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.

1. Name of conveying party(ies):

CamelBak Products, Inc.

__ Individual(s) __ Association
__ General Partnership __ Limited Partnership
_x_ Corporation - California
___ Other
Additional name(s) of conveying party(ies) attached? ___ Yes _x_ No

2. Name and Address of receiving party(ies)

Name: CamelBak Products, LLC

Address: 1310 Redwood Way
Petaluma, CA 94954

___ Individual(s) citizenship _____
___ Association _____
___ General Partnership _____
___ Limited Partnership _____
___ Corporation -
_x_ Other Delaware Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: ___ Yes _x_ No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? ___ Yes _x_ No

3. Nature of conveyance:

___ Assignment _x_ Merger
___ Security Agreement ___ Change of Name
___ Other

Effective Date: November 25, 2003

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s): See attached Schedule A

Additional numbers attached? _x_ Yes ___ No

5. Name and address of party to whom correspondence concerning document should be mailed:
Hayley Smith, Senior Legal Assistant
Kirkland & Ellis LLP
153 East 53rd Street
New York, NY 10022-4675
Telephone (212) 446-4800
Fax (212) 446-4900

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41)..... $ 265
__ Enclosed
_X_ To be Charged to Deposit Account

8. Deposit Account No. 111098

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

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 — Name of Person Signing
Hayley Smith — Signature
12/23/03 — 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 73797876

# SCHEDULE A

| Trademark Description | Registration Number | Registration No./ Date |
|---|---|---|
| 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 |

# Delaware



*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

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

WITH AND INTO "CAMELBAK PRODUCTS, LLC" UNDER THE NAME OF "CAMELBAK PRODUCTS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2003, AT 5:30 O'CLOCK P.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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030760748

AUTHENTICATION: 2773253

DATE: 11-25-03

**CERTIFICATE OF MERGER**

**OF**

**CAMELBAK PRODUCTS, INC.**

**(a foreign corporation)**

**AND**

**CAMELBAK PRODUCTS, LLC**

**(a Delaware limited liability company)**

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

1. The name of the surviving limited liability company is CamelBak Products, LLC, a Delaware limited liability company.

2. The name of the corporation being merged into this surviving limited liability company is CamelBak Products, Inc. The jurisdiction in which this corporation was formed is California.

3. The Agreement of Merger has been approved and executed by both the foreign corporation and the Delaware limited liability company.

4. The name of the surviving limited liability company is CamelBak Products, LLC.

5. The executed Agreement of Merger is on file at 1310 Redwood Way, Petaluma, CA 94954, the principal place of business of the surviving limited liability company.

6. 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.

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State of Delaware
Secretary of State
Division of Corporations
Delivered 05:32 PM 11/25/2003
FILED 05:30 PM 11/25/2003
SRV 030760748 - 3704136 FILE

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, this 25th day of November, 2003.

CAMELBAK PRODUCTS, LLC

By: _____
Name: Richard L. Perkal
Title: Vice President



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