

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM554773

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	04/01/2013

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Skis Dynastar, Inc.		04/01/2013	Corporation: DELAWARE

**NEWLY MERGED ENTITY DATA**

Name	Execution Date	Entity Type
Rossignol Ski Company, Incorporated	04/01/2013	Corporation: DELAWARE

**MERGED ENTITY'S NEW NAME (RECEIVING PARTY)**

<b>Name:</b>	Group Rossignol USA, Inc.
<b>Street Address:</b>	2711 Centerville Road
<b>Internal Address:</b>	Suite 400
<b>City:</b>	Wilmington
<b>State/Country:</b>	DELAWARE
<b>Postal Code:</b>	19808
<b>Entity Type:</b>	Corporation: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
<b>Registration Number:</b>	5855757	DYNASTAR
<b>Registration Number:</b>	2567419	AUTODRIVE
<b>Registration Number:</b>	1373801	DYNASTAR

**CORRESPONDENCE DATA**

Fax Number: 8602860115

*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.*

Phone: 860-286-2929

Email: TM-CT@cantorcolburn.com

Correspondent Name: Michelle P. Ciotola

Address Line 1: 20 Church Street

Address Line 2: Floor 20

Address Line 4: Hartford, CONNECTICUT 06103

OP \$90.00 5855757

<b>ATTORNEY DOCKET NUMBER:</b>	GER3270AUS
<b>NAME OF SUBMITTER:</b>	Michelle P. Ciotola
<b>SIGNATURE:</b>	/Michelle P. Ciotola/
<b>DATE SIGNED:</b>	12/24/2019

**Total Attachments: 10**

source=Merger Document#page1.tif  
source=Merger Document#page2.tif  
source=Merger Document#page3.tif  
source=Merger Document#page4.tif  
source=Merger Document#page5.tif  
source=Merger Document#page6.tif  
source=Merger Document#page7.tif  
source=Merger Document#page8.tif  
source=Merger Document#page9.tif  
source=Merger Document#page10.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:

"SKIS DYNASTAR, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "ROSSIGNOL SKI COMPANY, INCORPORATED" UNDER THE NAME OF "GROUP ROSSIGNOL USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF APRIL, A.D. 2013, AT 9:07 O'CLOCK P.M.

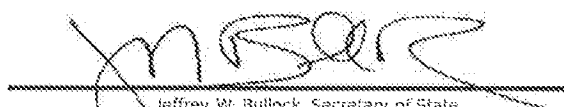
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0814255 8100M

130384467

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0332220

DATE: 04-03-13

TRADEMARK  
REEL: 006825 FRAME: 0586

CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
SKIS DYNASTAR, INC.  
WITH AND INTO  
ROSSIGNOL SKI COMPANY, INCORPORATED

March 31, 2013

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), Rossignol Ski Company, Incorporated (the "Parent"), does hereby certify as follows:

- FIRST: The Parent was incorporated on July 10, 1975, under and pursuant to the DGCL.
- SECOND: The Parent owns all of the outstanding shares of each class of capital stock of Skis Dynastar, Inc., a corporation incorporated on March 8, 1977 under and pursuant to the DGCL (the "Subsidiary").
- THIRD: The resolutions set forth in Exhibit A hereto were duly adopted by the board of directors of the Parent by action taken by unanimous written consent on March 11, 2013, to merge the Subsidiary with and into the Parent (the "Merger") and to effect a change of the Parent's name to Group Rossignol USA, Inc. in connection with the Merger.
- FOURTH: The Parent shall be the surviving corporation of the Merger.
- FIFTH: The name of the Parent shall be amended upon the effectiveness of the Merger to be "Group Rossignol USA, Inc."
- SIXTH: The effective time of the Merger (the "Effective Time") shall be 8:00 a.m. (Eastern time) on April 1, 2013.
- SEVENTH: The Amended and Restated Certificate of Incorporation of the Parent as in effect immediately prior to the Effective Time shall be the certificate of incorporation of the surviving corporation, except that Article I shall be amended to read in its entirety as follows:

"Article I

The name of the corporation is Group Rossignol USA, Inc."

*[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.

ROSSIGNOL SKI COMPANY, INCORPORATED

By: 

Name: James Hunter

Title: Chief Financial Officer

1222821v1

EXHIBIT A  
RESOLUTIONS

UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING  
OF THE BOARD OF DIRECTORS  
OF ROSSIGNOL SKI COMPANY, INCORPORATED

March 11, 2013

The undersigned being all of the members of the Board of Directors (the "Board") of Rossignol Ski Company, Incorporated (the "Company"), acting pursuant to Section 141(f) of the Delaware General Corporation Law (the "DGCL"), authorising actions to be taken by the Board by written consent in lieu of a meeting, hereby adopt, by unanimous written consent, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board and direct that this Written Consent by filed with the minutes of the proceedings of the Board.

1. AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

WHEREAS, the Board deems it advisable and in the best interests of the Company and its stockholder to amend and restate the Company's Certificate of Incorporation (the "Certificate") as currently in effect.

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Certificate of Incorporation, in the form attached hereto as Exhibit A (the "Restated Certificate"), is hereby approved, adopted and confirmed.

RESOLVED FURTHER, that the Company's Certificate as currently in effect be amended and restated to read as set forth in the Restated Certificate.

RESOLVED FURTHER, that the appropriate officers of the Company are hereby authorized to solicit and obtain the approval of the Company's stockholder of the Restated Certificate and, upon receipt of such approval, to execute the Restated Certificate and take all such action as such officers deem necessary or desirable to file the Restated Certificate with the Secretary of State of the State of Delaware and to cause the Restated Certificate to become effective.

2. MERGER

WHEREAS, the Company owns all of the issued and outstanding shares of capital stock of Slics Dynastar Inc., a Delaware corporation ("Merger Sub"); and

WHEREAS, it is deemed advisable and in the best interest of the Company that the Company merge Merger Sub with and into the Company;

NOW, THEREFORE, BE IT RESOLVED, that Merger Sub be merged with and into the Company pursuant to Section 253 of the DGCL (the "Merger") and that certain Certificate of Ownership and Merger in the form attached hereto as Exhibit B, so that the separate existence of

Merger Sub shall cease as soon as the Merger shall become effective, and the Company shall continue as the surviving corporation, governed by the laws of the State of Delaware; and

RESOLVED FURTHER, that the Merger shall have the effects as set forth in Section 259 of the DGCL; and

RESOLVED FURTHER, that pursuant to Section 253(b) of the DGCL, upon the effective date of the Merger the corporate name of the Company shall be changed to "Group Rossignol USA, Inc."; and

RESOLVED FURTHER, upon effectiveness of the Merger, Article I of the Certificate of Incorporation of the Company, as heretofore amended, shall be amended to read as follows:

"Article I.

The name of the corporation is Group Rossignol USA, Inc."

3. AMENDED AND RESTATED BYLAWS

WHEREAS, the Board deems it advisable and in the best interests of the Company and its stockholder to immediately following the effectiveness of the Merger to amend and restate the Company's Bylaws (the "Bylaws") as currently in effect.

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Bylaws, in the form attached hereto as Exhibit C (the "Restated Bylaws"), is hereby approved, adopted and confirmed.

RESOLVED FURTHER, that the Company's Bylaws as currently in effect be amended and restated to read as set forth in the Restated Bylaws.

4. GENERAL

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed, on behalf of the Company and in its name, to enter into, execute, deliver and cause the Company to perform its obligations under, any and all such other agreements, instruments or documents, and to take or cause to be taken any and all such other actions as such officer or officers may determine to be necessary, appropriate or advisable in order to carry out the intent and purposes of the foregoing resolutions.


*[Signature page follows]*



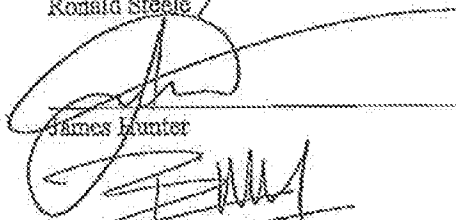
IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Directors to be effective as of the date first written above. Each of the members of the Board of Directors hereby acknowledge that they have read and understand this Unanimous Written Consent of the Board of Directors. This Unanimous Written Consent of the Board of Directors may be executed in two or more counterparts, all of which shall be considered one and the same agreement.



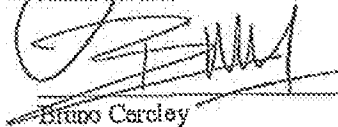
Daniel Boland



Ronald Steele



James Hunter



Bruno Cercley

Exhibit B

Form of Certificate of Ownership and Merger

CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
SKIS DYNASTAR, INC.  
WITH AND INTO  
ROSSIGNOL SKI COMPANY, INCORPORATED

March 31, 2013

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), Rossignol Ski Company, Incorporated (the "Parent"), does hereby certify as follows:

- FIRST: The Parent was incorporated on July 10, 1975, under and pursuant to the DGCL.
- SECOND: The Parent owns all of the outstanding shares of each class of capital stock of Skis Dynastar, Inc., a corporation incorporated on March 8, 1977 under and pursuant to the DGCL (the "Subsidiary").
- THIRD: The resolutions set forth in Exhibit A hereto were duly adopted by the board of directors of the Parent by action taken by unanimous written consent on March 11, 2013, to merge the Subsidiary with and into the Parent (the "Merger") and to effect a change of the Parent's name to Group Rossignol USA, Inc. in connection with the Merger.
- FOURTH: The Parent shall be the surviving corporation of the Merger.
- FIFTH: The name of the Parent shall be amended upon the effectiveness of the Merger to be "Group Rossignol USA, Inc."
- SIXTH: The effective time of the Merger (the "Effective Time") shall be 8:00 a.m. (Eastern time) on April 1, 2013.
- SEVENTH: The Amended and Restated Certificate of Incorporation of the Parent as in effect immediately prior to the Effective Time shall be the certificate of incorporation of the surviving corporation, except that Article I shall be amended to read in its entirety as follows:

"Article I

The name of the corporation is Group Rossignol USA, Inc."

[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.

ROSSIGNOL SKI COMPANY, INCORPORATED

By: \_\_\_\_\_  
Name: James Hunter  
Title: Chief Financial Officer

1222821v1