

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2007		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
K2 Snowshoes, Inc.		12/14/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	K-2 Corporation		
Street Address:	4201 6th Avenue South		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98108		
Entity Type:	CORPORATION: INDIANA		
PROPERTY NUMBERS Total: 23			
Property Type	Number	Word Mark	
Registration Number:	2228937		
Registration Number:	2711124	POWDERIDGE	
Registration Number:	2927086	LITTLE BEAR	
Registration Number:	2741427	POWDERIDGE	
Registration Number:	2927141	LITTLE BEAR SNOWSHOES	
Registration Number:	1872631	TUBBS SNOWSHOES	
Registration Number:	2301469	RCS RIGID CONTROL SYSTEM	
Registration Number:	2301467	TD91 CONTROL WING SYSTEM	
Registration Number:	2305322	QUICK-STEP BINDING	
Registration Number:	2327748	TUBBS TRAILNET	
Registration Number:	2310430	ARCTEC	
Registration Number:	2325230	TUBBS	
Registration Number:	2355858	TUBBS	

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Registration Number:	3157442	STORM
Registration Number:	3126799	TALON
Registration Number:	3196142	QUICK DRAW
Registration Number:	3126801	TUBBSCOUT
Registration Number:	3327455	ROMP TO STOMP
Registration Number:	3075847	ELEKTRA
Registration Number:	3065339	
Registration Number:	3008919	
Registration Number:	2521493	ATLAS SNOW-SHOE COMPANY
Registration Number:	2390080	ATLAS SNOW-SHOE COMPANY

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 Avenue South

Address Line 4: Seattle, WASHINGTON 98108

ATTORNEY DOCKET NUMBER:	KTSS-5-21649
NAME OF SUBMITTER:	Julie C. VanDerZanden
Signature:	/Julie C. VanDerZanden/
Date:	03/20/2009

Total Attachments: 8

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State of Indiana
Office of the Secretary of State

CERTIFICATE OF MERGER

of

K-2 CORPORATION

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Merger of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

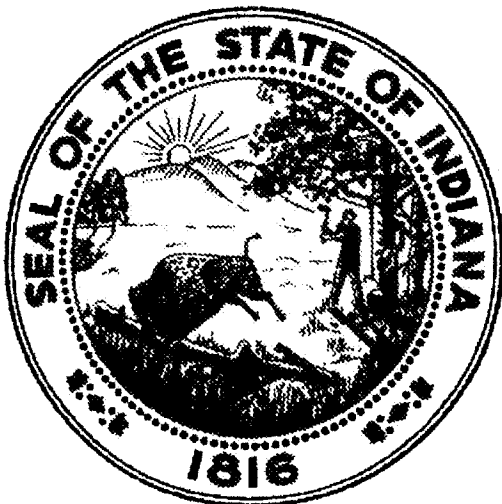
K2 SHOWSHOES, INC.

a(n) Delaware Non-Qualified Foreign Corporation

merged with and into the surviving entity:

K-2 CORPORATION

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, December 31, 2007.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 18, 2007.

A handwritten signature in cursive script, reading "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

197009-340 / 2007121995715

**ARTICLES OF MERGER**

State Form 2863S (R7 / 1-48)

Approved by State Board of Accounts, 1908

APPROVED
AND
FILED*Odd Roberts*TODD KIMBLE
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington Street, Rm. 801B
Indianapolis, IN 46204
Telephone: (317) 232-8370

Indiana Code 23-1-40-1 et. seq.

FILING FEE: \$90.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
Present original and one (1) copy to the address in upper right corner of this form.
Please TYPE or PRINT.
Please visit our office on the web at www.sos.in.gov.

**ARTICLES OF MERGER / SHARE EXCHANGE
OF**K2 Snowshoes, Inc.

(hereinafter "the non-surviving corporation(s)")

INTOK-2 Corporation

(hereinafter "the surviving corporation")

07 DEC 18 AM 11:40

ARTICLE I. SURVIVING CORPORATIONThe name of the corporation surviving the merger is K-2 Corporationand such name ☐ has ☒ has not (designate which) been changed as a result of the merger.a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law (incorporated on September 22, 1970)b. The surviving corporation is a foreign corporation incorporated under the laws of the State of _____ and ☐ qualified ☐ not qualified (designate which) to do business in Indiana.If the surviving corporation is qualified to do business in Indiana, state the date of qualification: _____
(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)**ARTICLE II. INCORPORATION OR QUALIFICATION**

The name, state of incorporation, and date of incorporation or qualification (if applicable) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation

K2 Snowshoes, Inc.

State of Domicile

Delaware

Date of incorporation or qualification in Indiana (if applicable)

Name of Corporation

State of Domicile

Date of incorporation or qualification in Indiana (if applicable)

Name of Corporation

State of Domicile

Date of incorporation or qualification in Indiana (if applicable)

ARTICLE III. PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

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ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must comply with Section 7 of 2)

☐ Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

☒ Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on December 14, 2007 and signed by all shareholders entitled to vote.
B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NON-SURVIVING CORPORATION (Must comply with Section 7 of 2)

☐ Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

☒ Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on December 14, 2007 and signed by all shareholders entitled to vote.
B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

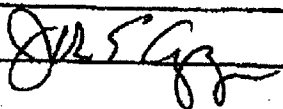
In Witness Whereof, the undersigned being the Vice President of the surviving

Officer or Chairman of Board

corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalty of perjury that the statements contained

herein are true, this 14th day of December, 2007

Sign here



Printed as to

John E. Capps

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EXHIBIT A
Merger Agreement

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of December 14, 2007, between K-2 Corporation, a business corporation organized under the laws of the State of Indiana ("K-2 Corporation"), and K2 Snowshoes, Inc., a business corporation organized under the laws of the State of Delaware ("K2 Snowshoes").

WITNESSETH:

WHEREAS, K-2 Corporation and K2 Snowshoes and their respective Board of Directors thereof deem it advisable and to the advantage, welfare and best interest of said corporations and their respective stockholders to merge K2 Snowshoes with and into K-2 Corporation pursuant to the provisions of the Indiana Business Corporation Law ("IBCL") and the Delaware General Corporation Law ("DGCL"), upon the terms and conditions hereinafter set forth; and

WHEREAS, the parties intend that, for U.S. federal income tax purposes, the merger of K2 Snowshoes with and into K-2 Corporation will qualify as tax-free reorganization that is described in Section 368 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants set forth herein, the parties hereto agree as follows:

ARTICLE 1: Merger. Upon the filing of (i) a Certificate of Merger with the Secretary of State of the State of Delaware and (ii) a Certificate of Merger with the Secretary of State of the State of Indiana, at the Effective Time (as defined below), K2 Snowshoes shall be merged with and into K-2 Corporation (the "Merger") and K-2 Corporation shall be the corporation surviving the Merger (hereinafter referred to as the "Surviving Corporation"). The "Effective Time" of the Merger shall be 11:59 pm on December 31, 2007.

ARTICLE 2: Directors, Officers and Governing Documents. The directors of the Surviving Corporation from and after the Effective Time shall be the directors of K-2 Corporation immediately prior to the Effective Time. The officers of the Surviving Corporation immediately after the Effective Time shall be the officers of K-2 Corporation immediately prior to the Effective Time. These officers shall hold office in accordance with the Articles of Incorporation, as amended and Bylaws of the Surviving Corporation. Each of the Articles of Incorporation, as amended and Bylaws of the Surviving Corporation as in force and effect at the Effective Time of the Merger will be the Articles of Incorporation, as amended and Bylaws, respectively, of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Indiana.

ARTICLE 3: Name. The name of the Surviving Corporation shall be: K-2 Corporation.

ARTICLE 4: Effect of Merger on K-2 Corporation and K2 Snowshoes. At the Effective Time, each share of common stock of K-2 Corporation outstanding immediately prior to the Effective Time shall remain unchanged. At the Effective time, by virtue of the Merger and

without any action on the part of the holder thereof, each shares of common stock of K2 Snowshoes outstanding immediately prior to the Effective Time shall be extinguished and cancelled, without the payment of consideration therefor.

ARTICLE 5: Effect of the Merger. The Merger shall have the effect set forth in the DGCL and IBCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of K2 Snowshoes shall be vested in the Surviving Corporation, and all debts, liabilities and duties of K2 Snowshoes shall become the debts, liabilities and duties of the Surviving Corporation.

ARTICLE 6: Approval. The Merger Agreement herein made and approved shall be submitted to the sole stockholder of K2 Snowshoes and the sole stockholder of K-2 Corporation for their approval or rejection in the manner prescribed by the provisions of the DGCL and the IBCL, respectively.


ARTICLE 7: Authorization. The sole stockholder, board of directors and the proper officers of K2 Snowshoes and the sole stockholder, board of directors and proper officers of the Surviving Corporation, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Merger Agreement or of the Merger herein provided for.

ARTICLE 8: Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of K2 Snowshoes such deeds and other instruments, and there shall be taken or caused to be taken by the Surviving Corporation all such further and other actions, as shall be appropriate or necessary in order to vest, perfect or confirm in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers and authority of K2 Snowshoes, and otherwise to carry out the purposes of this Merger Agreement. The officers of the Surviving Corporation are fully authorized, on behalf of the Surviving Corporation or K2 Snowshoes, to take any and all such actions and to execute and deliver any and all such deeds, documents and other instruments.

[The remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned have executed this Merger Agreement as of the date first above written.

K-2 CORPORATION

By: 
Name: John E. Capps
Title: Vice President

K2 SNOWSHOES, INC.

By: 
Name: John E. Capps
Title: Vice President

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One R. K. O.
Secretary of State

State of Indiana
Office of the Secretary of State
I hereby certify that this is a true
and complete copy of the (7)
page document filed in this office.

Dated 12/19/07

By: April Frank

This stamp replaces our previous
certification stamp.