---|-------------------------------|--------------------------|---------------------|--|-----|---|--|------------------|-----|--------------------------|---------------------|--|-----|
| 5. NAME OF DISAPPEARING ENTITY Skepsu LLC | 6. TYPE OF ENTITY Limited Liability Company | 7. CA SECRETARY OF STATE FILE NUMBER 200930810053 | 8. JURISDICTION California | | | | | | | | | | | | |
| 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 align="center"><u>SURVIVING ENTITY</u></p> <table border="1"> <thead> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td>See attached Page 2</td> <td></td> <td>50%</td> </tr> </tbody> </table> | | CLASS AND NUMBER | AND | PERCENTAGE VOTE REQUIRED | See attached Page 2 | | 50% | <p align="center"><u>DISAPPEARING ENTITY</u></p> <table border="1"> <thead> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td>See attached Page 2</td> <td></td> <td>50%</td> </tr> </tbody> </table> | | CLASS AND NUMBER | AND | PERCENTAGE VOTE REQUIRED | See attached Page 2 | | 50% |
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| See attached Page 2 | | 50% | | | | | | | | | | | | | |
| CLASS AND NUMBER | AND | PERCENTAGE VOTE REQUIRED | | | | | | | | | | | | | |
| See attached Page 2 | | 50% | | | | | | | | | | | | | |
| 10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT. <input checked="" 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. | | | | | | | | | | | | | | | |
| 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. N/A | | | | | | | | | | | | | | | |
| 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. | | | | | | | | | | | | | | | |
| PRINCIPAL ADDRESS OF SURVIVING ENTITY address: 4140 Fields Drive | | CITY AND STATE Lafayette Hill, PA | ZIP CODE 19444 | | | | | | | | | | | | |
| 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. | | | | | | | | | | | | | | | |
| 14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER. Delaware Limited Liability Company Act | | 15. FUTURE EFFECTIVE DATE, IF ANY ____ - ____ - ____ (Month) (Day) (Year) | | | | | | | | | | | | | |
| 16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE. | | | | | | | | | | | | | | | |
| 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. | | | | | | | | | | | | | | | |
| SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY | | 9/15/12 DATE | | | | | | | | | | | | | |
| SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY | | 9/15/12 DATE | | | | | | | | | | | | | |
| SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY | | EDWARD NECKER / CEO TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON | | | | | | | | | | | | | |
| SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY | | ROBERT O'DELL / CEO TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON | | | | | | | | | | | | | |
| SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY | | DATE | | | | | | | | | | | | | |
| TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON | | DATE | | | | | | | | | | | | | |
| 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: _____ | | | | | | | | | | | | | | | |

State of Delaware
Certificate of Merger of a Foreign Limited Liability Company
into a Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is Clutch Holdings LLC, a Delaware Limited Liability Company.

Second: The name of the Limited Liability Company being merged into this surviving Limited Liability Company is Skepsu LLC. The jurisdiction in which this Limited Liability Company was formed is the State of California.

Third: The Agreement of Merger has been approved and executed by both Limited Liability Companies.

Fourth: The name of the surviving Limited Liability Company is Clutch Holdings LLC.


Fifth: The executed Agreement of Merger is on file at 4140 Fields Drive, Lafayette Hill, Pennsylvania 19444, the principal place of business of the surviving Limited Liability Company.

Sixth: A copy of the Agreement of Merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

Seventh: The merger is to become effective on September 15, 2012 at 11:59 p.m. Eastern Time.

IN WITNESS WHEREOF, said Limited Liability Company has caused this Certificate to be signed by an authorized person this 15th day of September, A.D., 2012.

CLUTCH HOLDINGS LLC

By: 

Edmund B. Moore Jr.
Chief Executive Officer

DMS32171141.2