



To the Honorable Commissioner of

100848932

1 original documents or copy thereof.

1. Name of conveying party(ies):

Apex Sports International, Inc.

- Individual(s)
- General Partnership
- Corporation-Pennsylvania
- Other _____
- Association
- Limited Partnership

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

3. Nature of Conveyance:

10-01-98

- Assignment
- Security Agreement
- Other: _____
- Merger
- Change of Name

Execution Date: September 25, 1998

2. Name and address of receiving party(ies):

G.S.I., Inc.
1201 Market Street, Suite 1624
Wilmington, Delaware 19801

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

If assignee is not domiciled in the United States, a domestic representative designation is attached YES NO
(Designation must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

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

A. Trademark Application No.(s):

B. Trademark Reg. No.(s): 676,759; 677,376; 1,419,134;
1,896,716; 1,902,094; 1,948,640

Additional numbers attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Camille M. Miller, Esq.
Seidel, Gonda, Lavorgna & Monaco, P.C.
Suite 1800 Two Penn Center Plaza
Philadelphia, PA 19102

Attorney Docket No. 9376-5

~~0/09/1998 JSMB077 00000142 191135 676759~~

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41)

\$165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 19-1135

~~1 FC:401 40.00 CH~~
~~2 FC:402 125.00 CH~~

DO NOT USE THIS SPACE

9. 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.

CAMILLE M. MILLER

Name of Person Signing

Camille M. Miller

Signature

28 September 1998

Date

Total number of pages including cover sheet, attachments and document: 7

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

NUNC PRO TUNC ASSIGNMENT

WHEREAS, Apex Sports International, Inc., a Pennsylvania corporation, having a place of business at 555 S. Henderson Road, King of Prussia, Pennsylvania 19406 (hereinafter referred to as "Assignor"), was the owner of the Trademarks in the attached Schedule A incorporated herein by reference, (hereinafter referred to as the "Trademarks"), and the goodwill of the business symbolized by the Trademarks;

WHEREAS, G.S.I., Inc., formerly known as Global Sports I.P., Inc., a Delaware corporation, having a place of business at 1201 Market Street, Suite 1624, Wilmington, Delaware 19801 (hereinafter referred to as "Assignee"), did acquire as of April 13, 1998 all right, title and interest in and to the Trademarks, including any choses in action relating to said Trademarks, together with the goodwill of the businesses symbolized by the Trademarks; and

WHEREAS, it is desired that the Nunc Pro Tunc Assignment of the Trademarks listed above be made a matter of record in the United States Patent and Trademark Office and all other patent and trademark offices of the countries of the pending applications for registration and registrations thereof as set forth on annexed Schedule A.

NOW, THEREFORE, for good and valuable consideration, the full receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Assignor hereby acknowledges that it did on April 13, 1998 sell, assign, transfer and convey unto Assignee all of its right, title and interest in and to the

aforesaid Trademarks, including any choses in action relating to said Trademarks, claims for damages, profits and costs, both in equity and law, for any infringement or infringements of said Trademarks rights accruing on or before the date of this Assignment, together with the goodwill of the business symbolized by the Trademarks, and including the pending applications for registrations and registrations thereof as set forth on annexed Schedule A. Assignor hereby covenants, agrees and undertakes to execute, whenever requested by Assignee, all applications, assignments, lawful oaths and any other papers which Assignee may deem necessary or desirable for securing to Assignee or for maintaining for Assignee the Trademarks hereby assigned, all without further compensation to Assignor.

ASSIGNOR:

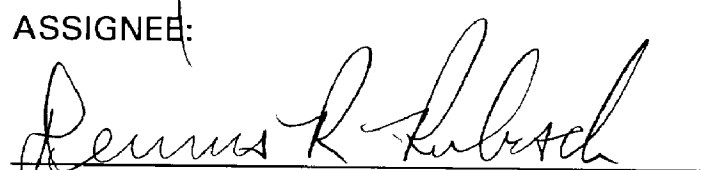


APEX SPORTS INTERNATIONAL, INC.

By: Stephen Wolf

Title: Vice President

ASSIGNEE:



G.S.I., INC.

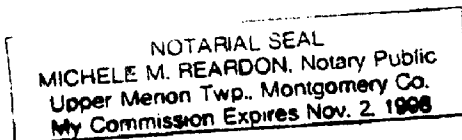
By: Dennis R. Rubisch

Title: Vice President

STATE OF PENNSYLVANIA §
§ SS
COUNTY OF Montgomery §

BEFORE ME, the undersigned authority, on this 25 day of September 1998, appeared Stephen Wolf, personally known to me to be the person who executed the foregoing instrument as Vice President of Apex Sports International, Inc., the corporation therein named, and acknowledged to me that the instrument was the free deed and act of said corporation for the purposes therein set forth and intending that this instrument be recorded.

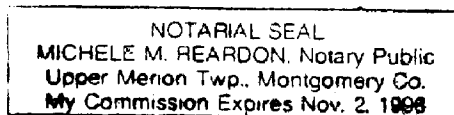
Michele Reardon
NOTARY PUBLIC



STATE OF PENNSYLVANIA §
§ SS
COUNTY OF Montgomery §

BEFORE ME, the undersigned authority, on this 25 day of September 1998, appeared Dennis R. Rubisch, personally known to me to be the person who executed the foregoing instrument as Vice President of G.S.I., Inc., the corporation therein named, and acknowledged to me that the instrument was the free deed and act of said corporation for the purposes therein set forth and intending that this instrument be recorded.

Michele Reardon
NOTARY PUBLIC



SCHEDULE A

COUNTRY	MARK	REGISTRATION/ APPLICATION #	RENEWAL DATE
Austria	APEX APEX ONE	143.358 143.357	8/31/2002 8/31/2002
Benelux	APEX APEX ONE	512.123 512.124	1/31/2002 1/31/2002
Canada	APEX	A-696001 Filed: 12/23/91	
Chile	APEX APEX ONE	414.683 414.682	6/20/2004 6/20/2004
Columbia	APEX APEX ONE	187034 158203	2/15/2006 3/30/2004
Columbia	APEX APEX ONE	187033 158204	2/15/2006 3/30/2004
Denmark	APEX ONE	VR 73881992	8/7/2002
Finland	APEX APEX ONE	128.921 128.609	11/3/2003 12/20/2003
France	APEX APEX ONE	92 400983 1722122	1/12/2002 12/26/2001
Great Britain	APEX APEX ONE	1486634 1485893	12/24/98 12/13/98
Great Britain	YOU CAN'T FAKE THIS	1556245	10/31/2004
	YOU CAN'T FAKE THIS	1556246	10/31/2004
West Germany	APEX APEX ONE	2027526 2027523	1/31/2003 12/31/2001
West Germany	YOU CAN'T FAKE THIS	2908004	12/31/2003
Greece	APEX APEX ONE	108698 108697	4/20/2002 4/20/2002

Hong Kong	APEX APEX ONE	3774/1994 7746/1994	1/6/99 12/30/98
Hong Kong	APEX	A-97/03293 Filed: 3/12/97	
Ireland	APEX APEX ONE	148699 148701	12/30/98 12/10/98
Ireland	APEX APEX ONE	148700 148702	12/30/98 12/10/98
Ireland	APEX	A-98/2291 Filed: 6/3/98	
Israel	APEX APEX ONE	85072 85074	10/26/99 10/26/99
Israel	APEX APEX ONE	85073 85705	10/26/99 10/26/99
Italy	APEX APEX ONE	635579 635579	8/11/2002 8/11/2002
Lebanon	APEX APEX ONE	59832 59833	1/2/2008 1/2/2008
Macao	APEX APEX ONE	12262 12149	4/14/2004 3/24/2004
Macao	APEX APEX ONE	12263 12125	4/14/2004 9/4/2004
Mexico	APEX APEX ONE	432863 432864	1/29/2002 1/29/2002
Mexico	APEX APEX ONE	432866 432865	1/29/2002 1/29/2002
New Zealand	APEX	21891	10/16/2008
Peru	APEX APEX ONE	460 462	6/23/2003 6/23/2003
Peru	APEX	461 842	6/23/2003 7/19/2003
Poland	APEX APEX ONE	82368 82367	10/23/2002 10/23/2002

Portugal	APEX APEX ONE	285620 279299	4/26/2004 9/30/2003
Portugal	APEX APEX ONE	285621 279300	4/26/2004 9/30/2003
S. Africa	APEX APEX ONE	92/9303 92/9301	10/30/2002 10/30/2002
S. Africa	APEX APEX ONE	92/9304 92/9302	10/30/2002 10/30/2002
Saudi Arabia	APEX	289/11	7/18/92
Saudi Arabia	APEX	289/12	4/7/2002
Spain	APEX APEX ONE	1.724.815 1.724.817	10/14/2002 10/14/2002
Spain	APEX APEX ONE	1.724.816 1.724.818	10/14/2002 10/14/2002
Sweden	APEX APEX ONE	265694 244845	4/7/2005 12/30/2002
Switzerland	APEX APEX ONE	394.781 395.274	12/24/2011 12/10/2011
Taiwan	APEX APEX ONE	572072 567269	10/1/2002 8/1/2002
Taiwan	APEX APEX ONE	567424 567362	8/1/2002 8/1/2002
Taiwan	APEX APEX ONE APEX ONE	567517 567459 571892	8/1/2002 8/1/2002 10/1/2002
Turkey	APEX APEX ONE	141391 141386	9/30/2002 9/30/2002
U.S.A.	APEX APEX ONE	1419134 1902094	12/2/2006 6/27/2005
U.S.A.	APEX	1948640	1/16/2006
U.S.A.	YOU CAN'T FAKE THIS	1896716	5/30/2005
U.S.A.	APEX and DESIGN	677376	4/21/99
U.S.A.	APEX and DESIGN	676759	4/7/99