

**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
J. DEBEER & SON, INC.		12/29/2005	CORPORATION: TENNESSEE

**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: 44**

Property Type	Number	Word Mark
Registration Number:	2746052	APEX
Serial Number:	76375019	ARCTIC
Registration Number:	3154601	CHAOS
Registration Number:	2991341	DEBEER
Serial Number:	76633616	DIESEL
Registration Number:	0133114	DOUBLE HEADER
Serial Number:	76638072	ENERGY
Registration Number:	3163204	ENVY
Registration Number:	2733238	FLARE
Serial Number:	76638027	FUEL
Serial Number:	76604405	GAIT
Serial Number:	76604504	GAIT BY DEBEER
Serial Number:	76638028	ICE

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Registration Number:	3021402	IMPULSE
Registration Number:	3056026	INSANITY
Serial Number:	76626475	MAYHEM
Serial Number:	76570305	ORACLE
Registration Number:	2733239	PARAGON
Serial Number:	76638026	PERCEPTION
Registration Number:	2456150	PHANTOM
Registration Number:	0377847	PLAY MASTER
Registration Number:	3151412	POCKET SHOCK
Registration Number:	2972443	SENTINEL
Registration Number:	2180651	SHOCKWAVE
Serial Number:	75722930	STORM
Registration Number:	2891604	TEMPEST
Serial Number:	76638031	THRUST
Serial Number:	76633205	TORQUE
Registration Number:	3003346	TRAKKER
Registration Number:	2744395	TRITON
Serial Number:	76375022	TROPIC
Registration Number:	1504092	TUFFLITE
Serial Number:	76375015	VARIGRIP
Registration Number:	3121210	VISTA
Registration Number:	2738247	WIZARD
Serial Number:	77016745	PERCEPTION
Serial Number:	78867740	INTUITION
Serial Number:	78867737	SERENITY
Serial Number:	78867734	FANATIC
Serial Number:	78867150	BEDLAM
Serial Number:	78867145	ANARCHY
Serial Number:	78867141	IDENTITY
Serial Number:	78867133	VAULT
Registration Number:	1329778	DEBEER

CORRESPONDENCE DATA

Fax Number: (206)805-4800

*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. VanDerZande  
Address Line 1: 4201 6th Avenue South  
Address Line 4: Seattle, WASHINGTON 98108

ATTORNEY DOCKET NUMBER:	VARIOUS
NAME OF SUBMITTER:	Monte H. Baier
Signature:	/Monte H. Baier/
Date:	12/21/2006

**Total Attachments: 5**

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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 OWNERSHIP, WHICH MERGES:

"J. DEBEER & SON, INC.", A TENNESSEE CORPORATION,  
"WORTH ACCESSORIES, INC.", A TENNESSEE CORPORATION,  
"WORTH BAT COMPANY, INC.", A TENNESSEE CORPORATION,  
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 3:19 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005, AT 5 O'CLOCK P.M.

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



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051077482

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4428275

DATE: 01-06-06

**TRADEMARK**  
**REEL: 003448 FRAME: 0755**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:18 PM 12/30/2005  
FILED 03:19 PM 12/30/2005  
SRV 051077482 - 2394808 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF  
WORTH BAT COMPANY, INC.  
WORTH ACCESSORIES, INC.  
J. DEBEER & SON, INC.  
(each a Tennessee corporation)

with and into  
RAWLINGS SPORTING GOODS COMPANY, INC. (a Delaware corporation)

PURSUANT TO SECTION 253 OF THE DELAWARE GENERAL CORPORATION LAW

The undersigned corporation hereby certifies that:

FIRST The names of the constituent corporations are as follows:

Name	State of Incorporation
Worth Bat Company, Inc.	Tennessee
Worth Accessories, Inc.	Tennessee
J. deBeer & Son, Inc.	Tennessee
Rawlings Sporting Goods Company, Inc.	Delaware

SECOND: Rawlings Sporting Goods Company, Inc. (hereinafter referred to as the "Corporation") is a business corporation of the State of Delaware.

THIRD: The Corporation is the owner of all of the outstanding shares of common stock of each of Worth Bat Company, Inc., Worth Accessories, Inc. and J. deBeer & Son, Inc. (hereinafter referred to as the "Worth Entities"), which are business corporations of the State of Tennessee.

FOURTH: The laws of the jurisdiction of organization of the Worth Entities permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

FIFTH: The Corporation hereby merges the Worth Entities into the Corporation, with the Corporation being the surviving entity.

SIXTH: Attached as Exhibit A is a copy of the resolutions adopted on December 27, 2005 by the Board of Directors of the Corporation approving the merger of the Worth Entities with and into the Corporation.

SEVENTH: This Merger shall become effective on December 31, 2005 at 5:00 pm Eastern Standard Time.

[Signature Page to follow]

DE BC D: CERTIFICATE OF OWNERSHIP AND MERGER S

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger  
as of December 29, 2005

RAWLINGS SPORTING GOODS COMPANY, INC.,  
a Delaware corporation

By:  \_\_\_\_\_

Name: Monte H. Baier

Title: Vice President and General Counsel

DE BC D- CERTIFICATE OF OWNERSHIP AND MERGER S

Rawlings World Subsidiaries Merger Certificate (10915371)

**ACTION BY WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS  
OF  
RAWLINGS SPORTING GOODS COMPANY, INC.,  
a Delaware corporation**

The undersigned, being all of the duly elected and appointed directors of Rawlings Sporting Goods Company, Inc., a Delaware corporation (the "Corporation"), acting pursuant to the authority of Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"), hereby adopt the following resolutions, effective as of December 27, 2005:

**APPROVAL AND AUTHORIZATION OF MERGER**

WHEREAS, the Board of Directors is considering the merger of Worth Bat Company, Inc., a Tennessee corporation and wholly-owned subsidiary of the Corporation ("Worth Bat"), Worth Accessories, Inc., a Tennessee corporation and wholly-owned subsidiary of the Corporation ("Worth Accessories") and J. deBeer & Son, Inc., a Tennessee corporation and wholly-owned subsidiary of the Corporation ("deBeer"), with and into the Corporation, upon the consummation of which the separate existence of Worth Bat, Worth Accessories and deBeer shall cease and the Corporation shall continue its corporate existence in the State of Delaware as the surviving corporation (the "Merger");

WHEREAS, Section 253 of the DGCL and Section 48-21-105 of the Corporation Law of the State of Tennessee requires that the Board of Directors of the Corporation adopt a resolution approving an agreement of merger or consolidation; and

WHEREAS, the Board of Directors deems it to be in the best interests of the Corporation to enter into an Agreement and Plan of Merger by and among the Corporation and Worth Bat, Worth Accessories and deBeer, in substantially the form presented to the Board of Directors and attached as Exhibit A hereto (the "Merger Agreement"), which provides for, among other things, the Merger.

NOW, THEREFORE, BE IT RESOLVED, that the Merger and the Merger Agreement be, and they hereby are, authorized and approved;

RESOLVED FURTHER, that each of the officers of the Corporation, Worth Bat, Worth Accessories and deBeer be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, Worth Bat, Worth Accessories and deBeer, as applicable, to execute and deliver the Merger Agreement, together with such modifications, additions and deletions thereto as are deemed, in their sole discretion, appropriate, advisable or necessary by such officers, or any of them, which modifications, additions and deletions are hereby approved and authorized, except such modifications, additions and deletions as would modify the foregoing resolutions; and

RESOLVED FURTHER, that each of the officers of the Corporation, Worth Bat, Worth Accessories and deBeer be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, Worth Bat, Worth Accessories and deBeer, as applicable, to take from time to time any and all such action and to execute and deliver from time to time any and all further papers, instruments, requests, receipts, applications, reports, certificates and other documents as may be deemed necessary or advisable in the opinion of any such officer to effectuate and consummate the Merger and the transactions contemplated by the Merger Agreement and any documents referred to therein, including the filing of any such documents with the Secretary of States of the State of Delaware and Tennessee

#### GENERAL AUTHORIZATION AND RATIFICATION

RESOLVED FURTHER, that each of the officers of the Corporation, Worth Bat, Worth Accessories and deBeer be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, Worth Bat, Worth Accessories and deBeer, as applicable, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Corporation, Worth Bat, Worth Accessories and deBeer, as applicable, all such certificates, instruments, agreements or other documents, and to make all such payments as they, in their judgment, or in the judgment of any one or more of them, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing resolutions and/or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements or documents;

RESOLVED FURTHER, that all actions taken prior to the adoption of these resolutions by any officer or director of the Corporation, Worth Bat, Worth Accessories and deBeer in connection with the transactions contemplated herein, which are within the authority conferred hereby had these resolutions been predated such actions, are hereby ratified, confirmed and approved; and

RESOLVED FURTHER, that this Action by Written Consent be filed by the Secretary of the Corporation and inserted in the minute book of the Corporation