

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hilton Corporate Casuals, LLC		12/22/2006	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: 2

Property Type	Number	Word Mark
Registration Number:	1897002	SPEED ZONE
Registration Number:	2583563	COMTEX

CORRESPONDENCE DATA

Fax Number: (206)805-4801
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 206-805-4800
 Email: lori_ocker@k2sports.com
 Correspondent Name: Julie C. VanDerZanden
 Address Line 1: 4201 6th Avenue South
 Address Line 4: Seattle, WASHINGTON 98108

ATTORNEY DOCKET NUMBER:	HILT-2-3479/3181
NAME OF SUBMITTER:	Assistant Secretary

CH \$65.00 1897002

Signature:	/Mark A. Rosebrock/
Date:	01/19/2007
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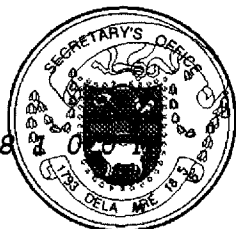
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TRADEMARK
REEL: 003464 FRAME: 0367

CERTIFICATE OF MERGER
of
HILTON CORPORATE CASUALS, LLC

(a Delaware limited liability company)

with and into
RAWLINGS SPORTING GOODS COMPANY, INC.

(a Delaware corporation)

PURSUANT TO
SECTION 264(c) OF THE DELAWARE GENERAL CORPORATION LAW
AND
SECTION 18-209 OF THE DELAWARE LIMITED LIABILITY COMPANY ACT

The undersigned corporation hereby certifies that:

FIRST: The name of the surviving corporation is Rawlings Sporting Goods Company, Inc., a Delaware corporation, and the name of the limited liability company being merged into this surviving corporation is Hilton Corporate Casuals, LLC.

SECOND: An Agreement and Plan of Merger (the "*Agreement of Merger*"), dated as of December 22, 2006, by and among K2 Inc., a Delaware corporation, Rawlings Sporting Goods Company, Inc., a Delaware corporation ("*Rawlings*"), and Hilton Corporate Casuals, LLC, a Delaware limited liability company ("*Hilton*"), providing for the merger of Hilton with and into Rawlings, has been approved, adopted, certified, executed and acknowledged by Rawlings and Hilton in accordance with the requirements of Section 264(c) of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act.

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

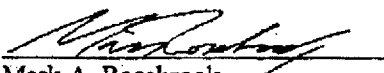
FOURTH: This Merger shall become effective on December 31, 2006 at 4:00 pm Eastern Standard Time.

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 furnished by the surviving corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

Dated: December 22, 2006

RAWLINGS SPORTING GOODS COMPANY, INC.,
a Delaware corporation

By: 
Mark A. Rosebrock
Assistant Secretary

Signature Page to Hilton - Rawlings Certificate of Merger (DE)