

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/16/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Worth, Inc.		09/16/2003	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	WOCA Acquisition LLC
Street Address:	2051 Palomar Airport Road
City:	Carlsbad
State/Country:	CALIFORNIA
Postal Code:	92009
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2517270	EST

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: trademarks@k2sports.com
 Correspondent Name: Julie C. VanDerZanden
 Address Line 1: 4201 6th Ave. South
 Address Line 4: Seattle, WASHINGTON 98108-1702

ATTORNEY DOCKET NUMBER:	RAWL-2-21338
NAME OF SUBMITTER:	Julie C. VanDerZanden
Signature:	/Julie C. VanDerZanden/

Date:

01/25/2008

Total Attachments: 4

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Delaware

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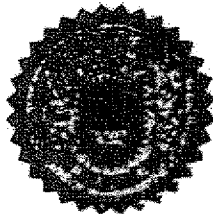
The First State

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:

"WORTH, INC.", A TENNESSEE CORPORATION,

WITH AND INTO "WOCA ACQUISITION LLC" UNDER THE NAME OF "WOCA ACQUISITION LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF SEPTEMBER, A.D. 2003, AT 3:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SIXTEENTH DAY OF SEPTEMBER, A.D. 2003, AT 4 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3702590 8100M

AUTHENTICATION: 2636946

030596685

DATE: 09-16-03

TRADEMARK
REEL: 003704 FRAME: 0043

CERTIFICATE OF MERGER

of

WORTH, INC.
(a Tennessee corporation)

with and into

WOCA ACQUISITION LLC
(a Delaware limited liability company)

Under Section 18-209 of the Delaware
Limited Liability Company Act

The undersigned limited liability company, Woca Acquisition LLC, hereby certifies that:

FIRST: The names and jurisdictions of formation and organization of the constituent limited liability company and corporation are as follows (the "Constituent Companies"):

<u>Name</u>	<u>Jurisdiction</u>
Woca Acquisition LLC	Delaware
Worth, Inc.	Tennessee

SECOND: An Agreement and Plan of Merger and Reorganization dated as of September 16, 2003, by and among K2 Inc., a Delaware corporation ("Parent"), Woca Acquisition LLC, a Delaware limited liability company and wholly-owned subsidiary of Parent, Worth, Inc., a Tennessee corporation (the "Company"), the shareholders of the Company and Justin P. Wilson, as Company Agent, providing for the merger of the Company with and into Woca Acquisition LLC (the "Merger"), has been approved and executed by each of the Constituent Companies.

THIRD: The name of the surviving limited liability company is Woca Acquisition LLC, a Delaware limited liability company.

FOURTH: The Certificate of Formation of Woca Acquisition LLC shall be the Certificate of Formation of the surviving limited liability company.

FIFTH: The executed Agreement and Plan of Merger and Reorganization is on file at the principal place of business of the surviving limited liability company at K2 Inc., 2051 Palomar Airport Road, Carlsbad, CA, 92009.

SIXTH: A copy of the Agreement and Plan of Merger and Reorganization will be provided by the surviving limited liability company upon request and without cost, to any member or stockholder of the Constituent Companies.

SEVENTH: The Merger Agreement shall be effective on September 16, 2003 at 4:00 P.M. Eastern Daylight Time.

IN WITNESS WHEREOF, the undersigned has executed and subscribed to this Certificate of Merger on behalf of Woca Acquisition LLC as its authorized officer and hereby affirms, under penalties of perjury, that this Certificate of Merger is the act and deed of such limited liability company and that the facts stated herein are true.

DATED: September 16, 2003

WOCA ACQUISITION LLC,
a Delaware limited liability company

By: 

Name:

Monte H. Baier

Title:

Vice President and General Counsel