

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Cascade Helmets Holdings, Inc.		12/27/2012
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bauer Performance Lacrosse Inc.		
Street Address:	4697 Crossroads Park Drive		
City:	Liverpool		
State/Country:	NEW YORK		
Postal Code:	13088		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Serial Number:	85103051	WONDERGIRL
CORRESPONDENCE DATA			
Fax Number:	5852631600		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	585-263-1065		
Email:	matm@nixonpeabody.com		
Correspondent Name:	Kristen M. Walsh, Esq.		
Address Line 1:	1300 Clinton Square		
Address Line 2:	Clinton Square		
Address Line 4:	Rochester, NEW YORK 14604-1792		
ATTORNEY DOCKET NUMBER:	044895-3		
NAME OF SUBMITTER:	Kristen M. Walsh		

CH \$40.00 85103051

Signature:	/Kristen M. Walsh/
Date:	02/27/2013
<b>Total Attachments: 9</b> source=Cert of Merger of Cascade into Sport Helmets#page1.tif source=Cert of Merger of Cascade into Sport Helmets#page2.tif source=Cert of Merger of Cascade into Sport Helmets#page3.tif source=Cert of Merger of Cascade into Sport Helmets#page4.tif source=Cert of Merger of Cascade into Sport Helmets#page5.tif source=Cert of Merger of Cascade into Sport Helmets#page6.tif source=Cert of Merger of Cascade into Sport Helmets#page7.tif source=Cert of Merger of Cascade into Sport Helmets#page8.tif source=Cert of Merger of Cascade into Sport Helmets#page9.tif	

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CASCADE HELMETS HOLDINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "SPORT HELMETS, INC." UNDER THE NAME OF "BAUER PERFORMANCE LACROSSE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2012, AT 1:25 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2012, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2094160 8100M

121395484



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0101705

DATE: 12-27-12

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004971 FRAME: 0595

CERTIFICATE OF OWNERSHIP AND MERGER

OF

CASCADE HELMETS HOLDINGS, INC.

(a Delaware corporation)

WITH AND INTO

SPORT HELMETS, INC.

(a Delaware corporation)

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

December 27, 2012

Cascade Helmets Holdings, Inc. (the "Parent"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The Parent owns all of the issued and outstanding capital stock of Sport Helmets, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware (the "Subsidiary").

2. At the effective time of the merger, the Parent will merge (the "Merger") into the Subsidiary, with the Subsidiary being the surviving corporation (the "Surviving Corporation").

3. The Merger was approved pursuant to resolutions of the Board of Directors of the Parent (the "Board"), attached hereto as Annex A, adopted by the Board on December 27, 2012.

4. The Merger has been approved by the written consent in lieu of a meeting of the sole stockholder of the Parent pursuant to Section 228 of the DGCL and such approval has not been modified or rescinded and is in full force and effect on the date hereof.

5. The certificate of incorporation (the "Certificate of Incorporation") of the Subsidiary, as in effect immediately prior to the effective time of the Merger shall be, from and after the effective time of the Merger, the certificate of incorporation of the Surviving Corporation except that such Certificate of Incorporation shall be amended to change the name of the Surviving Corporation such that the first paragraph of the Certificate of Incorporation of the Subsidiary as in effect immediately prior to the effective time of the merger shall be deleted in its entirety and replaced as follows:


“FIRST: The name of the corporation (hereinafter called the “corporation”) is Bauer Performance Lacrosse Inc.”

6. The Merger shall be effective as of 11:59 pm Eastern Standard Time on December 31, 2012.

[Signature Page Follows]

IN WITNESS WHEREOF, the Parent has caused this Certificate of Ownership and Merger to be signed as of the date first above written, by a duly authorized officer.

CASCADE HELMETS HOLDINGS, INC.

By:   
Name: Michael J. Wall  
Title: Secretary

[Signature Page to Certificate of Merger – Cascade/Sport Helmets]

TRADEMARK  
REEL: 004971 FRAME: 0598

[Resolutions attached.]

**CASCADE HELMETS HOLDINGS, INC.**

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**UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS  
IN LIEU OF A MEETING**

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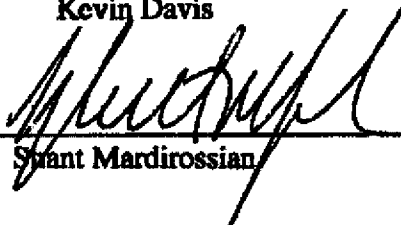
The undersigned, being all of the members of the board of directors (the "Board of Directors") of Cascade Helmets Holdings, Inc., a Delaware corporation (the "Corporation"), hereby adopt, in accordance with Section 141(f) of the General Corporation Law of the State of Delaware (as amended, the "DGCL"), the resolutions attached hereto as Annex A, with the same force and effect as if such resolutions were approved and adopted at a duly constituted meeting of the Board.

This consent may be executed in counterparts that when so executed shall constitute one consent, notwithstanding that all the members of the Board of Directors are not signatories to the original or the same counterpart.

Dated as of: December 27, 2012

  
\_\_\_\_\_  
Christopher Anderson

  
\_\_\_\_\_  
Kevin Davis

  
\_\_\_\_\_  
Spant Mardirossian



Resolutions of the Board of Directors of  
Cascade Helmets Holdings, Inc.

WHEREAS, as part of a corporate reorganization of certain subsidiaries of Bauer Hockey, Inc., a Vermont corporation, the Board of Directors has determined that it is advisable and in the best interests of the Corporation to enter into that certain Agreement and Plan of Merger (the "Merger Agreement"), by and among the Corporation, Bauer Maverik Holdings, Inc., a Delaware corporation ("Maverik Holdings"), Maverik Lacrosse LLC, a New York limited liability company, and Sport Helmets, Inc., a Delaware corporation ("Sport Helmets"), pursuant to which, among other things, (i) Maverik Holdings will merge with and into the Corporation (the "Maverik Holdings Merger"), with the Corporation continuing as the surviving corporation of the Maverik Holdings Merger and (ii) immediately following the Maverik Holdings Merger, the Corporation will merge with and into Sport Helmets, which will be effected as a short-form merger under Section 253 of the DGCL (the "SH Merger," and, together with the Maverik Holdings Merger, the "Mergers"), with Sport Helmets continuing as the surviving corporation of the SH Merger; and

WHEREAS, the Board of Directors has determined that it is advisable and in the best interests of Sport Helmets to change the name of Sport Helmets to "Bauer Performance Lacrosse Inc." by virtue of the SH Merger.

NOW, THEREFORE, BE IT:

1. Approval of Agreement and Plan of Merger.

RESOLVED, that it is advisable to, fair to and in the best interests of the Corporation to enter into the Merger Agreement; and be it further

RESOLVED, that the form, terms and provisions of, and transactions contemplated by the Merger Agreement, including all exhibits thereto, be and hereby is adopted and approved in all respects.

2. Approval of the Merger.

RESOLVED, that the Mergers, pursuant to the Merger Agreement, be and hereby are approved and adopted in all respects and declared advisable to, fair to and in the best interests of, the Corporation; and be it further

RESOLVED, that such approval shall constitute approval for all purposes of the DGCL.

3. Short-Form Merger with Sport Helmets.

RESOLVED, that, pursuant to Section 253 of the DGCL, the Corporation shall be merged with and into Sport Helmets, with Sport Helmets being the surviving corporation in the SH Merger (the "Surviving Corporation"); and be it further

RESOLVED, that, the SH Merger shall be effective upon the date set forth in the Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware (the "Effective Time") and shall have the effects set forth in Section 259 of the DGCL; and be it further

RESOLVED, that, at the Effective Time, by virtue of the SH Merger and without any action on the part of the holders of any shares of capital stock of Sport Helmets or the Corporation, all of the shares of common stock of the Corporation issued and outstanding immediately prior to the Effective Time shall be automatically converted into the right to receive 100 shares of stock of the Surviving Corporation and the Surviving Corporation shall issue such shares to Bauer Hockey, Inc., as the holder of all outstanding common stock of the Corporation, upon surrender of the certificates representing the common stock of the Corporation by Bauer Hockey, Inc.; and be it further

RESOLVED, that, pursuant to and at the Effective Time of the SH Merger, the name of the Surviving Corporation shall be changed to "Bauer Performance Lacrosse Inc." and the by-laws of Sport Helmets, as in effect immediately prior to the Effective Time, shall be deemed amended to reflect such name change; and be it further

RESOLVED, that, at the Effective Time, the certificate of incorporation of Sport Helmets, as in effect immediately prior to the Effective Time, shall be the certificate of incorporation of the Surviving Corporation, except that all references therein to Sport Helmets shall be deemed amended to refer to the name of the Surviving Corporation, until thereafter amended as provided therein and in accordance with the DGCL; and be it further

RESOLVED, that, at the Effective Time, the by-laws of Sport Helmets, as in effect immediately prior to the Effective Time, shall be the by-laws of the Surviving Corporation, except that all references therein to Sport Helmets shall be deemed amended to refer to the name of the Surviving Corporation, until thereafter amended in accordance with the DGCL, the certificate of incorporation of the Surviving Corporation and such by-laws; and be it further

RESOLVED, that, the directors of Sport Helmets immediately prior to the Effective Time shall be the directors of the Surviving Corporation as of the Effective Time until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, or their earlier death, resignation or removal, in accordance with the certificate of incorporation of the Surviving Corporation, the by-laws of the Surviving Corporation and the DGCL; and be it further

RESOLVED, that, the officers of Sport Helmets immediately prior to the Effective Time shall be the officers of the Surviving Corporation as of the Effective Time until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, or their earlier death, resignation or removal, in accordance with the certificate of incorporation of the Surviving Corporation, the by-laws of the Surviving Corporation and the DGCL.

4. General Authorization.

RESOLVED, that any officer of the Corporation be, and each of them individually hereby is, authorized and empowered to do and perform or cause to be done or performed, in the name and on behalf of the Corporation, all acts and things, and to execute and deliver or cause to be executed and delivered, under seal of the Corporation or otherwise, all such agreements, documents, instruments and notices as such officer deems necessary or advisable to carry out the intent and purposes of the foregoing resolutions, each such determination to be conclusively evidenced by the performance of such acts and the execution and delivery of such agreements, documents, instruments or notices;

RESOLVED, that all acts and things previously done and performed, or caused to be done and performed, in the name and on behalf of the Corporation, prior to the date of these resolutions in connection with or related to the matters set forth in or reasonably contemplated or implied by the foregoing resolutions be, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and

RESOLVED, that in connection with the actions contemplated by the preceding resolutions, the Secretary of the Corporation be, and hereby is, authorized in the name and on behalf of the Corporation, to certify any more formal or detailed resolutions as the officers may deem necessary, appropriate or desirable to effectuate the intent of the foregoing resolutions; and that thereupon such resolutions shall be deemed adopted as and for the resolutions of the Board of Directors as if set forth at length herein.