

RECORDATION FORM COVER
TRADEMARKS

11-12-1998

DEPARTMENT OF COMMERCE
and Trademark Office



100877538

To the Honorable Commissioner of Patents and Trademarks: Please

erecf.

1. Name of conveying party(ies): NRD
11-4-98

Ryka, Inc.

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

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: _____

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

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

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: October 29, 1998

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

A. Trademark Application No.(s):

B. Trademark Reg. No.(s): 2,190,022

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

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number: 19-1135

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

Camille M. Miller

2 November 1998

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: 3

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

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

11/09/1998 SBURMS 00000186 191135 2190022
01 FC:481 40.00 CH

NUNC PRO TUNC ASSIGNMENT

WHEREAS, Ryka, Inc., a Delaware corporation, having a place of business at 555 S. Henderson Road, King of Prussia, Pennsylvania 19406 was the owner of the Trademark United States Registration No. 2,190,022 for the mark RYKÄ (Stylized) for T-shirts (hereinafter referred to as "Trademark"), and the goodwill of the businesses symbolized by the Trademark;


WHEREAS, G.S.I., Inc., a Delaware corporation, having a place of business at 1201 Market Street, Wilmington, Delaware 19801 (hereinafter referred to as "Assignee"), did acquire as of September 15, 1998 all right, title and interest in and to the Trademark, including any choses in action relating to said Trademark, together with the goodwill of the businesses symbolized by the Trademark; and

WHEREAS, it is desired that the Nunc Pro Tunc Assignment of the Trademark listed above be made a matter of record in the United States Patent and Trademark Office.

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 September 15, 1998 sell, assign, transfer and convey unto Assignee all of its right, title and interest in and to the aforesaid Trademark, including any choses in action relating to said Trademark, claims for damages, profits and costs, both in equity and law, for any infringement or infringements of said Trademark rights accruing on or before the date of this Assign-

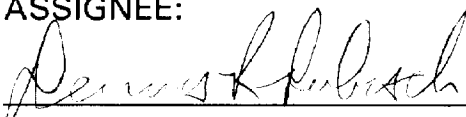
ment, together with the goodwill of the business symbolized by the Trademark. Assignor hereby covenants, agrees and undertakes to execute, whenever requested by Assignee, all applications, assignments, lawful oaths and any other papers which Assignee may deem necessary or desirable for securing to Assignee or for maintaining for Assignee the Trademark hereby assigned, all without further compensation to Assignor.

ASSIGNOR



RYKA, 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 29 day of October, 1998, appeared Stephen Wolf, personally known to me to be the person who executed the foregoing instrument as Vice President of Ryka, 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.



NOTARY PUBLIC

NOTARIAL SEAL
MICHELE M. REARDON, Notary Public
Upper Merion Twp., Montgomery Co.
My Commission Expires Nov. 2, 1998

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STATE OF PENNSYLVANIA §
 § SS
COUNTY OF Montgomery §

BEFORE ME, the undersigned authority, on this 29 day of October, 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

