

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM370238

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>SEQUENCE:</b>	1		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Backcountry.com, Inc.		06/25/2015	CORPORATION: UTAH
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Backcountry.com, Inc.		
<b>Street Address:</b>	1678 West Redstone Center Drive		
<b>City:</b>	Park City		
<b>State/Country:</b>	UTAH		
<b>Postal Code:</b>	84098		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4572520		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8015327750		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	8015327840		
<b>Email:</b>	ghess@parrbrown.com		
<b>Correspondent Name:</b>	Gregory M. Hess		
<b>Address Line 1:</b>	101 S. 200 E., Suite 700		
<b>Address Line 4:</b>	Salt Lake City, UTAH 84111		
<b>ATTORNEY DOCKET NUMBER:</b>	90360-1		
<b>NAME OF SUBMITTER:</b>	Gregory M. Hess		
<b>SIGNATURE:</b>	/Gregory M. Hess/		
<b>DATE SIGNED:</b>	01/23/2016		
<b>Total Attachments: 6</b>			
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STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION  
PURSUANT TO SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW

1. The jurisdiction where the Non-Delaware Corporation first formed is Utah.
2. The jurisdiction immediately prior to filing this Certificate is Utah.
3. The date on which the Non-Delaware Corporation was first formed is July 3, 2000.
4. The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Backcountry.com, Inc.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Backcountry.com, Inc.
6. The conversion of the Non-Delaware Corporation into a Delaware corporation shall be effective on June 29, 2015 at 2:00 p.m. eastern time.

[The remainder of this page is left blank intentionally.]

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 25th day of June, 2015.

A handwritten signature in black ink, appearing to read 'Tim Lenneman', written over a horizontal line.

Name: Tim Lenneman  
Title: Vice President

**STATE of DELAWARE**

**CERTIFICATE of INCORPORATION**

**BACKCOUNTRY.COM, INC.**

**First:** The name of this Corporation is Backcountry.com, Inc.

**Second:** Its registered office in the State of Delaware is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The registered agent in charge thereof is The Corporation Trust Company.

**Third:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**Fourth:** The amount of the total stock of this corporation is authorized to issue is 10,000,000 shares of Common Stock, par value \$0.001 per share. Each share of Common Stock shall be entitled to one vote.

**Fifth:** The name and mailing address of the incorporator is Tim Lenneman, 12300 Liberty Boulevard, Englewood, CO 80112.

**Sixth:** To the fullest extent permitted from time to time under the law of the State of Delaware or any other applicable law as now in effect or as it may hereafter be amended, a director of this Company shall not be personally liable to the Company or its shareholders for monetary damages for any action taken or any failure to take any action as a director.

The Company shall indemnify each person who is or was a director or officer of the Company or an individual who, while serving the indicated relationship to the Company, is or was serving at the Company's request as a director, officer, partner, trustee, employee fiduciary, or agent of another Company or other person or of an employee benefit plan, to the fullest extent permitted from time to time under the law of the State of Delaware,

Neither any amendment nor repeal of this Section 6, nor the adoption of any provision in the Company's Articles of Incorporation inconsistent with this Section 6, shall eliminate or reduce the effect of this Section 6 in respect of any matter occurring, or any cause of action, suit or claim that, but for this Section 6, would accrue or arise, prior to such amendment, repeal, or adoption of an inconsistent provision.

**Seventh:** This Certificate of Incorporation will become effective on June 29, 2015 at 2:00 p.m. eastern time.

[The remainder of this page is left blank intentionally.]

THE UNDERSIGNED, the sole incorporator named above, hereby certifies that the facts stated above are true as of this 25<sup>th</sup> day of June, 2015.



Name: Tim Lenneman

**CERTIFICATE OF CORRECTION  
OF  
CERTIFICATE OF INCORPORATION  
OF  
BACKCOUNTRY.COM, INC.**

Backcountry.com, Inc., a Corporation organized under and by virtue of the General Corporation Law of State of Delaware, **DOES HEREBY CERTIFY THAT:**

1. The name of the corporation is Backcountry.com, Inc.
2. That the Certificate of Incorporation was filed by the Secretary of State of Delaware on June 25, 2015, and the effective date of the Certificate of Incorporation was June 29, 2015, and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate is that the authorized number of shares of Common Stock in paragraph 4 of the Certificate is inaccurate.
4. Article 4 of the Certificate is corrected to read as follows:

"The amount of total stock of this corporation is authorized to issue is 10,000 shares of Common Stock, \$0.001 par value per share. Each share of Common Stock shall be entitled to one vote."

*[Signature appears on the following page]*

IN WITNESS WHEREOF, said corporation has caused this Certificate of Correction to be signed by its duly authorized officer this 29<sup>th</sup> day of June, 2015.

By: /s/ Tim Lenneman  
Name: Tim Lenneman  
Title: Vice President

[SIGNATURE PAGE TO THE CERTIFICATE OF CORRECTION]