



U.S. F

04-23-2004

Docket No. 18678.0000

TRADEMARK



SHEET

TO: The Commissioner of Patents and Trademarks 102728173 Original document(s) or copy(ies).

Submission Type

4/20/04

- Submission options: New, Resubmission, Correction of PTO Error, Corrective Document

Conveyance Type

- Conveyance options: Assignment, License, Security Agreement, Nunc Pro Tunc Assignment, Merger, Change of Name, Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date: 01 2004

Name Brass Eagle Inc.

Formerly

- Entity type options: Individual, General Partnership, Limited Partnership, Corporation, Association, Other

Receiving Party

Mark if additional names of receiving parties attached

Name Brass Eagle, LLC

DBA/AKA/TA

Composed of

Address (line 1) 1201 SE 30th Street

Address (line 2)

Address (line 3) Bentonville

Arkansas State/Country

72712 Zip Code

- Entity type options: Individual, General Partnership, Limited Partnership, Corporation, Association, Other (Limited liability company)

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.

FOR OFFICE USE ONLY

04/22/2004 DBYRNE 00000038 191565 76180251
01 FC:0521 40.00 DA
02 FC:0522 500.00 BA

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

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name \_\_\_\_\_

Address (line 1) \_\_\_\_\_

Address (line 2) \_\_\_\_\_

Address (line 3) \_\_\_\_\_

Address (line 4) \_\_\_\_\_

**Correspondent Name and Address**

Area Code and Telephone Number 202.663.8000

Name Kathy J. McKnight

Address (line 1) ShawPittman LLP

Address (line 2) 2300 N. Street, NW

Address (line 3) Washington, D.C. 20037-1128

Address (line 4) \_\_\_\_\_

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. # 3

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<u>76/180251</u>	<u>76/449233</u>	<u>76/456828</u>
<u>76/547591</u>	<u>76/547590</u>	<u>76/557438</u>
_____	_____	_____

<u>2547710</u>	<u>2254743</u>	<u>1949453</u>
<u>2240240</u>	<u>2559248</u>	<u>2443133</u>
<u>2258732</u>	<u>2348664</u>	<u>2468466</u>

**Number of Properties** Enter the total number of properties involved. # 21

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$ 540

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 19-1565

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Kathy J. McKnight  
Name of Person Signing

Kathy J. McKnight  
Signature

4/20/04  
Date Signed

TRADEMARK REGISTRATION NUMBERS FOR BRASS EAGLE, LLC

2532980  
2516817  
2603615  
2548379  
2551087  
2795665

**ACTION BY WRITTEN CONSENT  
OF  
THE SOLE STOCKHOLDER  
OF  
BRASS EAGLE INC.  
(a Delaware corporation)**

The undersigned, being the sole stockholder (the "Stockholder") of Brass Eagle Inc., a Delaware corporation (the "Company"), takes the following action by written consent, pursuant to Sections 228(a) of the Delaware General Corporation Law:

**APPROVAL OF MERGER**

WHEREAS, pursuant to the Agreement and Plan of Merger and Reorganization, dated as of October 22, 2003, as amended pursuant to an agreement dated as of December 8, 2003, by and among Company, K2 Inc., and Cabe Acquisition Sub, Inc., a Delaware corporation and a direct wholly-owned subsidiary of K2, Cabe Acquisition Sub, Inc., merged with and into Company (the "Company Merger") and, as a result of the Company Merger, Company became a wholly-owned subsidiary of K2, Inc.;

WHEREAS, as part of an integrated plan relating to the Company Merger, it has been proposed that the Company merge with and into Brass Eagle, LLC, a Delaware limited liability company ("BE LLC"), with the Company being the disappearing entity (the "Merger"), pursuant to Section 18-209 of the Delaware Limited Liability Company Act, as amended;

WHEREAS, there has been presented to the Stockholder an Agreement and Plan of Merger (the "Plan"), a copy of which is attached hereto as Exhibit A; and

WHEREAS, it has been determined by the Stockholder that the Merger is in the best interests of the Company and its Stockholder.

NOW, THEREFORE, BE IT RESOLVED, that the Plan be, and it hereby is, approved and adopted substantially in the form submitted to the Stockholder;

RESOLVED FURTHER, that the Merger of the Company with BE LLC, pursuant to the terms of the Plan, with the Company being the disappearing entity in the Merger, be, and it hereby is, approved and adopted;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed to execute the Plan and all other documents, in each case in such form as any such officer may approve, which approval shall be conclusively established by the execution, delivery or filing of such agreement or document by such officer, and to take such action as they may deem necessary or advisable, in order to carry out the purposes of these resolutions;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed to execute, deliver and file, on behalf of the Company and in its name, (i) a certificate of merger with the Delaware Secretary of State and (ii) any other agreement or document require to be executed, delivered or filed with any governmental body or agency in connection with the Merger, in each case in such form as any such officer may approve, which approval shall be conclusively established by the execution and delivery of such agreement or document by such officer; and

RESOLVED FURTHER, that any action taken by any of the officers of the Company in connection with the Plan, the Merger or the other matters authorized hereby be, and it hereby is, ratified and approved.

### **GENERAL AUTHORIZATION**

RESOLVED, that any specific resolutions that may be required to have been adopted by the Stockholder in connection with the actions contemplated by the foregoing resolutions be, and they hereby are, adopted, and the officers of the Company be, and each of them hereby is, authorized to certify as to the adoption of any and all such resolutions and attach such resolutions hereto;

RESOLVED, FURTHER, that all actions heretofore taken by any officer of the Company or member of the Board of Directors in connection with or otherwise in contemplation of the transactions contemplated by any of the foregoing resolutions be, and they hereby are, ratified, confirmed and approved; and

RESOLVED, FURTHER, that the officers of the Company be, and each of them hereby is, authorized, directed and empowered on behalf of the Company and in its name to take or cause to be taken all actions and to execute and deliver all such instruments which the officers of the Company, or any one or more of them, approve as necessary or desirable in connection with the foregoing resolutions, such approval to be conclusively evidenced by the taking of any such action or the execution and delivery of any such instrument by an officer of the Company.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Action by Written Consent  
as of the \_\_\_ day of January, 2004.

**STOCKHOLDER:**

**K2 INC.**

By: 

Name: Monte H. Baier

Title: Vice President and General Counsel