

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
CamelBak Products, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - California
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

Name: CamelBak Products, LLC

Address: 1310 Redwood Way
Petaluma, CA 94954

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - _____
 Other Delaware Limited Liability Company

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Effective Date: November 25, 2003

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

Additional numbers attached? Yes No

B. Trademark Registration No.(s): See attached Schedule A

5. Name and address of party to whom correspondence concerning document should be mailed:
 Hayley Smith, Senior Legal Assistant
 Kirkland & Ellis LLP
 153 East 53rd Street
 New York, NY 10022-4675
 Telephone (212) 446-4800
 Fax (212) 446-4900

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41)..... \$ 265
 Enclosed
 To be Charged to Deposit Account

8. Deposit Account No. 111098
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Hayley Smith Hayley Smith 12/23/03
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to
Commissioner of Patents and Trademarks, Box Assignments, Washington D.C. 20231

CH \$265.00 111098 73797876

SCHEDULE A

<u>Trademark Description</u>	<u>Registration Number</u>	<u>Registration No./ Date</u>
CAMELBAK	73/797,876 filed 5/5/1989	1,576,430 1/9/90
CAMELBAK	74/455,063 filed 11/8/1993	2,098,505 9/23/97
HYDRATE OR DIE	74/319,529 filed 9/23/1992	1,770,112 5/11/93
INTEGRATOR	74/702,132 filed 7/17/1995	1,975,075 5/21/96
MAXIMUM	75/253,455 filed 3/7/1997	2,147,571 3/31/98
HYDROBAK	75/118,170 filed 6/13/1996	2,119,077 12/9/97
M.U.L.E.	75/475,240 filed 4/27/1998	2,305,501 1/4/00
H.A.W.G.	75/475,198 filed 4/27/1998	2,280,986 9/28/99
THE UNBOTTLE SYSTEM	74/702,134 filed 7/17/1995	1,995,211 8/20/96
THERMOBAK	74/702,135 filed 7/17/1995	1,975,076 5/21/96

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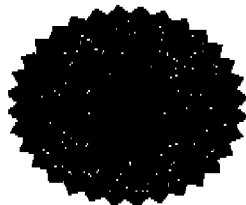
Delaware

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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:

"CAMELEAK PRODUCTS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "CAMELEAK PRODUCTS, LLC" UNDER THE NAME OF "CAMELEAK PRODUCTS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2003, AT 5:30 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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030760748

AUTHENTICATION: 2773253

DATE: 11-25-03

TRADEMARK
REEL: 002769 FRAME: 0372

CERTIFICATE OF MERGER
OF
CAMELBAK PRODUCTS, INC.
(a foreign corporation)
AND
CAMELBAK PRODUCTS, LLC
(a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act,

1. The name of the surviving limited liability company is CamelBak Products, LLC, a Delaware limited liability company.
2. The name of the corporation being merged into this surviving limited liability company is CamelBak Products, Inc. The jurisdiction in which this corporation was formed is California.
3. The Agreement of Merger has been approved and executed by both the foreign corporation and the Delaware limited liability company.
4. The name of the surviving limited liability company is CamelBak Products, LLC.
5. The executed Agreement of Merger is on file at 1310 Redwood Way, Petaluma, CA 94954, the principal place of business of the surviving limited liability company.
6. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

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State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 05:32 PM 11/25/2003
 FILED 05:30 PM 11/25/2003
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IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, this 25th day of November, 2003.

CAMELBAK PRODUCTS, LLC

By: *Richard L. Perini*
Name: Richard L. Perini
Title: Vice President