

AGREEMENT

THIS AGREEMENT effective this _____ day of _____, 1999, by and between ASICS Corporation, a Japanese Corporation located at 1-1, Minatojima-Nakamachi 7 Chome, Chuo-Ku Kobei 650 Japan ("ASICS"), and Spectrum Sports, Inc., an Ohio Corporation, located at 2201 Pinnacle Parkway, Twinsburg, Ohio, 49087 ("Spectrum").

WHEREAS, on May 02, 1997, Spectrum filed Application Number 75-285,277 for registration of the mark **SORBOGEL** for *insoles for shoes* in Class 25 ("the Application"); and

WHEREAS, Spectrum's Application was published for opposition in the Trademark Official Gazette of the United States Patent and Trademark Office on March 31, 1998; and

WHEREAS, ASICS is the owner and user of a family of **GEL** trademarks, which includes common law trademarks and registrations in the United States Patent and Trademark Office, including, but not limited to:

<u>Number</u>	<u>Mark</u>
1,761,458	GEL-LYTESPEED
1,776,597	GEL-EXULT
1,776,598	GEL-ALTITUDE
1,793,239	P-GEL
1,806,181	GEL-SPOTLYTE
1,813,790	GEL-LYTE
1,814,972	GEL-SAGA
1,833,886	GEL-CRUSHER
1,834,675	GEL-ASSAULT
1,854,236	GEL-TWILYTE
1,868,361	LADY GEL EPIRUS
1,869,755	GEL
1,877,669	GEL
1,962,184	AIR GEL
2,170,909	GEL 24/7

WHEREAS, ASICS timely filed a Notice of Opposition to Spectrum's Application in the United States Patent and Trademark Office, and the Opposition was assigned Opposition Number 111,231; and

WHEREAS, the parties hereto desire to amicably resolve their differences and to terminate the Opposition;

NOW THEREFORE, in consideration of the promises and of the mutual covenants hereinafter set forth, the parties hereto intending to be legally bound, hereby agree as follows:

1. Within One (a) month of the full execution of this Agreement, ASICS will withdraw, without prejudice, its opposition to the registration of the mark **SORBOGEL** for *insoles for shoes* and will file all appropriate papers in the United States Patent and Trademark Office and Opposition No. 111,231.

2. Spectrum agrees that insoles (full insoles and heels) for footwear are the only Class 25 goods it will sell under the mark **SORBOGEL**. Such use of the **SORBOGEL** mark is subject to the following limitations:

a. Spectrum may use the **SORBOGEL** mark only when it is used in association with the word **Spectrum** or the registered trademarks **SORBOTHANE** or **SORBOTHANE II** used in a type style and size which is at least as prominent as **SORBOGEL**; and

b. Spectrum may use the **SORBOGEL** mark only if the **GEL** portion of the **SORBOGEL** mark is of the same font style, size and case (i.e., upper or lower case) as the **SORBO** portion of the mark; and

c. Spectrum may use the word **gel** only if it is used in a generic manner and in the same font style, size and case as the words immediately before and/or after such word.

d. These limitations are not effective until one (1) year from the date of the withdrawal of Opposition No. 111,231 in order to allow Spectrum to use up its present packaging and literature which may not comply with limitations a., b., or c. above.

e. Annexed hereto is a proposed item of literature which is approved by ASICS Corporation as in compliance with sections a., b., and c. above.

3. So long as Spectrum complies with the terms and conditions of this Agreement, ASICS will not take any action in the U.S., directly or indirectly, by civil action or other proceedings, to interfere with or attempt to interfere with Spectrum's use of the **SORBOGEL** mark.

4. Spectrum will not take any action in the U.S., directly or indirectly, by civil action or other proceedings, to interfere with or attempt to interfere with ASICS use and/or registration of its **GEL** family of marks. Additionally, at the request of ASICS, Spectrum will execute a consent, based on Spectrum's ownership of the mark **SORBOGEL**, to registration in the U.S. for any mark in ASICS **GEL** family of marks, unless the ASICS mark includes the expression **SORBO** or anything confusingly similar thereto.

5. This Agreement will remain in full force and effect unless and until ASICS abandons its GEL marks.

6. This Agreement will be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

7. Upon execution of this Agreement, the parties irrevocably release and forever discharge each other and each of their respective affiliates, partners, divisions, departments, directors, officers, employees, agents, shareholders, accountants and attorneys and their respective heirs, successors and assigns, from all claims, demands, causes of actions, costs, expenses, attorney fees, liabilities, indemnities, claims over, and any and all obligations arising out of the use of the mark **SORBOGEL** up to the date of this Agreement.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year set forth below and effective as of the day and year first above written.

ASICS CORPORATION

X *Yoshiyuki Takahashi*
Yoshiyuki Takahashi
President

Date: 1/26/99

SPECTRUM SPORTS, INC.

X *Kenneth B. Leighton*
Kenneth B. Leighton, Jr.
President

Date: 1/2/99

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Sorbothane® II

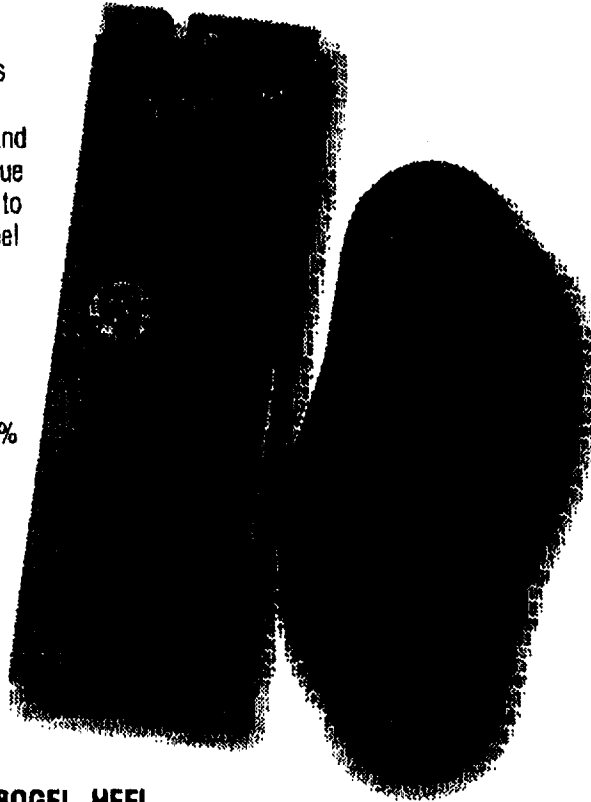
SORBOGEL® SERIES

Combining pure Sorbothane® gel with lightweight components

SORBOGEL®

The Sorbogel® replacement insole fits easily into nearly all types of shoes or boots. Designed to reduce injury risk and provide comfort, this insole has a unique "Sorbogel® Pad" just under the heel to greatly reduce the harmful effects of heel strike shock.

Sorbothane® gel is the only "gel" insole material available that is 100% Sorbothane®. As a result, Sorbogel® provides protection against up to 94.7% of harmful road shock.



SORBOGEL HEEL

The Sorbogel® Heel insert provides Sorbothane® protection and comfort in its purest form, Sorbothane® gel. A Sorbothane® gel pad provides immediate comfort and protection while the polyurethane base and Poron® top cover give support and cushioning. Sorbogel® fits easily into nearly all dress, casual and athletic footwear.

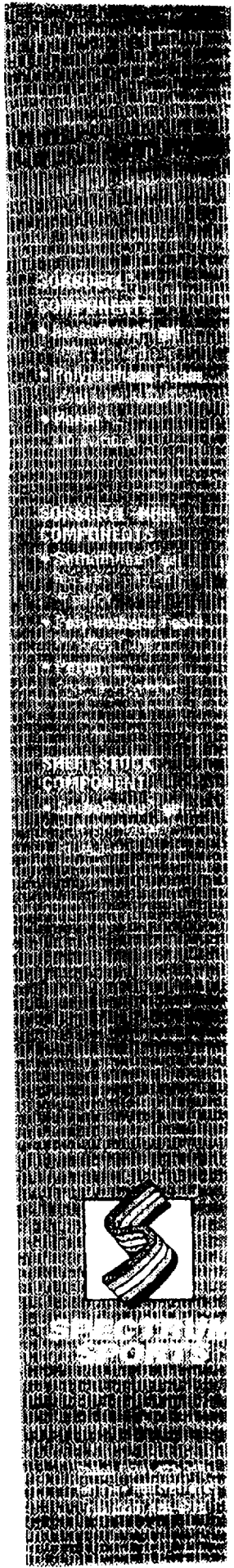


SORBOTHANE® IS
ACCEPTED BY



**SORBOTHANE®
GEL SHEET
STOCK**

Pure Sorbothane® Gel Sheet Stock is also available in a variety of durometers and thicknesses.



SHEET STOCK
COMPOSITION