

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2006		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WGP, LLC		12/22/2006	LIMITED LIABILITY COMPANY: DELAWARE
JT USA LLC		12/22/2006	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	JT SPORTS LLC		
Street Address:	1201 SE 30th Street		
City:	Bentonville		
State/Country:	ARKANSAS		
Postal Code:	72712		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 39			
Property Type	Number	Word Mark	
Serial Number:	78726041	JT RACING	
Serial Number:	78726057	JT RACING	
Serial Number:	78726050	JT	
Serial Number:	78726253	JT	
Serial Number:	78726054	JT RACING	
Serial Number:	78726042	JT	
Serial Number:	78726038	JT	
Serial Number:	78726043	JT RACING	
Registration Number:	3033432	JT	
Registration Number:	3167789	ELITE HEADSHIELD	
Registration Number:	1364179	JT	

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TRADEMARK
REEL: 003476 FRAME: 0043

Registration Number:	1093050	JT
Registration Number:	2610624	SCRAMBALL
Registration Number:	1108732	JT
Registration Number:	2568585	
Registration Number:	2722782	
Registration Number:	2660527	SCRAMBALL
Registration Number:	2760997	JT
Registration Number:	2642019	YOU'LL SEE
Registration Number:	2338080	JT
Registration Number:	2652367	IZE
Serial Number:	76549159	TACTICAL
Registration Number:	2596624	WGP
Registration Number:	2907918	TACTICAL
Registration Number:	2837672	RAIDER
Registration Number:	2772167	STO
Registration Number:	2726215	WORRGAME
Registration Number:	2689494	
Registration Number:	2666427	BLACK MAGIC
Registration Number:	2965825	WORRBLADE
Registration Number:	2584281	BUD ORR
Serial Number:	76475581	XS SPORTS
Registration Number:	3174428	DEMON
Registration Number:	3125205	SELECT FIRE
Registration Number:	2964597	WORRGAS
Registration Number:	2965748	ERGO
Registration Number:	2649871	COCKER
Registration Number:	3056788	VF TACTICAL
Registration Number:	2616243	AUTOCOCKER

CORRESPONDENCE DATA

Fax Number: (206)805-4801

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 206-805-4800

Email: lori_ocker@k2sports.com

Correspondent Name: Julie C. VanDerZanden

Address Line 1: 4201 6th Avenue South

Address Line 4: Seattle, WASHINGTON 98108

ATTORNEY DOCKET NUMBER:

BREA-5-20197

NAME OF SUBMITTER:

Assistant Secretary

Signature:

/Mark A. Rosebrock/

Date:

02/06/2007

Total Attachments: 4

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P E E 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE
COPY OF THE CERTIFICATE OF INCORPORATION

OF THE PROTECTIVE LIFE ASSURANCE COMPANY
OF THE UNITED STATES

OF THE UNITED STATES OF AMERICA,

IN THE COUNTY OF DELAWARE, IT BEING

WITH AND IN ACCORDANCE WITH THE
LAW OF THE STATE OF DELAWARE, AND IN
THE LAWS OF THE STATE OF DELAWARE, AS RECORDED AND FILED IN THE
OFFICE OF THE CLERK OF THE SUPREME COURT, AT 12.50
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY
OF DECEMBER A.D. 1900 AT WILMINGTON.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of the State of Delaware
A U T H E N T I C A T I O N 532

D A T E - 01 04 07

**CERTIFICATE OF MERGER
of
JT USA LLC
JT PROTECTIVE GEAR LLC
and
WGP, LLC**

(each a Delaware limited liability company)

**with and into
JT SPORTS 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>
JT USA LLC	Delaware
JT Protective Gear LLC	Delaware
WGP, LLC	Delaware
JT Sports LLC	Delaware

SECOND: An Agreement and Plan of Merger (the "*Agreement of Merger*"), dated as of December 22, 2006, by and among JT USA LLC, a Delaware limited liability, JT Protective Gear LLC, a Delaware limited liability, WGP, LLC, a Delaware limited liability, and JT Sports LLC, a Delaware limited liability, providing for the merger of each of JT USA LLC, JT Protective Gear LLC and WGP, LLC with and into JT Sports 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 JT Sports LLC, a Delaware limited liability company.

FOURTH: This Merger shall become effective on December 31, 2006 at 4:00 p.m. Eastern Standard Time.

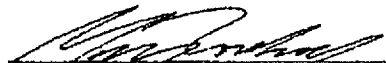
FIFTH: The executed Agreement of Merger is on file at the office of the surviving entity. The address of said office is 5818 El Camino Real, Carlsbad, California 92008.

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

Dated: December 22, 2006

JT SPORTS LLC
a Delaware limited liability company

By:



Mark A. Rosebrock
Assistant Secretary