

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Worth, LLC		12/28/2005	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Rawlings Sporting Goods Company, Inc.
Street Address:	510 Maryville University Drive, Suite 110
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63141
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Serial Number:	73040775	BLUE DOT
Serial Number:	76574840	CHAMELEON
Serial Number:	71363584	CLINCHER
Serial Number:	76580776	C-LOK
Serial Number:	75567558	DREAM SEAM
Serial Number:	75784253	DURAHYDE
Serial Number:	73442737	DYNA CORE
Serial Number:	76540224	GOLD DOT
Serial Number:	76614683	GRAY DOT
Serial Number:	76581254	GX4
Serial Number:	76569814	HYPHER FLEX
Serial Number:	76590249	MAX 120

CH \$765.00 73040775

Serial Number:	75523167	PERFORMANCE THROUGH TECHNOLOGY
Serial Number:	73040774	RED DOT
Serial Number:	75701154	REDUCED INJURY FACTOR
Serial Number:	73535972	RIF
Serial Number:	76601138	STING TRAP
Serial Number:	75001522	SUPERCELL
Serial Number:	76615416	SUPER GOLD DOT
Serial Number:	76614785	SUPER GRAY DOT
Serial Number:	76614786	SUPER GREEN DOT
Serial Number:	76615184	SUPER RED DOT
Serial Number:	75567340	VARIABLE WALL TECHNOLOGY
Serial Number:	76361368	WICKED
Serial Number:	76569789	WICKED INSANITY
Serial Number:	76264869	WORTH
Serial Number:	73002132	WORTH
Serial Number:	76614795	SUPER BLUE DOT
Serial Number:	76641684	WHIPLASH
Serial Number:	74482523	THUMPER

CORRESPONDENCE DATA

Fax Number: (206)463-8800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 206-463-3631
Email: lori_ocker@k2sports.com
Correspondent Name: Julie C. VanDerZanden
Address Line 1: 19215 Vashon Hwy. S.W.
Address Line 4: Vashon, WASHINGTON 98070

ATTORNEY DOCKET NUMBER:	WORTH MERGER
NAME OF SUBMITTER:	Vice President and General Counsel
Signature:	/Monte H. Baier/
Date:	02/23/2006

Total Attachments: 3
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

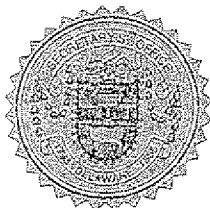
"WORTH, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "RAWLINGS SPORTING GOODS COMPANY, INC." UNDER THE NAME OF "RAWLINGS SPORTING GOODS COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2005, AT 2:46 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005, AT 4 O'CLOCK P.M.

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

2394808 8100M

051077465



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4424528

DATE: 01-05-06

TRADEMARK
REEL: 003252 FRAME: 0334

10 4969 2 2
State of Delaware
Secretary of State
Division of Corporations
Delivered 03:18 PM 12/30/2005
FILED 02:46 PM 12/30/2005
SRV 051077465 - 2394808 FILE

CERTIFICATE OF MERGER
of
WORTH, LLC
(a Delaware Limited Liability Company)
with and into
RAWLINGS SPORTING GOODS COMPANY, INC.
(a Delaware corporation)

PURSUANT TO SECTION 264 OF
THE DELAWARE CORPORATION LAW

The undersigned limited liability company hereby certifies that:

FIRST: The names and jurisdictions of formation or organization of each entity (the "Constituent Companies") are:

<u>Name</u>	<u>Jurisdiction</u>
Worth, LLC	Delaware
Rawlings Sporting Goods Company, Inc.	Delaware

SECOND: An Agreement and Plan of Merger (the "Agreement of Merger"), dated as of December 29, 2005, by and between Worth, LLC, a Delaware limited liability, and Rawlings Sporting Goods Company, Inc., a Delaware corporation, providing for the merger of Worth, LLC with and into Rawlings Sporting Goods Company, Inc., has been approved, adopted, certified, executed and acknowledged by each of the Constituent Companies in accordance with the requirements of Section 264 of the Delaware Corporation Law.

THIRD: The name of the surviving entity is Rawlings Sporting Goods Company, Inc., a Delaware corporation.


FOURTH: This Merger shall become effective on December 31, 2005 at 4:00 pm Eastern Standard time.

FIFTH: The executed Agreement of Merger is on file at the office of the surviving entity. The address of said office is 5818 El Camino Real, Carlsbad, California 92008.

SIXTH: A copy of the Agreement of Merger will be provided by the surviving entity upon request and without cost to any member or stockholder of the Constituent Companies, as applicable, or any person holding an interest in either of the Constituent Companies.

Dated: December 28, 2005

RAWLINGS SPORTING GOODS COMPANY, INC.,
a Delaware corporation

By: 

Monte H. Baier
Vice President and General Counsel