

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM413573

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the incorrect Assignor entity type previously recorded on Reel 004724 Frame 0741. Assignor(s) hereby confirms the assignment.		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Opa Cove, LLC	FORMERLY Opa Cove, Inc.	02/21/2012	Corporation: OREGON
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Swimways Corp.		
<b>Street Address:</b>	5816 Ward Court		
<b>City:</b>	Virginia Beach		
<b>State/Country:</b>	VIRGINIA		
<b>Postal Code:</b>	23455		
<b>Entity Type:</b>	Corporation: VIRGINIA		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3881274	SEA SQUIRTS	
<b>Registration Number:</b>	4083257		
<b>Registration Number:</b>	4083256		
<b>Registration Number:</b>	4083258		
<b>Registration Number:</b>	4083263		
<b>Registration Number:</b>	4132488		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8047844427		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	8047844427		
<b>Email:</b>	pgavin@gavinlawoffices.com, smartinez@gavinlawoffices.com, iaradi@gavinlawoffices.com		
<b>Correspondent Name:</b>	Pamela C. Gavin		
<b>Address Line 1:</b>	2229 Pump Road		
<b>Address Line 4:</b>	Richmond, VIRGINIA 23233		
<b>NAME OF SUBMITTER:</b>	Stephanie Martinez		
<b>SIGNATURE:</b>	/Stephanie Martinez/		

OP \$165.00 3881274

<b>DATE SIGNED:</b>	01/25/2017
---------------------	------------

**Total Attachments: 12**

source=Original Cover Sheet#page1.tif

source=Original Cover Sheet#page2.tif

source=Executed Affidavit#page1.tif

source=Executed Affidavit#page2.tif

source=Executed Corrective Assignment#page1.tif

source=Executed Corrective Assignment#page2.tif

source=Executed Corrective Assignment#page3.tif

source=Executed Corrective Assignment#page4.tif

source=Executed Corrective Assignment#page5.tif

source=Entity Conversion Opa Cove, Inc. to Opa Cove, LLC#page1.tif

source=Entity Conversion Opa Cove, Inc. to Opa Cove, LLC#page2.tif

source=Entity Conversion Opa Cove, Inc. to Opa Cove, LLC#page3.tif

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Opa Cove, Inc.		02/21/2012	CORPORATION: OREGON
<b>RECEIVING PARTY DATA</b>			
Name:	Swimways Corp.		
Street Address:	5816 Ward Court		
City:	Virginia Beach		
State/Country:	VIRGINIA		
Postal Code:	23455		
Entity Type:	CORPORATION: VIRGINIA		
<b>PROPERTY NUMBERS Total: 8</b>			
Property Type	Number	Word Mark	
Registration Number:	3877934	OPA COVE	
Registration Number:	3881274	SEA SQUIRTS	
Registration Number:	4083257		
Registration Number:	4083256		
Registration Number:	4083258		
Registration Number:	4083263		
Serial Number:	85072903		
Serial Number:	85072928		
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(804)784-4423		
Phone:	804-784-4427		
Email:	aisabell@gavinlawoffices.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:	Angela T. Isabell		

OP \$215.00 3877934

Address Line 1: 2500 Gaskins Road, Suite B  
Address Line 4: Richmond, VIRGINIA 23238

ATTORNEY DOCKET NUMBER: OPA COVE TM ASSIGNMENTS

NAME OF SUBMITTER: Angela T. Isabell

Signature: /angelatisabell/

Date: 02/27/2012

Total Attachments: 5  
source=Executed Trademark Assignment Document#page1.tif  
source=Executed Trademark Assignment Document#page2.tif  
source=Executed Trademark Assignment Document#page3.tif  
source=Executed Trademark Assignment Document#page4.tif  
source=Executed Trademark Assignment Document#page5.tif

TRADEMARK  
REEL: 004724 FRAME: 0742

TRADEMARK  
REEL: 005974 FRAME: 0356

UNITED STATES PATENT AND TRADEMARK OFFICE  
ASSIGNMENT RECORDATION BRANCH

MARKS: SEA SQUIRTS, Registration No. 3881274  
(Design Only), Registration No. 4132488  
(Design Only), Registration No. 4083256  
(Design Only), Registration No. 4083257  
(Design Only), Registration No. 4083258  
(Design Only), Registration No. 4083263

OWNER'S NAME: Swimways Corp.

OWNER'S ATTORNEY: Pamela C. Gavin, Esq.  
Stephanie Martinez, Esq.  
Gavin Law Offices, PLC  
2229 Pump Road  
Richmond, Virginia 23233  
Tel.: (804) 784-4427

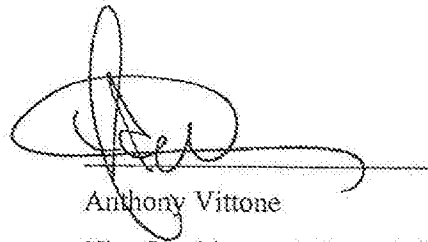
Affidavit of Anthony Vittone  
To Support a Corrective Assignment

Commonwealth of Virginia, to wit:

I, Anthony Vittone, being first duly sworn, depose and say:

1. I am the Vice President and General Counsel for Swimways Corp. ("Swimways").
2. Swimways is the assignee identified in an assignment previously recorded on Reel 004724 Frame 0742.
3. The previously recorded assignment contained a typographical error misidentifying the assignor's entity type.
4. The previously recorded assignment identified the assignor as Opa Cove, Inc. At the time of the assignment, the assignor's entity type was a limited liability company.
5. Thus, the assignor entity should have been identified as Opa Cove, LLC.

6. The assignor entity has been dissolved and assignor is unavailable to submit a corrected assignment.
7. In conjunction with this affidavit, Swimways submits a corrected assignment and documents supporting assignor's entity conversion from a corporation to a limited liability company. This conversion occurred prior to execution of the previously recorded assignment.
8. Swimways is the current owner of the above-identified trademark registrations.

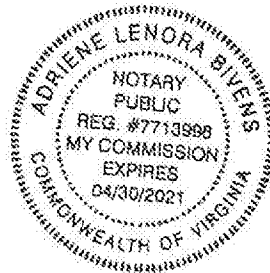
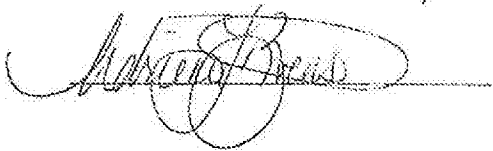


Anthony Vittone  
Vice President and General Counsel  
Swimways Corp.

City/County of Virginia Beach, Virginia

Subscribed and sworn to before me this 24<sup>th</sup> day of January, 2017.

My commission expires: April 30, 2021, # 7713998



UNITED STATES TRADEMARK ASSIGNMENT

Initials: *[Signature]* Initials: *[Signature]*

Date: *1/24/17* Date: *1/24/17*

WHEREAS, Opa Cove, Inc., a corporation duly organized and existing under the laws of the State of Oregon and having offices at 845 Willamette Street, Eugene, Oregon 97401, United States of America, hereinafter referred to as "ASSIGNOR," has adopted, used and is the owner of the trademarks set forth on Schedule A hereto in connection with the goods described therein (the "Marks"), together with the goodwill of the business in connection with which the Marks have been used (the "Goodwill"), the United States Trademark Registrations for the Marks set forth on Schedule A (the "Registrations") and the applications for United States Trademark Registration set forth on Schedule A (the "Applications"); and

WHEREAS, Swimways Corp., a corporation duly organized and existing under the laws of the State of Virginia and having its principal office at 5816 Ward Court, Virginia Beach, Virginia 23355, United States of America, hereinafter referred to as "ASSIGNEE," is desirous of acquiring the Marks, together with the Goodwill, the Registrations and the Applications;

NOW, THEREFORE, for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR has agreed to sell and has sold, assigned, transferred and set over, and by these presents does sell, assign, transfer and set over unto ASSIGNEE and its successors and assigns ASSIGNOR's entire right, title and interest in and to the Marks, the Goodwill, the Registrations and the Applications, to be held and enjoyed by ASSIGNEE for its own use and benefit and for the use and benefit of its subsidiaries, successors, assigns and legal representatives, for the full extent of the life of the Marks and any registrations issued based upon the Applications, to be used as fully and entirely as such rights would have been held and enjoyed by ASSIGNOR had this Assignment and sale not

been made.

ASSIGNOR covenants that ASSIGNOR is the owner of the Marks and the holder of record title to the Registrations and Applications, that ASSIGNOR has full power to make this Assignment and that ASSIGNOR agrees to execute such further assignments and related documents with respect to the Marks, the Goodwill, the Registrations and the Applications as ASSIGNEE shall reasonably request.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be executed by its proper officers thereunto duly authorized, the

*21 day of FEB, 2012*



u.c. Initials: [Signature]  
Opa Cove, Inc. Date: 1/24/11

By: [Signature]  
Title: President

State of Oregon

City/County of Lane

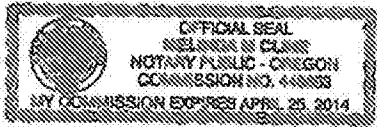
Initials: [Signature]  
Date: 1/24/11

Initials: [Signature]  
Date: 1/24/11

On this 21 day of February, 2011, before me personally appeared Richard Barth to me

known to be the President of Opa Cove, Inc., an Oregon corporation, on whose behalf he/she  
u.c. limited liability company  
executed the foregoing instrument, and acknowledged that he/she executed the same as his/her  
free act and deed.

My commission expires: April 25, 2014







Melinda M. Clene  
Notary Public



RECORDED: 02/27/2012

Schedule A

Registrations

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Goods or Services</u>
1. Opa Cove	3,877,934	11/16/2010	Swimwear (Cl. 25)
2. Sea Squirts	3,881,274	11/23/2010	Life jackets; life preservers; life vests; swim floats for safety purposes (Cl. 9)
3.  (Dolphin)	4,083,256	01/10/2012	Life jackets; life preservers; life vests; swim floats for safety purposes (Cl. 9)
4.  (Killer Whale)	4,083,257	01/10/2012	Life jackets; life preservers; life vests; swim floats for safety purposes (Cl. 9)
5.  (Great White Shark)	4,083,258	01/10/2012	Life jackets; life preservers; life vests; swim floats for safety purposes (Cl. 9)
6.  (Clown Fish)	4,083,263	01/10/2012	Life jackets; life preservers; life vests; swim floats for safety purposes (Cl. 9)

Applications

<u>Mark</u>	<u>Application No.</u>	<u>Application Date</u>	<u>Goods or Services</u>
1.  (Blue Dolphin)	85/072,903	06/28/2010	Swimwear (Cl. 25)
2.  (Blue Fish in Water)	85/072,928	06/28/2010	Life jackets; life preservers; life vests; swim floats for safety purposes (Cl. 9)

610984.98

4/126

050

FILED

JAN 22 2010

OREGON  
SECRETARY OF STATE

ARTICLES OF CONVERSION  
OF  
OPA COVE, INC. to OPA COVE, LLC

ARTICLE I

The name of the entity prior to conversion is Opa Cove, Inc., an Oregon corporation, and the name of the converted entity shall be Opa Cove, LLC, an Oregon limited liability company (the "Company").

ARTICLE II

The street address and mailing address of the Company's registered office are 845 Willamette Street, Eugene, OR 97401; and the name of the Company's registered agent at that address is Richard Barbis.

ARTICLE III

The Company is a manager-managed limited liability company and will be managed by executives appointed by the board of directors.

ARTICLE IV

The duration of the Company will be perpetual unless earlier terminated pursuant to its Operating Agreement.

DATED: January 19, 2010.

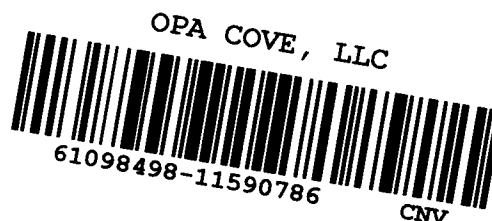
/s/



Richard Barbis  
President

Person to contact about this filing:

Greg Salyards  
Ron J. Miller Law, LLC  
503-421-7516



TRADEMARK  
REEL: 005974 FRAME: 0364

**PLAN OF CONVERSION  
OPA COVE, INC  
OPA COVE, LLC**

This Plan of Conversion (this "Plan of Conversion"), dated January 19, 2010, is intended to convert Opa Cove, Inc., an Oregon corporation, into an Oregon limited liability company.

**SECTION 1. ENTITY BEFORE CONVERSION**

The name of the entity before conversion is Opa Cove, Inc. The type of the entity before conversion is an Oregon corporation.

**SECTION 2. ENTITY AFTER CONVERSION**

The name of the entity after conversion is Opa Cove, LLC. The type of the entity after conversion is an Oregon limited liability company.

**SECTION 3. EFFECTIVE [DATE / TIME]**

The Articles of Conversion and any other documents necessary to be filed to complete the conversion will be filed with the Oregon Secretary of State and the conversion will be effective on the date of the filing of the Articles of Conversion (the "Effective Date").

**SECTION 4. TERMS AND CONDITIONS OF CONVERSION**

On the Effective Date, Opa Cove, Inc. will convert from an Oregon corporation into an Oregon limited liability company (the "Conversion"), and the name of the converted entity will be Opa Cove LLC.

**SECTION 5. EFFECT OF CONVERSION**

On the Effective Date:

- (a) The business entity continues its existence despite the Conversion;
- (b) Title to all real estate and other property owned by Opa Cove, Inc. is vested in Opa Cove, LLC by virtue of the Conversion without reversion or impairment;
- (c) All obligations of Opa Cove, Inc., including, without limitation, contractual, tort, statutory, and administrative obligations, are obligations of Opa Cove, LLC; and
- (d) Any action or proceeding pending against Opa Cove, Inc. or its owners may be continued as if the Conversion had not occurred, or Opa Cove, LLC may be substituted as a party to the action or proceeding.

**SECTION 6. CAPITALIZATION OF *Opa Cove, INC.***

The current authorized capital of Opa Cove, Inc. consists of 10,000 shares of common stock without par value, of which 2180 shares are issued, outstanding, and fully paid ("Opa Cove, Inc. Common Stock"). There are no outstanding options, warrants, or other rights to purchase or receive securities of Opa Cove, Inc.

**SECTION 7. MANNER AND BASIS OF CONVERTING OWNERSHIP**

**7.1 Conversion of Shares.** On the Effective Date, by virtue of the Conversion and without any action on the part of any party or any shareholder, each shareholder shall have their

610984-98

Opa Cove, Inc. Common Stock, which is outstanding immediately before the Conversion, converted into Opa Cove, LLC units.

Each shareholder and the number of units received are as follows:

Shareholder	Units
Richard A. Barbis	1,020
Glenn Keiper, Jr.	1,000
Ralph Peterson & Laurie Leece	140
Glenn Keiper, Sr.	140

**SECTION 8. DISSENTERS' RIGHTS**


Shareholders of Opa Cove, Inc. have the right to elect to dissent from this Plan of Conversion and to receive the fair value for their shares (the "Dissenting Shares") as provided by certain provisions of the Oregon Business Corporation Act attached as Exhibit A (the "Appraisal Laws"). Notwithstanding any other provision of this Plan of Conversion, any Dissenting Shares will, after the Effective Date, be entitled to only such rights as are afforded in respect of Dissenting Shares pursuant to the Appraisal Laws and any Shareholder Agreement. Shareholders of Opa Cove, Inc. holding Dissenting Shares will not be entitled to receive membership interests or other consideration in Opa Cove, LLC but will be entitled to only those rights that are granted by the Appraisal Laws.

**SECTION 9. DIRECTOR AND SHAREHOLDER APPROVAL**

The board of directors and shareholders of Opa Cove, Inc. have approved this Plan of Conversion at meetings called and held in accordance with the applicable provisions of Oregon law and Opa Cove, Inc.'s articles of incorporation and bylaws.

IN WITNESS WHEREOF, *Opa Cove, Inc.* has caused this Plan of Conversion to be executed by its duly authorized officers as of the date first above written.

OPA COVE, INC

By: /s/   
Richard Barbis, President