

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/05/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Brass Eagle Inc.		01/05/2006	CORPORATION:

RECEIVING PARTY DATA

Name:	Brass Eagle, LLC
Street Address:	1201 SE 30th Street
City:	Bentonville
State/Country:	ARKANSAS
Postal Code:	72712
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	76557438	CARNIVORE

CORRESPONDENCE DATA

Fax Number: (206)463-8800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 206-463-3631
 Email: lori_ocker@k2sports.com
 Correspondent Name: Julie C. VanDerZanden
 Address Line 1: 19215 Vashon Hwy. S.W.
 Address Line 4: Vashon, WASHINGTON 98070

ATTORNEY DOCKET NUMBER:	BREA-2-8760
NAME OF SUBMITTER:	Julie C. VanDerZanden
Signature:	/Julie C. VanDerZanden/

CH \$40.00 76557438

Date:

01/23/2006

Total Attachments: 3

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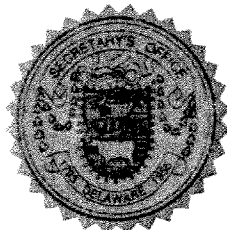
Delaware

PAGE 1

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:

"BRASS EAGLE INC.", A DELAWARE CORPORATION,
WITH AND INTO "BRASS EAGLE, LLC" UNDER THE NAME OF "BRASS EAGLE, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF JANUARY, A.D. 2004, AT 4:19 O'CLOCK P.M.



3748597 8100M

050482536

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3938045

DATE: 06-09-05
TRADEMARK

REEL: 003231 FRAME: 0850

CERTIFICATE OF MERGER
of
BRASS EAGLE INC.
(a Delaware corporation)
with and into
BRASS EAGLE, LLC
(a Delaware limited liability company)

**PURSUANT TO SECTION 18-209 OF
THE DELAWARE LIMITED LIABILITY COMPANY ACT**

The undersigned limited liability company hereby certifies that:

FIRST: The names and jurisdictions of formation or organization of each entity (the "Constituent Companies") are:

<u>Name</u>	<u>Jurisdiction</u>
Brass Eagle Inc.	Delaware
Brass Eagle, LLC	Delaware

SECOND: An Agreement and Plan of Merger (the "Agreement of Merger"), dated as of January 5, 2004, by and between Brass Eagle Inc., a Delaware corporation, and Brass Eagle, LLC, a Delaware limited liability company, providing for the merger of Brass Eagle Inc. with and into Brass Eagle, LLC, has been approved and executed by each of the Constituent Companies in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: The name of the surviving entity is Brass Eagle, LLC, a Delaware limited liability company.

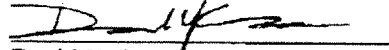
FOURTH: The executed Agreement of Merger is on file at the office of the surviving entity. The address of said office is 2051 Palomar Airport Road, Carlsbad, California 92009.

FIFTH: A copy of the Agreement of Merger will be provided by the surviving entity upon request and without cost to any member or stockholder of the Constituent Companies, as applicable, or any person holding an interest in either of the Constituent Companies.

Dated: January 5, 2004

BRASS EAGLE, LLC,
a Delaware limited liability company

By:



David Y. Satoda
Vice President, Tax