

02-10-1999

To the Honorable Commission



and the attached original documents or copy hereof.

1. Name of conveying party 100963254

Name and address of receiving party(ies):

Ellesse U.S.A., Inc.

Name: Pentland U.S.A. Inc.

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

Address: _____
3333 New Hyde Park Road
New Hyde Park, New York

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

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

3. Nature of conveyance: 1-28-99

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 28, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s).

1,266,977 and others

Additional Numbers attached? Yes No

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

6. Total number of applications and registration involved:..... 8

Name: Lawrence E. Apolzon

7. Total fee (37 CFR 3.41) \$ 215.00

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

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

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

8. Deposit account number: 215E
23-0825-0576900



01-28-1999

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

(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: _____

02/08/1999 JSMBZ 00000159 1266977
40.00
175.00
01 FC:41
02 FC:42

SCHEDULE OF U.S. MARKS OWNED BY ELLESSE U.S.A., INC.

Mark	Reg. No.	Intl. Class
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

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ELLESSE U.S.A., INC.", A DELAWARE CORPORATION,

"LJS INC.", A DELAWARE CORPORATION,

"MAINE WOODS INC.", A DELAWARE CORPORATION,

"MEDALLION SHOE CORPORATION", A DELAWARE CORPORATION,

"PENTLAND LATIN AMERICA INC.", A DELAWARE CORPORATION,

"PENTLAND SPORTS GROUP INC.", A DELAWARE CORPORATION,

WITH AND INTO "PENTLAND U.S.A. INC." UNDER THE NAME OF "PENTLAND U.S.A. INC."; A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



2202333 8330

981447309

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 9422764

DATE: 11-24-98

RECORDED: 01/28/1999

TRADEMARK
REEL: 1852 FRAME: 0809