

02-10-1999

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner



and the attached original documents or copy hereof.

1. Name of conveying party

100963221

name and address of receiving party(ies):

Pentland U.S.A. Inc.

Name: Pentland Sports Group LLC

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

Address: 2214 Metro Centre Boulevard - Suite 200
Nashville, Tennessee 37228

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

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other a limited liability company

3. Nature of conveyance:

1-38-99

Assignment Merger
 Security Agreement Change of Name
 Other _____

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) & addresses attached? Yes No

Execution Date: October 27, 1998

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

A. Trademark Application No.(s)
75/408,895 and others

B. Trademark Registration No.(s).
1,778,946 and others

Additional Numbers attached? Yes No

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

Name: Lawrence E. Apolzon

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017



01-28-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #40

6. Total number of applications and registration involved:..... 14

7. Total fee (37 CFR 3.41) \$ 365.00

Enclosed
 Authorized to be charged to deposit account
(Only if total fee is not sufficient)

8. Deposit account number:

365E

23-0825-0576900

(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.

Lawrence E. Apolzon
Name of Person Signing

[Signature]
Signature

1/27/99
Date

Total number of pages comprising cover sheet: _____

02/10/1999 JSR/BJZ 000003 1778946
40 00 RP
325 00 RP
01 FC: A1
02 FC: A2

**Schedule of U.S. Marks Being Transferred
From PENTLAND USA, INC. (DE Corp.)
To PENTLAND SPORTS GROUP LLC**

FORMA BY MODA PRIMA (Cl. 25)	75/408,895	25
FORMA BY MODA PRIMA (Cl. 18)	75/408,897	18
MODA PRIMA	1,778,946	18, 24, 25
MODA PRIMA BAMBINI	1,893,466	18, 24, 25
M MODA MUSCLE and Design	1,994,363	25
MODA PRIMA (stylized)	1,928,318	25
ELLESSE	1,266,977	9, 18, 25, 34
Half Tennis Ball Logo	1,055,007	9, 25
ELLESSE and Design	1,196,276	22, 28
ELLESSE and Design	1,213,859	14, 18, 24, 25
ELLESSE and Design	1,221,362	3
FOR THE BEAUTY OF THE SPORT	1,701,915	25
UNLIKE THE REST	2,022,378	25
Half Tennis Ball Logo	1,247,607	9, 18, 22, 24, 25, 28

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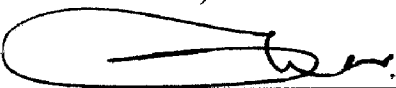
ASSIGNMENT

WHEREAS, Pentland USA, Inc., a corporation organized and existing under the laws of the State of Delaware, ("**Assignor**"), is the owner of the trademarks listed in the attached schedule (hereinafter, the "Trademarks");

and WHEREAS, Pentland Sports Group LLC, a limited liability company organized and existing under the laws of the State of Tennessee, located and doing business at 2214 Metro Centre Boulevard, Suite 200, Nashville, Tennessee 37228 ("**Assignee**"), is desirous of acquiring said Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to said Trademarks, together with the goodwill of the business symbolized by said Trademarks and the above-named registrations therefor, and with all claims arising out of or relating to the use or ownership of said Trademarks.

PENTLAND USA, INC.

By: 

Name: NAHUM G. SHAR

Title: President

Date of Signature: October 27, 1998