

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:	2100 N. Jackson Street
City:	Tullahoma
State/Country:	TENNESSEE
Postal Code:	37388
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1848826	WORTH W
Serial Number:	78750013	WORTH HYBRID

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:	RAWL-2-9044
NAME OF SUBMITTER:	Julie C. VanDerZanden

CH \$65.00 1848826

Signature:

/Julie C. Vanderzanden/

Date:

06/14/2006

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:

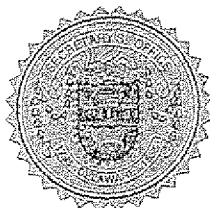
"WORTH, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "RAWLINGS SPORTING GOODS COMPANY, INC." UNDER THE NAME OF "RAWLINGS SPORTING GOODS COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF 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: 003327 FRAME: 0196

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 29, 2005

RAWLINGS SPORTING GOODS COMPANY, INC.,
a Delaware corporation

By: _____


Monte H. Baier
Vice President and General Counsel