

Form PTO-1594 (Rev. 07/05)
OMB Collection 0951-0027 (exp. 6/30/2008)U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark OfficeRECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

ARTHUR ELLIS LIMITED

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

Citizenship (see guidelines) New ZealandAdditional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) March 2, 2006

- Assignment Merger
 Security Agreement Change of Name
 Other See attached Continuation of Item 3

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes
 NoName: ALP SPORTS LIMITED

Internal

Address: Chapman Tripp, Level 7Street Address: 119 Armagh StreetCity: Christchurch

State: _____

Country: New Zealand Zip: _____

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other Company Citizenship New Zealand

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,821,189Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: John C. BaumInternal Address: Townsend and Townsend and Crew LLPStreet Address: Two Embarcadero Center, 8th Flr.City: San FranciscoState: CA Zip: 94111-3834Phone Number: 415-576-0200Fax Number: 415-576-0300Email Address: john@townsend.com; mmm@townsend.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41)

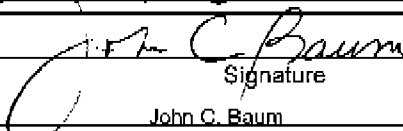
Previously paid

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____b. Deposit Account Number _____
Authorized User Name _____

9. Signature:


 Signature
 John C. Baum
 Name of Person Signing

1/24/2008
Date

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

10Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

01-11-2007



Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/20)

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

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To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

ARTHUR ELLIS LIMITED

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

Citizenship (see guidelines) New Zealand

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) March 2, 2006

- Assignment
- Security Agreement
- Other Partial Assignment for Reg. 2,821,189
- Merger
- Change of Name

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,821,189 3,039,864

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Donald L. Dennison

Internal Address: Suite 105

Dennison, Schultz & Macdonald

Street Address: 1727 King Street

City: Alexandria

State: VA Zip: 22314

Phone Number: (703)837-9600 Ext. 15

Fax Number: (703)837-0980

Email Address: ddennison@dennisonlaw.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment information:

a. Credit Card Last 4 Numbers 1013
Expiration Date 08/07

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

Donald L. Dennison
Signature

Sept. 28, 2006
Date

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

01/11/2007 BYRNE 00000101 2821189

01 FC:8521
02 FC:8522

40.00 Donald L. Dennison
25.00 Fee of Person Signing

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1-8-07

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Continuation of Item 3

3. Nature of conveyance:

Corrective Recordation to reflect partial assignment of Reg. No. 2,821,189, which is the subject of a Request to Divide.

61244069 v1

**TRADE MARK
DEED OF ASSIGNMENT**

USA : OUTDOORS

DEED made _____ in respect of an assignment effective as of the Settlement Date as specified in the Agreement (defined below)

BETWEEN **ARTHUR ELLIS LIMITED**, of 648 Halswell Junction Road, Christchurch, New Zealand, formerly known as Sunshine Leisure Products NZ Limited, and Sunshine Ellis Limited, ("the Assignor") as evidenced by the attached Certificate of Incorporation

AND **ALP SPORTS LIMITED**, c/- Chapman Tripp, Level 7, 119 Armagh Street, Christchurch, New Zealand ("the Assignee")

RECITALS

- A. The Assignor and the Assignee have entered into a Sale and Purchase Agreement dated 2 March 2006 ("the Agreement").
- B. The Assignor is the proprietor of the Trade Marks specified in Schedule One and in relation to the Goods which are specified in that Schedule and the proprietor of the Trade Mark Application specified in Schedule Two in relation to all goods for which such Trade Mark Application has been filed ("the Trade Marks").
- C. Pursuant to the Agreement the Assignor has among other things, agreed to assign the Trade Marks specified in Schedule One for only some of the goods for which such Trade Marks are registered as specified in Schedule One and to fully assign the Trade Mark specified in Schedule Two, in relation to all goods for which such Trade Mark is registered and the goodwill appurtenant thereto, as of the Settlement Date, to the Assignee.

COVENANTS

1. For good and valuable consideration (payment and sufficiency of which the Assignor acknowledges) the Assignor assigns to the Assignee all the Assignor's right, title and interest in and to:
- (a) the Trade Marks specified in Schedule One and the goodwill appurtenant thereto as a partial assignment in respect only of the goods listed in Schedule One; and
- (b) the Trade Mark specified in Schedule Two in respect of all goods for which such Trade Mark is registered and the goodwill appurtenant thereto;

as of the Settlement Date and all statutory and common law rights attaching to the Trade Marks and the right to bring proceedings in respect of infringements occurring prior to the date of this Deed.

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- 2. The Assignor will, at the request and cost of the Assignee, take all action and execute all documents as may be reasonably necessary to give full effect to this assignment, provided that the Assignor shall not, in accordance with this clause, be required to take any action or execute any document which it would not have been required to take or execute in terms of the Agreement.
- 3. The Assignee must pay the stamp duty, if any, on this Deed.
- 4. This Deed may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute the same instrument. The transmission by facsimile by a party to the other party of a signed counterpart copy of this Deed, or facsimile of this Deed, shall be deemed proof of signature of the original and the signed facsimile so transmitted shall be deemed an original.

Executed as a Deed and delivered on behalf of the parties on the date first set out above.

EXECUTED for

ARTHUR ELLIS LIMITED

by
as authorised officer(s)

)
)

in the presence of:

Witness Name

Witness Address

Witness Occupation

EXECUTED for

ALP SPORTS LIMITED

by
as authorised officer(s)

)
)

in the presence of:

Witness Name

Witness Address

FIGNA KAYE BENNETT
SOLICITOR
CHRISTCHURCH

Witness Occupation

SCHEDULE ONE

<u>NUMBER</u>	<u>MARK</u>	<u>CLASS</u>	<u>GOODS</u>
2821189	FAIRYDOWN	18	Packs, namely backpacks, day-packs, cargo travelling bags, travel bags, rucksacks and trunks
		20	Synthetic and down filled sleeping bags, sleeping bag liners
		22	High, mid and low altitude tents, namely, climbing, camping and mountaineering tents
		25	Articles of clothing namely waterproof jackets, down and synthetic filled jackets, windproof jackets, anoraks, hats, gloves, thermal tops and bottoms, shorts and pants

SCHEDULE TWO

<u>NUMBER</u>	<u>MARK</u>	<u>CLASS</u>
78/193973 <i>Now REG. 3,039,864</i>	ZONE stylised ENGINEERED for EXTREMES by FAIRYDOWN ADVENTURE	18
		25

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CERTIFICATE OF INCORPORATION

ARTHUR ELLIS LIMITED
149809

This is to certify that SUNSHINE LEISURE PRODUCTS NZ LTD was incorporated under the Companies Act 1955 on the 24th day of June 1977 and changed its name to SUNSHINE ELLIS LIMITED on the 21st day of November 1991 and changed its name to ARTHUR ELLIS LIMITED on the 14th day of September 1994 and was reregistered to become a company under the Companies Act 1993 on the 30th day of June 1997.

Economic Development

Manatū Ōhanga

Companies Office

Neville Harris

Neville Harris
Registrar of Companies
21st day of April 2006



For further details relating to this company check www.companies.govt.nz

Certificate printed 21 Apr 2006 10:27:44

1 OF 1

RECORDED: 01/08/2007

RECORDED: 01/24/2008

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TRADEMARK
REEL: 003704 FRAME: 0773