

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): CamelBak Products, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - Texas <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies)</p> <p>Name: CamelBak Products, Inc.</p> <p>Address: 1310 Redwood Way Petaluma, CA 94954</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation -California <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Effective Date: June 30, 2000</p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s):</p>	<p>B. Trademark Registration No.(s): See attached Schedule A</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Hayley M. Smith, Senior Legal Assistant Kirkland & Ellis LLP 153 East 53rd Street New York, NY 10022-4675 Telephone (212) 446-4800 Fax (212) 446-4900</p>	<p>6. Total number of applications and registrations involved: 10</p> <p>7. Total fee (37 CFR 3.41)..... \$ 265.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be Charged to Deposit Account</p> <p>8. Deposit Account No. 111098 (Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

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.

Hayley Smith Hayley Smith Dec. 22, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to
Commissioner of Patents and Trademarks, Box Assignments, Washington D.C. 20231

CH \$265.00 111098 1576430

SCHEDULE A

<u>Trademark Description</u>	<u>Application No./Application Date</u>	<u>Registration No./Date</u>
CAMELBAK	73/797,876 filed 5/5/1989	1,576,430 1/9/90
CAMELBAK	74/455,063 filed 11/8/1993	2,098,505 9/23/97
HYDRATE OR DIE	74/319,529 filed 9/23/1992	1,770,112 5/11/93
INTEGRATOR	74/702,132 filed 7/17/1995	1,975,075 5/21/96
MAXIMUM	75/253,455 filed 3/7/1997	2,147,571 3/31/98
HYDROBAK	75/118,170 filed 6/13/1996	2,119,077 12/9/97
M.U.L.E.	75/475,240 filed 4/27/1998	2,305,501 1/4/00
H.A.W.G.	75/475,198 filed 4/27/1998	2,280,986 9/28/99
THE UNBOTTLE SYSTEM	74/702,134 filed 7/17/1995	1,995,211 8/20/96
THERMOBAK	74/702,135 filed 7/17/1995	1,975,076 5/21/96



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

CAMELBAK PRODUCTS, INC.
(a Texas corporation)

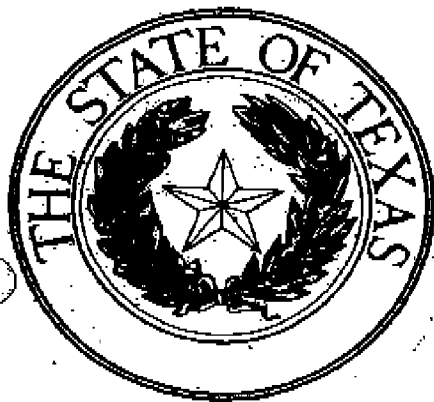
with

CAMELBAK PRODUCTS, INC.
(a California no permit entity)

have been received in this office and are 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 of Merger.

Filed JUNE 30, 2000

Effective JUNE 30, 2000



Elton Bomer
Secretary of State

ARTICLES OF MERGER

OF

**CAMELBAK PRODUCTS, INC.,
A TEXAS CORPORATION
(FORMERLY KNOWN AS FASSTRAK SYSTEMS, INC.)**

FILED
In the Office of the
Secretary of State of Texas

JUN 30 2000

Corporations Section

AND

**CAMELBAK PRODUCTS, INC.,
A CALIFORNIA CORPORATION**

To the Secretary of State
State of Texas

Pursuant to the provisions of the Texas Business Corporation Act, the foreign corporation and the domestic corporation herein named do hereby adopt the following Articles of Merger for the purpose of merging the domestic corporation with and into the foreign corporation.

FIRST: The names of the constituent corporations are: CamelBak Products, Inc., a corporation organized and existing under the laws of the State of California (hereinafter, "Surviving Corporation"); and CamelBak Products, Inc., a corporation organized and existing under the laws of the State of Texas, and which is subject to the provisions of the Texas Business Corporation Act (hereinafter, "Merging Corporation").

SECOND: Attached hereto and made a part hereof is the Plan of Merger (hereinafter, "Plan of Merger") for merging Merging Corporation with and into Surviving Corporation, as approved by the respective directors and shareholders of Merging Corporation and Surviving Corporation.

THIRD: The approval of the Plan of Merger was duly authorized by all actions required by the laws under which Surviving Corporation was incorporated and by its constituent documents.

FOURTH: The number of shares of Merging Corporation which were outstanding at the time of the approval of the Plan of Merger by its shareholders and their adoption of a resolution authorizing the merger is Four Million Three Hundred Twenty Thousand (4,320,000), Two Million One Hundred Sixty Thousand (2,160,000) of which are entitled to vote and which are designated Class A common shares.

FIFTH: The approval of the Plan of Merger by the shareholders of Merging Corporation was by unanimous written consent, which has been given in accordance with the provisions of Article 9.10 of the Texas Business Corporation Act, and any written notice required by that Article has been given.

TRADEMARK

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SIXTH: The number of shares of Surviving Corporation which were outstanding at the time of the approval of the Plan of Merger by its shareholders and their adoption of a resolution authorizing the merger is One (1), and said share is designated Class A common stock (Voting) and was entitled to vote.

SEVENTH: The approval of the Plan of Merger by the shareholders of Surviving Corporation was by unanimous written consent, which has been given in accordance with the provisions of Section 603 of the California General Corporation Law, and any written notice required by the California General Corporation Law has been given.

EIGHTH: Surviving Corporation will continue to exist as the surviving corporation under its present name, pursuant to the provisions of the California General Corporation Law.

NINTH: The effective time and date of the merger provided for herein shall be the close of business on June 30, 2000.

Executed on this 30 day of June, 2000.

CAMELBAK PRODUCTS, INC.
a California corporation

By: [Signature]
Glenn J. Gross, President

By: [Signature]
Douglas E. Tinker, Secretary

Executed on this 30 day of June, 2000.

CAMELBAK PRODUCTS, INC.
a Texas corporation

By: [Signature]
Glenn J. Gross, President

By: [Signature]
Douglas E. Tinker, Secretary