

07-31-1998



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COVER SHEET  
ONLY

To the Honorable Comm.

record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Yeti Cycles, Inc.

- Individual(s)
- General Partnership
- Corporation-State CA
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)

Name: Schwinn Cycling & Fitness, Inc.

Internal Address:

Street Address: 1690 38th Street

City: Boulder State: CO ZIP: 80030

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 14, 1996

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

74/427,489; 75/067,334

B. Trademark Registration No.(s)

1,619,738; 1,939,520; 1,940,778

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Scott S. Havlick

Internal Address:

Street Address: Holland & Hart, LLP

1050 Walnut Street - #500

City: Boulder State: CO ZIP: 80302

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

07/30/1998 DC000064 74427489

DO NOT USE THIS SPACE

01 EC:481 40.00 OP  
02 EC:482 100.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Scott S. Havlick  
Name of Person Signing

*Scott Havlick*  
Signature

7/28/98  
Date

Total number of pages including cover sheet, attachments, and document: 6

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 11/07/1996  
960326528 - 2341209

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
YETI CYCLES, INC., A CALIFORNIA CORPORATION  
INTO  
SCHWINN CYCLING & FITNESS INC., A DELAWARE CORPORATION**

It is hereby certified that:

1. Schwinn Cycling & Fitness Inc. (hereinafter referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Yeti Cycles, Inc. (hereinafter referred to as "Yeti"), which is a business corporation of the State of California.
3. The laws of the jurisdiction of organization of Yeti permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Yeti into the Corporation.
5. The following is a copy of the resolutions adopted on **October 14**, 1996 by the Board of Directors of the Corporation to merge the said Yeti into the Corporation:

**RESOLVED**, that Schwinn Cycling & Fitness Inc., which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of Yeti Cycles, Inc., which is a business corporation of the State of California, does hereby merge Yeti Cycles, Inc. into Schwinn Cycling & Fitness Inc. pursuant to the provisions of the General Corporation Law of the State of California and pursuant to the provisions of the General Corporation Law of the State of Delaware and does hereby assume all of the liabilities of Yeti Cycles, Inc.:

**FURTHER RESOLVED**, Yeti Cycles, Inc. shall be the disappearing corporation upon the effective date of the merger herein provided for pursuant to the provisions of the General Corporation Law of the State of California, and Schwinn Cycling & Fitness Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware.

**FURTHER RESOLVED**, the issued shares of Yeti Cycles, Inc. shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as Schwinn Cycling & Fitness Inc. is the owner of all outstanding shares of Yeti Cycles, Inc., but each said share which is issued as of the complete effective date of the merger shall be surrendered and extinguished.


**FURTHER RESOLVED**, the Board of Directors and the proper officers of Schwinn Cycling & Fitness Inc. are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or

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convenient to carry out or put into effect any of the provisions of the merger herein provided for.

Executed on October 14, 1996

SCHWINN CYCLING & FITNESS INC.

By: 

Name: David L. Stevens

Title: Vice President

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State of Delaware  
Office of the Secretary of State

REPRODUCTION COPY

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SECRETARY OF STATE  
12-04-96 11:42

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"YETI CYCLES, INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "SCHWINN CYCLING & FITNESS INC." UNDER THE NAME OF "SCHWINN CYCLING & FITNESS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF NOVEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2341209 8330

AUTHENTICATION: 8213582

DATE: TRADEMARK

REEL: 1761 FRAME: 0963

State of Delaware  
Office of the Secretary of State

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1996 DEC -4 PM 11:17  
SECRETARY OF STATE  
STATE OF DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"YETI CYCLES, INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "SCHWINN CYCLING & FITNESS INC." UNDER THE NAME OF "SCHWINN CYCLING & FITNESS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF NOVEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

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*Edward J. Freel*

Edward J. Freel, Secretary of State

2341209 8330  
960348282

AUTHENTICATION: 8213582

DATE: TRADEMARK-96

REEL: 1761 FRAME: 0964

EM202548722US

TRADEMARK  
Express Mail No. EM202548722US  
ATTORNEY DOCKET NO. 38247.840000.000

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Corporate Merger

Conveying Party: Yeti Cycles, Inc.  
a California corporation

Receiving Party: Schwinn Cycling & Fitness, Inc.  
a Delaware Corporation

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS:

Application Numbers: 74/727,489; 75/067,334

Registration Numbers: 1,619,738; 1,939,520; 1,940,778

CERTIFICATE OF MAILING BY EXPRESS MAIL

U.S. Patent and Trademark Office  
Office of Public Records  
Crystal Gateway 4, Room 335  
Washington, D.C. 20231

Sir:

The undersigned hereby certifies that the attached Trademark Recordation Form Cover Sheet, Certificate of Ownership and Merger, State of Delaware Certificate of Merger; check in the amount of \$140.00, and return card, relating to the above applications/registrations was deposited as "Express Mail", Mailing Label No. EM202548722US with the United States Postal Service, addressed to U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231, on July 28, 1998.

July 28, 1998  
Date

Suzette Fulton  
Mailer

July 28, 1998  
Date

Scott S. Havlick  
Scott S. Havlick  
HOLLAND & HART  
555 Seventeenth Street, Suite 3200  
Denver, Colorado 80202  
(303) 473-2710