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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RE



102778204

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

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

1. Name of conveying party(ies):
Tubbs Snowshoe Company

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 18, 1998

2. Name and address of receiving party(ies)
Name: Tubbs Snowshoe Company, LLC
Internal Address: P.O. Box 1319
Street Address: 52 River Road
City: Stowe State: VT Zip: 05672

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

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

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,299,381
2,301,467
2,301,469
2,310,430
2,305,322

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: William A. Mason, Esq.
Internal Address: Gravel and Shea
P.O. Box 369
Street Address: 76 St. Paul Street
Barre, Vermont 05647 Zip: 05402

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)

10/22/2003 01:52:00 PM 102778204 2299381 VT Zip: 05402

01 FOIA521 40.00 OP
02 FOIA521 100.00 UP

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.
William A. Mason
Name of Person Signing

DO NOT USE THIS SPACE

[Signature]
Signature

10/15/03
Date

Total number of pages including cover sheet, attachments, and document: 4

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

CONTRIBUTION, ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS AGREEMENT made this 13th day of December, 1998, by and between TUBBS SNOWSHOW COMPANY, a Vermont corporation ("Tubbs") and TUBBS SNOWSHOE COMPANY, LLC, a Delaware limited liability company ("Company").

WITNESSETH:

WHEREAS, Tubbs and Horizon Tubbs Investment, LLC, a Delaware limited liability Tubbs ("Investor"), have entered into a Limited Liability Company Agreement (the "Limited Liability Company Agreement") in connection with the formation and capitalization of Company; and

WHEREAS, pursuant to the Limited Liability Company Agreement, Tubbs has agreed to contribute to Company substantially all of its assets, subject to substantially all of its liabilities; and

WHEREAS, the parties desire to provide for such capital contribution to Company and to set forth the agreement of the parties with respect to certain other matters

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged,

1. CONTRIBUTION OF BUSINESS AND ASSETS

1.1. Assets Being Transferred Presently: Tubbs, as a capital contribution to Company, hereby transfers, conveys, assigns and delivers to Company, and Company hereby accepts, all of the business, rights, claims and assets (of every kind, nature, character and description, whether real, personal or mixed, whether tangible or intangible, whether accrued, contingent or otherwise, and wherever situated) of Tubbs, together with all rights and privileges associated with such assets and with the business of Tubbs, other than the Excluded Assets (as hereinafter defined) (collectively the "Contributed Assets"). The Contributed Assets include, but are not limited to, the following:

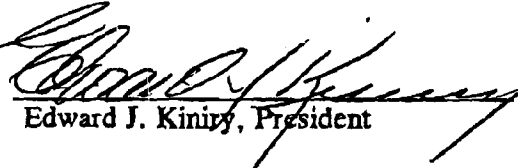
1.1. (a) Owned Real Property. All of the real property, including fixtures, buildings, improvements, and all appurtenant rights owned by Tubbs, including the real property located at 52 River Road, Stowe, Vermont.

1.1. (b) Leased Real Property. All leases of real property leased by Tubbs (the "Real Property Leases").

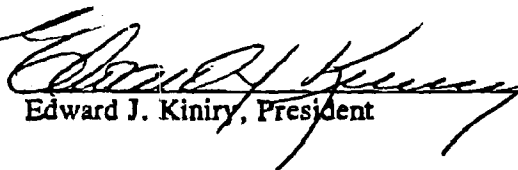
1.1. (c) Personal Property. All machinery, equipment, vehicles, tools, supplies, spare parts, furniture and all other personal property (other than personal property leased pursuant to Personal Property Leases as hereinafter defined) owned, utilized or held for use by Tubbs on the date hereof.

IN WITNESS WHEREOF, the parties have executed this Contribution, Assignment and Assumption Agreement as of the date and year first above written.

TUBBS SNOWSHOE COMPANY
a Vermont corporation

By: 
Edward J. Kiniry, President

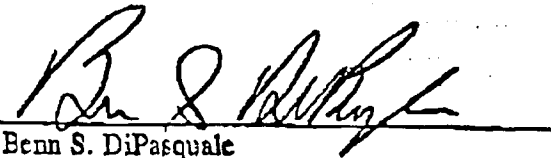
TUBBS SNOWSHOE COMPANY, LLC
a Delaware limited liability Tubbs

By: 
Edward J. Kiniry, President

CERTIFICATE OF FORMATION
OF
TUBBS SNOWSHOE COMPANY, LLC

3. The name of the limited liability company is Tubbs Snowshoe Company, LLC.
4. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. the name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Tubbs Snowshoe Company, LLC this 24th day of November, 1998.



Benn S. DiPasquale

AUTHORIZED PERSON

This instrument was drafted by and should be returned to Benn S. DiPasquale, Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.