

7-6-99

RECORDATION &
TRADEMARK

07-08-1999

DEPARTMENT OF COMMERCE
Patent and Trademark Office



101084924

Tab settings

To the Honorable Commissioner of Patents and Trademark.

ents or copy thereof.

1. Name of conveying party(ies):

LISCO, INC.

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

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

3. Nature of conveyance:

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

Execution Date: SEPTEMBER 30, 1998

2. Name and address of receiving party(ies)

Name: SPALDING SPORTS WORLDWIDE, INC.

Internal Address:

Street Address: 425 MEADOW STREET

City: CHICOPEE State: MA ZIP: 01013

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State DELAWARE
- 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

SEE ATTACHED SHEET

B. Trademark Registration No.(s)

SEE ATTACHED SHEET

Additional numbers attached? Yes No

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

Name: PETER A. ARTURI

Internal Address: SPALDING SPORTS WORLDWIDE, INC.

425 MEADOW STREET"

CHICOPEE, MA 01013

Street Address: 425 MEADOW STREET

City: CHICOPEE State: MA ZIP: 01013

6. Total number of applications and registrations involved:

753

7. Total fee (37 CFR 3.41).....\$ 18,840

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

17-0150

(Attach duplicate copy of this page if paying by deposit account)

07/07/1999 MTHA11 00000135 170150 75537437

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01 FC:481 40.00 CH
02 Statement and Signature 18000.00 CH

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.

PETER A. ARTURI
Name of Person Signing

Signature

6/29/99
Date

42

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

<u>TRADEMARK</u>	<u>APP.NO.</u>	<u>APP.DT.</u>
3.8 STAND	75/537437	August 17, 1998
A.G. SPALDING (stylized)	75/033418	December 18, 1995
A.G. SPALDING & BROS. (stylized)	75/033403	December 18, 1995
A.G. SPALDING & BROS. TRADE SPALDING MARK SINCE 1876 AND DESIGN	75/346305	August 25, 1997
ADVANCE	75/346282	August 25, 1997
ADVANCE FLEX	75/346281	August 25, 1997
ADVANTECH	75/346301	August 25, 1997
AIR TECH 1000	75/556582	September 18, 1998
AIR TECHNOLOGY	75/556581	September 18, 1998
ALL PERFORMANCE	75/522002	July 20, 1998
ALL TERRAIN STAND	75/537425	August 17, 1998
ALL TREK AND DESIGN	75/527434	August 17, 1998
ALLIANCE	75/555623	September 18, 1998
ALLTREK	75/537433	August 17, 1998
AMERICA'S FIRST TENNIS COMPANY	75/540178	August 20, 1998
ASSAULT	75/034048	December 18, 1995
AUSSIE	75/346297	August 25, 1997
AUSTRALIAN RESERVE LEATHER	75/537426	August 17, 1998
BACKSAVER	75/213040	December 13, 1996
BACKWATER	75/522007	July 20, 1998

<u>TRADEMARK</u>	<u>APP.NO.</u>	<u>APP.DT.</u>
BALL/CLUB SYSTEM C	75/434931	February 17, 1998
BALL/CLUB SYSTEM T	75/434928	February 17, 1998
BASIN	75/346298	August 25, 1997
BEN HOGAN (stylized)	75/555615	September 18, 1998
BEN HOGAN (stylized)	75/555569	September 18, 1998
BI-METAL	75/537429	August 17, 1998
BULLDOG SIGNATURE MODEL AND DESIGN	75/470620	April 20, 1998
CASCADE	75/346299	August 25, 1997
COMFORT ZONE PALM PAD	75/555551	September 18, 1998
DEDICATED	75/522008	July 20, 1998
DEDICATED TO THE DEDICATED	75/555573	September 18, 1998
MISCELLANEOUS DESIGN	75/537441	August 17, 1998
MISCELLANEOUS DESIGN	75/537439	August 17, 1998
MISCELLANEOUS DESIGN	75/537438	August 17, 1998
MISCELLANEOUS DESIGN	75/537440	August 17, 1998
MISCELLANEOUS DESIGN	75/537436	August 17, 1998
MISCELLANEOUS DESIGN	75/555574	September 18, 1998
MISCELLANEOUS DESIGN	75/555571	September 18, 1998
DESIGNED BY THE WORLD'S BEST PLAYERS	75/539694	August 20, 1998
DIFFERENCE	75/556580	September 18, 1998
DIFFERENCE	75/556575	September 18, 1998

<u>TRADEMARK</u>	<u>APP.NO.</u>	<u>APP.DT.</u>
DISTANCE TRAJECTORY	75/555562	September 18, 1998
DRY TRAINER	75/522009	July 20, 1998
DSG 4	75/470883	April 20, 1998
DUDLEY FUSION THE NEW BALANCE OF POWER AND DESIGN	75/555624	September 18, 1998
DUO STRAP	75/537435	August 17, 1998
ECLIPSE	75/537427	August 17, 1998
EQUIPMENT FOR YOUR FEET	75/540168	August 20, 1998
ETONIC AND DESIGN	75/285271	May 2, 1997
ETONIC AND DESIGN	75/522006	July 20, 1998
ETONIC AND DESIGN	75/522005	July 20, 1998
ETONIC BY SPALDING AND DESIGN	75/555572	September 18, 1998
ETONIC ULTIMATE 2000 AND DESIGN	75/537442	August 17, 1998
EXCEL-4	75/346280	August 25, 1997
EXEC-FLEX	75/540167	August 20, 1998
EXECUTIVE BY SPALDING	75/539696	August 20, 1998
EXECUTIVE II	74/703441	July 18, 1995
EXTREME DISTANCE	75/555557	September 18, 1998
EXTREME X PRO SERIES (stylized)	75/539699	August 20, 1998
FIRST GEAR	75/540177	August 20, 1998
FLEET	75/522010	July 20, 1998

<u>TRADEMARK</u>	<u>APP.NO.</u>	<u>APP.DT.</u>
FURY	74/603411	November 28, 1994
GREAT ESCAPE SAND WEDGE	75/555622	September 18, 1998
GREEN FRIENDLY	75/346308	August 25, 1997
HEAT	75/470615	April 20, 1998
HEAT	75/470770	April 20, 1998
HEAT	75/555550	September 18, 1998
HOGAN AND DESIGN	75/555614	September 18, 1998
HOGAN AND DESIGN	75/555570	September 18, 1998
HOGAN EDGE	75/540180	August 20, 1998
IMPACT	75/537428	August 17, 1998
INTIMIDATOR 400	75/285269	May 2, 1997
INTREPID	74/665425	April 24, 1995
JOIN THE TEAM	75/539692	August 20, 1998
KOBE AND DESIGN	75/505030	June 19, 1998
LEADER	75/556591	September 18, 1998
LIGHTNING	75/556590	September 18, 1998
LITES	75/556576	September 18, 1998
LONG DISTANCE	75/555556	October 18, 1998
LONG FLITE	75/537432	August 17, 1998
MELROSE	75/522011	July 20, 1998
MULTI-LAYER BALL ON TOUR	75/346295	August 25, 1997
NOVA	75/285274	May 2, 1997

<u>TRADEMARK</u>	<u>APP.NO.</u>	<u>APP.DT.</u>
OUTBACK	75/522012	July 20, 1998
PERCUSSION	75/165271	September 13, 1996
PERFORMANCE EDGE	75/540163	August 20, 1998
PLATINUM	75/555559	September 18, 1998
POWER	75/537430	August 17, 1998
POWER ASSAULT	75/033409	December 18, 1995
PRISTINE	75/522013	July 20, 1998
PRO CALIBER	75/346284	August 25, 1997
PRO EX AND DESIGN	75/539698	August 20, 1998
PRO MILLENNIA	75/522017	July 20, 1998
PRO SUPPORT	75/522018	July 20, 1998
PRO-FLITE	75/540164	August 20, 1998
PYRAMID TURF GRIPS	75/522003	July 20, 1998
RADIAL	75/375682	October 20, 1997
REFUGE	75/522014	July 20, 1998
RIGHT-LIGHT	75/539693	August 20, 1993
RIP-STOP XLT	75/346287	August 25, 1997
ROD TECHNOLOGY	75/555564	September 18, 1998
ROUND TRIPPER	75/033422	December 18, 1995
SAND SAVER	75/152868	August 19, 1996
SB-12ST	75/470888	April 20, 1998
SELECT	75/539697	August 20, 1998

<u>TRADEMARK</u>	<u>APP.NO.</u>	<u>APP.DT.</u>
SHOCK ZORB	75/540179	August 20, 1998
SILENCER	74/540161	August 20, 1998
SK-12ND	75/470889	April 20, 1998
SOFT CELL	75/346309	August 25, 1997
DUDLEY SOFTBALL SERIOUS AND DESIGN	75/555616	September 18, 1998
SPALDING (stylized)	74/665410	April 24, 1995
SPALDING (stylized)	75/505031	June 19, 1998
SPALDING (stylized)	75/053855	February 5, 1996
SPALDING (stylized)	75/081071	March 29, 1996
SPALDING (stylized)	75/213041	December 13, 1996
SPALDING (stylized)	75/346285	August 25, 1997
SPALDING (stylized)	75/478687	May 4, 1998
SPALDING	75/555563	September 18, 1998
SPALDING – OFFICIAL BEACH VOLLEYBALL NO. 18 AND DESIGN	75/539602	August 20, 1998
SPALDING EXECUTIVE	75/539695	August 20, 1998
SPALDING SELECT	75/539697	August 20, 1998
ST	75/556577	September 18, 1998
ST2	75/556578	September 18, 1998
STEPPE	75/346292	August 25, 1997
STRATA	75/346307	August 25, 1997
STRATA ADVANCE	75/346289	August 25, 1997

<u>TRADEMARK</u>	<u>APP.NO.</u>	<u>APP.DT.</u>
STRATA DISTANCE	75/080956	March 29, 1996
STRATA SYNERGY	75/346294	August 25, 1997
STRATA TITANIUM	75/346279	August 25, 1997
STRATA TOUR	75/346306	August 25, 1997
SUMMIT	75/346293	August 25, 1997
SUMMIT	75/522015	July 20, 1998
SW 12	75/470760	April 20, 1998
SY 12-SP	75/470891	April 20, 1998
TEAM EXTREME	75/434933	February 17, 1998
TEAM EXTREME	75/540176	August 20, 1998
TF 500 AND DESIGN	75/555618	September 18, 1998
TF COLLEGIATE AND DESIGN	75/555619	September 18, 1998
TF MAJOR LEAGUE SPEC AND DESIGN	75/555620	September 18, 1998
TF PRO	75/470884	April 20, 1998
TF PRO AND DESIGN	75/555617	September 18, 1998
TF SERIES	75/470885	April 20, 1998
TF (stylized)	75/053722	February 5, 1996
TF (stylized)	75/053720	February 5, 1996
TF (stylized)	75/540171	August 20, 1998
TF YOUTH SERIES	75/470886	April 20, 1998
THE PLAYER'S RACKET COMPANY	75/540162	August 20, 1998

<u>TRADEMARK</u>	<u>APP.NO.</u>	<u>APP.DT.</u>
THE SPIKELESS GOLF SHOE COMPANY	75/478684	May 4, 1998
THUNDER AND DESIGN	75/080154	March 28, 1996
TI ROD TECHNOLOGY	75/555565	September 18, 1998
TI-BALATA	75/555561	September 18, 1998
TI-SPIN	75/555560	September 18, 1998
TITANIUM EXTREME	75/531171	August 3, 1998
TITANIUM POWER ROD TECHNOLOGY	75/555567	September 18, 1998
TITANIUM POWER ROD	75/555566	September 18, 1998
TMT	75/555558	September 18, 1998
TOP-FLITE 18 GOLD AND DESIGN	75/558800	September 18, 1998
TOP-FLITE AND DESIGN	75/540175	August 20, 1998
TOP-FLITE BY SPALDING (stylized)	75/540170	August 20, 1998
TOP-FLITE BY SPALDING (stylized)	75/540169	August 20, 1998
TOUR CARRY	75/346286	August 25, 1997
TOUR IRONS	75/555568	September 18, 1998
TOUR MICROFIBRE TECHNOLOGY (stylized)	75/555621	September 18, 1998
TOUR SERIES	74/327074	November 2, 1992
TOUR SERIES	74/470684	December 20, 1993
TOUR SERIES COMP	74/513514	April 18, 1994

<u>TRADEMARK</u>	<u>APP.NO.</u>	<u>APP.DT.</u>
TOUR SERIES LIGHT	74/470686	December 20, 1993
TOUR SERIES LONG	74/285520	May 2, 1997
TOUR SERIES PLUS	74/470687	December 20, 1993
TOUR SERIES SPECTRA	74/470688	December 20, 1993
TOWPATH	75/522016	July 20, 1998
TRACTION TECHNOLOGY	75/285273	May 2, 1997
TRACTION THATS WELCOME EVERYWHERE	75/346310	August 25, 1997
TURFGRIPS	75/522004	July 20, 1998
ULTIMATE POWER WEAPON	75/540172	August 20, 1998
WL-12	75/470759	April 20, 1998
WL11-ND	75/470325	April 20, 1998
XL 420	75/346290	August 25, 1997
XL CLASSIC	75/434984	February 17, 1998
XL GOLD	75/346304	August 25, 1997
XL POWER	75/346303	August 25, 1997
ZK MICROFIBRE	75/555555	September 18, 1998
ZK MICROFIBRE COMPOSITE	75/555554	September 18, 1998
ZK MICROFIBRE TECHNOLOGY	75/555552	September 18, 1998
ZK MICROFIBRE SYSTEM	75/555553	September 18, 1998
ZN12SP	75/470614	April 20, 1998

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
100 SD	1978482	June 4, 1996
25 C BEAM O/S AND DESIGN	2139221	February 24, 1998
392	1318338	February 5, 1985
410 OCTAHELIX	1770196	May 11, 1993
422 HEX	1731323	November 10, 1992
422 TRI	1854745	September 20, 1994
422 TRI-DIMPLE	1727849	October 27, 1992
90 SD	1978483	June 4, 1996
A.G. SPALDING & BROS.	1981393	June 18, 1996
ACCOMPLICE	1975280	May 21, 1996
ACE	1183934	December 29, 1981
ACE	1718365	September 22, 1992
ACE LONG 28.5 AND DESIGN	2195050	October 13, 1998
AERO	1188810	February 2, 1982
AERO SMASHER 110	1731324	November 10, 1992
AEROBACK	1725957	October 20, 1992
AERO SMASHER	1731325	November 10, 1992
AIR BRIDGE SYSTEM	1811609	December 14, 1993
AIR-FLITE	507637	March 15, 1949
AIR-TECHNOLOGY SERIES	1857790	October 11, 1994
AIRFLEX (stylized)	1750246	February 2, 1993
ALLIANCE	1863261	November 15, 1994

<u>TRADEMARK</u>	<u>APP.NO.</u>	<u>REG. DT.</u>
AERO REBEL PRO	1741473	December 22, 1992
AMERICA'S 1 ST BASEBALL COMPANY	1820018	February 8, 1994
AMERICA'S FIRST BASAEBALL COMPANY	1454761	August 25, 1987
AMERICA'S FIRST GOLF BALL	1442592	June 9, 1987
AMERICA'S FIRST VOLLEYBALL COMPANY	1454762	August 25, 1987
AMERICA'S PREMIER SOFTBALL CO.	1953836	January 30, 1996
ANTAGONIST (stylized)	1795958	September 28, 1993
APEX	896409	August 11, 1970
APEX	1005869	March 4, 1975
APEX	1641358	April 16, 1991
APEX CARRY SYSTEM	1765328	April 13, 1993
ARISTA	1808548	November 30, 1993
ASCENT	1602540	June 19, 1990
ASCENT	1777305	June 15, 1993
ASSAULT	2171449	July 7, 1998
ASSAULT 18	1919977	September 19, 1995
ASSAULT 110	1731326	November 10, 1992
ASSAULT LIGHT	1955362	February 6, 1996
ASSAULT SERIES	1951907	January 23, 1996
ASSISTRAP	2137527	February 17, 1998

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
ASTA 100	1809359	December 7, 1993
ATS	1837434	May 24, 1994
AVA	2122175	December 16, 1997
B H AND DESIGN	746195	March 5, 1963
BALA AND DESIGN	2141082	March 3, 1998
BASKETSMALL	1447754	July 14, 1987
BEN HOGAN	1189316	February 9, 1982
BEN HOGAN (stylized)	627695	May 29, 1956
BEN HOGAN (stylized)	646141	May 28, 1957
BIG BEN	1777314	June 15, 1993
BIRDIE	510317	May 31, 1949
MISCELLANEOUS DESIGN	1103092	September 26, 1978
C-PLEX	1913506	August 22, 1995
CANNON	1792189	September 7, 1993
CANNON	1820709	February 8, 1994
CANNON	1887276	April 4, 1995
CANNON	1963308	March 19, 1996
CANYON AND DESIGN	1760028	March 23, 1993
CART-TECH	1703515	July 28, 1992
CASH-IN	504175	November 23, 1948
CAVALIER	1171460	September 29, 1981
CENTENNIAL	1785632	August 3, 1993

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
CENTURION GOLD	1813026	December 21, 1993
CHAMELEON	2044487	March 11, 1997
CIC	1895628	May 23, 1995
MISCELLANEOUS DESIGN	1279095	May 22, 1984
MISCELLANEOUS DESIGN	1306963	November 27, 1984
CITY BALL	1831440	April 19, 1994
CLASH	2010864	October 22, 1996
CLASSIC-FLITE	1765325	April 13, 1993
CLUB PARADOX	1738470	December 8, 1992
COMP	2178907	August 4, 1998
COMP +	2209270	December 8, 1998
COMPETITION SERIES AND DESIGN	2075798	July 1, 1997
CONTROL	1771598	May 18, 1993
CONTROL THE POWER	1807726	November 30, 1993
CONVERTIBLE STAND	2027805	December 31, 1996
CRESCENT WEB	1729584	November 3, 1992
CUSHION CONTROL	799789	December 7, 1965
CUSHION CONTROL SYSTEM	1815030	January 4, 1994
CUSHION-CONTROL	708366	December 13, 1960
CUSTOM BALL AND DESIGN	1864799	November 29, 1994
CYCLONE	1926833	October 17, 1995
DASH	374235	January 2, 1940

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
MISCELLANEOUS DESIGN	2010268	October 22, 1996
MISCELLANEOUS DESIGN	1963309	March 19, 1996
MISCELLANEOUS DESIGN	1136323	May 27, 1980
MISCELLANEOUS DESIGN	2027491	December 31, 1996
MISCELLANEOUS DESIGN	2035748	February 4, 1997
MISCELLANEOUS DESIGN	833270	August 8, 1967
MISCELLANEOUS DESIGN	1362084	September 24, 1985
MISCELLANEOUS DESIGN	513361	August 9, 1949
MISCELLANEOUS DESIGN	1163903	August 4, 1981
MISCELLANEOUS DESIGN	1144351	December 23, 1980
MISCELLANEOUS DESIGN	1827574	March 22, 1994
MISCELLANEOUS DESIGN	1112814	February 6, 1979
MISCELLANEOUS DESIGN	1867000	December 13, 1994
MISCELLANEOUS DESIGN	1096133	July 11, 1978
MISCELLANEOUS DESIGN	2056451	April 22, 1997
MISCELLANEOUS DESIGN	1304787	November 13, 1984
MISCELLANEOUS DESIGN	1157459	June 9, 1981
MISCELLANEOUS DESIGN	1171175	September 29, 1981
MISCELLANEOUS DESIGN	1222664	January 4, 1983
MISCELLANEOUS DESIGN	1184576	January 5, 1982
MISCELLANEOUS DESIGN	1306225	November 20, 1984
MISCELLANEOUS DESIGN	1888616	April 11, 1995

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
MISCELLANEOUS DESIGN	1781564	July 13, 1993
MISCELLANEOUS DESIGN	1878343	February 7, 1995
MISCELLANEOUS DESIGN	1892224	May 2, 1995
DFG 100	1829495	April 5, 1994
DFG 200	1810915	December 14, 1993
DFG 3000	1892711	May 2, 1995
DFG 700	1807729	November 30, 1993
DFG 800	1807728	November 30, 1993
DFG 900	1807727	November 30, 1993
THE "DIFFERENCE"	1185928	January 12, 1982
DIMENSION	1620116	October 30, 1990
DIRECTOR	2121548	December 16, 1997
DOT	507674	March 15, 1949
DOT AND DESIGN	1164759	August 11, 1981
DOT PLUS	1576562	January 9, 1990
DRI-LITE	1973465	May 7, 1996
DRI-WELT	1968722	April 16, 1996
DRP	1548392	July 18, 1989
DRYLITE	901571	October 27, 1970
DUDLEY	1294217	September 11, 1984
DUDLEY	1083672	January 24, 1978
DUDLEY (stylized)	2170037	June 30, 1998

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
DUDLEY (stylized)	2099483	September 23, 1997
DURA-BLU	1210764	September 28, 1982
DURA-FLITE	1447758	July 14, 1987
DURA-PLY (stylized)	746859	March 19, 1963
DURA-RED	1210765	September 28, 1982
DURA-WHITE	1210766	September 28, 1982
DYNA-MATCHED	1765327	April 13, 1993
DYNAMITER	1571125	December 12, 1989
E-Z STAND	1982798	June 25, 1996
EAGLE (stylized)	507647	March 15, 1949
ECLIPSE	1892706	May 2, 1995
ELITE	810975	July 12, 1966
ELITE	1346444	July 2, 1985
ELITE PLUS (stylized)	1171459	September 29, 1981
ENCORE	862336	December 24, 1968
ENCORE	1777307	June 15, 1993
ENFORCER	2006947	October 8, 1996
MISCELLANEOUS DESIGN	2179044	August 4, 1998
EON	2177256	July 28, 1998
EPIC	1232899	March 29, 1983
EPOCA ZK AND DESIGN	2193363	October 6, 1998
ETONIC	872644	July 8, 1969

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
ETONIC	766756	March 17, 1964
ETONIC	1057749	February 1, 1977
ETONIC	1776591	June 15, 1993
ETONIC AND DESIGN	2203651	November 17, 1998
ETONIC AND DESIGN	1328691	April 2, 1985
ETONIC AND DESIGN	1338021	May 28, 1985
ETONIC HEAT RACER	1914207	August 22, 1995
ETONIC MARK V	1099642	August 15, 1978
EVER-DURE	1675918	February 18, 1992
EVERWEAR	1916640	September 5, 1995
EXCEL	2027807	December 31, 1996
EXECUTIVE	704250	September 13, 1960
EXECUTIVE	1479696	March 8, 1988
EXECUTIVE EZ	1779050	June 29, 1993
EXECUTIVE EZX	2060704	May 13, 1997
EXECUTIVE GOLD	2151145	April 14, 1998
EXECUTIVE X-TREME	2214746	December 29, 1998
EXECUTIVE LIMITED	1558242	September 26, 1989
EXPEDITION	2209271	December 8, 1998
EXPRESS	1795117	September 28, 1993
FAST-FLITE (block form)	1132283	April 1, 1980
FAST-FLITE	1461115	October 13, 1987

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
FAST-FLITE	1195819	May 18, 1982
FC FLIGHT CONTROL	1774328	June 1, 1993
FELON	2041092	February 25, 1997
FIRST CHOICE	1751383	February 9, 1993
FLYING LADY	1116433	April 10, 1979
FOCAL POWERED	1834746	May 3, 1994
FOOTLOOSE	1365767	October 15, 1985
FORMIDABLE	1175345	October 27, 1981
FUSION	2175662	July 21, 1998
FUSION	2246129	May 18, 1999
FUSION GRAPHITE/C405	2226050	February 23, 1999
FUTURA	1127584	December 11, 1979
GCD	1934106	November 7, 1995
GDD	1858219	October 11, 1994
GET YOUR HEAD IN THE GAME	1955644	February 13, 1996
GO-FLITE	797747	October 19, 1965
GRAPHITE XL	2203386	November 10, 1998
GOLIATH	1777296	June 15, 1993
GOLF-ABOUTS	1103091	September 26, 1978
HEAT	2062476	May 20, 1997
HEAT XL	1805450	November 16, 1993
HEX	1193254	April 6, 1982

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
HIGH FLEX ZONE	2006415	October 8, 1996
HIGH FLITE 90	1405979	August 19, 1986
HIGH-FLITE	1359375	September 10, 1985
HOGAN	949262	December 26, 1972
HOGAN	1213964	October 26, 1982
HOGAN EDGE	1558180	September 26, 1989
HOGAN EDGE	1743988	December 29, 1992
HOGAN H40 AND DESIGN	1855297	September 20, 1994
HOGAN STAR (stylized)	746854	March 19, 1963
HONOR	1853703	September 13, 1994
HURRICANE	1682438	April 7, 1992
ICEMAN	1736770	December 1, 1992
IMAGE PAC	1606503	July 17, 1990
IN XCESS (stylized)	1775346	June 8, 1993
INNERGLOVE LINER	2246838	May 18, 1999
INTIMIDATOR	1116430	April 10, 1979
INTIMIDATOR	1888593	April 11, 1995
INTIMIDATOR	2037862	February 11, 1997
IMTIMIDATOR	2196316	October 13, 1998
INTREPID	1687208	May 12, 1992
INTREPID	1854746	September 20, 1994
INTREPID	2107397	October 21, 1997

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
J5-J	1559133	October 3, 1989
J5-Y	1559132	October 3, 1989
J5PW	1943872	December 26, 1995
J5V	504173	November 23, 1948
JAM SESSION	1544632	June 20, 1989
KILLSHOT	1801611	October 26, 1993
KRO-FLITE	375087	February 6, 1940
LAST-BILT AND DESIGN	525953	June 6, 1950
LE SPORT	1254914	October 18, 1983
LEADER	1057792	February 1, 1977
LEGACY	1026881	December 9, 1975
LEGACY	1208711	September 14, 1982
LEGACY (stylized)	1816970	January 18, 1994
LEGACY (stylized)	2102440	October 7, 1998
LEGACY LIGHT (stylized)	1820014	February 8, 1994
LEGACY AND DESIGN	2193362	October 6, 1998
LEGEND	1053000	November 16, 1976
LIMITED FLITE	1776648	June 15, 1993
LOB WEDGE	1570491	December 5, 1989
LONG FLITE	1100886	August 29, 1978
LUMINA	1602541	June 19, 1990
M AND DESIGN	1230028	March 8, 1983

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
MAGNA	2144731	March 17, 1998
MAGNA-W	1974262	May 14, 1996
MAGNUM PLUS	1642166	April 23, 1991
MAGNA DISTANCE	2213069	December 22, 1998
MAJESTY	1918905	September 12, 1995
MARQUIS	1301900	October 23, 1984
MATCH PLAY	1164756	August 11, 1981
MATCH-GRUV	1947646	January 9, 1996
MEAN STREAK	1958052	February 20, 1996
MEDALLION	2034393	January 28, 1997
MICRO GROOVE	2124507	December 23, 1997
MICRO MINI	1569986	December 5, 1989
MID WEDGE	1855293	September 20, 1994
MOLITOR	1101600	September 5, 1978
MOLITOR	1963306	March 19, 1996
MUNDI	2184695	August 25, 1998
NOSTALGIA	2058217	April 29, 1997
NYLON PRO	1744111	December 29, 1992
P-12	1774332	June 1, 1993
PAR FLITE (stylized)	523335	April 4, 1950
PARADOX	1777306	June 15, 1993
PARADOX	2034403	January 28, 1997

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
PERFORMANCE FLEX	1820708	February 8, 1994
PERSIMMONITE	799067	November 23, 1965
PIN FLITE (stylized)	1118869	May 22, 1979
PLUS	1575215	January 2, 1990
POLY-TECH	2189076	September 15, 1998
POLYMIRACLE	706269	October 25, 1960
POWER ASSAULT 103	1732141	November 10, 1992
POWER BALANCED	1810916	December 14, 1993
POWER PLAY	1445345	June 30, 1987
POWER PLAY	1829909	April 5, 1994
POWER PLAY	1959638	March 5, 1996
POWER THRUST	746868	March 19, 1963
POWER WEIGHTED	507626	March 15, 1949
POWER-ACTION	695596	April 5, 1960
POWER-FLITE	1151136	April 14, 1981
POWER-PLAY	695594	April 5, 1960
POWER-SHAFT	695595	April 5, 1960
POWER-STAR	695597	April 5, 1960
PRIMELINE – OIL LEATHER	2118011	December 2, 1997
PRO CALIBER	1479200	March 1, 1988
PRO CALIBER	1559067	October 3, 1989
PRO CALIBER	1854744	September 20, 1994

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
PRO CRAFTED	695593	April 5, 1960
PRO EX AND DESIGN	2213066	December 22, 1998
PRO EXTREME	1775957	June 8, 1993
PRO EXTREME	1900781	June 20, 1995
PRO FLITE	691610	January 19, 1960
PRO FLITE	1173451	October 13, 1981
PRO FLITE	1163887	August 4, 1981
PRO GRIND	1870686	December 27, 1994
PRO IMPACT	1922241	September 26, 1995
PRO SERVE	1809360	December 7, 1993
PRO-C1	1851580	August 30, 1994
PRO-F1	1854747	September 20, 1994
PRO-FLITE	1465621	November 17, 1987
PRO-FLITE	1810917	December 14, 1993
PRO-OFFSET	2037441	February 11, 1997
PROFESSIONAL II	1360830	September 17, 1985
PULSAR	2027806	December 31, 1996
QUICK SPIN	1779747	June 29, 1993
RADAR	1751968	February 9, 1993
RADIAL TRACTION	1141394	November 11, 1980
REBEL	862337	December 24, 1968
RED ACE	2213205	December 22, 1998

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
REBEL	1513711	November 22, 1988
RELENTLESS	1782173	July 13, 1993
RENEGADE	1549247	July 25, 1989
RENEGADE	1919931	September 19, 1995
REVERSE SUNBURST PATTERN	1966764	April 9, 1996
RIVAL	1931064	October 31, 1995
S (stylized)	1164743	August 11, 1981
S AND DESIGN	1115720	March 27, 1979
SB	1792746	September 14, 1993
SB-12L	1504121	September 13, 1988
SBC-11	1774331	June 1, 1993
SCRATCH GUARD	2026051	December 24, 1996
SENSATHANE	1483684	April 5, 1988
SERVER'S CHOICE	1437438	April 21, 1987
SHOCK SORB2 PALM PAD (stylized)	1771596	May 18, 1993
SKILL BUILDER	2079297	July 15, 1997
SKILL BUILDER	1765326	April 13, 1993
SKILL BUILDERS	1496890	July 19, 1988
SKILL BUILDERS SERIES	1446627	July 7, 1997
SKILL BUILDERS PRO-PACK	1813019	December 21, 1993
SKY-FLITE	1233762	April 5, 1983
SLIDER (block form)	1161128	July 14, 1981

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
SMASH BASH	1777322	June 15, 1993
SMASHER	1650863	July 16, 1991
SMASHER	1772481	May 18, 1993
SMASHER	1841926	June 28, 1994
SOFTBALL SERIOUS	2155392	May 5, 1998
SOFTCATCH	1706972	August 11, 1992
SOFTIE	1774333	June 1, 1993
SP1	2038952	February 18, 1997
SPALDEEN	1182302	December 15, 1981
SPALDING (stylized)	524419	April 25, 1950
SPALDING (stylized)	56737	October 16, 1906
SPALDING (stylized)	63796	July 9, 1907
SPALDING (stylized)	64046	July 23, 1907
SPALDING (stylized)	525022	May 9, 1950
SPALDING (stylized)	1112317	January 30, 1979
SPALDING (stylized)	1114031	February 27, 1979
SPALDING (stylized)	1111341	January 16, 1979
SPALDING (stylized)	1123994	August 14, 1979
SPALDING (stylized)	1123995	August 14, 1979
SPALDING (stylized)	1124100	August 14, 1979
SPALDING (stylized)	1124518	August 28, 1979
SPALDING (stylized)	1127936	December 18, 1979

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
SPALDING (stylized)	1170489	September 22, 1981
SPALDING (stylized)	1111273	January 16, 1979
SPALDING (stylized)	1124518	August 28, 1979
SPALDING (stylized)	1733311	November 17, 1992
SPALDING (stylized)	1141836	November 25, 1980
SPALDING (stylized)	1124064	August 14, 1979
SPALDING (stylized)	1123994	August 14, 1979
SPALDING (stylized)	1111226	January 16, 1979
SPALDING (stylized)	1111144	January 16, 1979
SPALDING (stylized)	1146601	February 3, 1981
SPALDING (stylized)	1111283	January 16, 1979
SPALDING	1140736	October 21, 1980
SPALDING (stylized)	1214167	October 26, 1982
SPALDING (stylized)	1747214	January 19, 1993
SPALDING (stylized)	1856249	September 27, 1994
SPALDING (stylized)	2030481	January 14, 1997
SPALDING (stylized)	1964585	March 26, 1996
SPALDING (stylized)	1920897	September 19, 1995
SPALDING (stylized)	1880728	February 28, 1995
SPALDING (stylized)	2194531	October 13, 1998
SPALDING (stylized)	2026277	December 31, 1996
SPALDING (stylized)	2023726	December 17, 1996

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
SPALDING (stylized)	2154082	April 28, 1998
SPALDING (stylized)	2078615	July 16, 1997
SPALDING (stylized)	1884803	March 21, 1995
SPALDING AND DESIGN	1107418	November 28, 1978
SPALDING (stylized)	1951892	January 23, 1996
SPALDING AND DESIGN	2015904	November 12, 1996
SPALDING (stylized)	1215979	November 9, 1982
SPALDING AND DESIGN	1192209	March 16, 1982
SPALDING AND DESIGN	1188800	February 2, 1982
SPALDING AND DESIGN	1224899	January 25, 1983
SPALDING AND DESIGN	1181337	December 8, 1981
SPALDING AND DESIGN	1181116	December 8, 1981
SP ALDING AND DESIGN	1383153	February 18, 1986
SPALDING AND DESIGN	1219255	December 7, 1982
SPALDING BUSINESS PRODUCTS	2116846	November 25, 1997
SPALDING FOR KIDS	1168503	September 8, 1981
SPALDING INTENSE TRAINING PRODUCTS AND DESIGN	2163998	June 9, 1998
SPALDING LONG DISTANCE II	2075799	July 1, 1997
SPALDING AND DESIGN	525021	May 9, 1950
SPALDING PROFESSIONAL	2226055	February 23, 1999
SPALDING SOCCER AND DESIGN	2085868	August 5, 1997

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
SPALDING AND DESIGN	1114511	March 6, 1979
SPALDING AND DESIGN	63798	July 9, 1907
SPECIAL 51 K-GRIND	1927899	October 17, 1995
SPECIAL-S1	1927900	October 17, 1995
SPEED SLOT AND DESIGN	746196	March 5, 1963
SPEED-FLITE	1386909	March 18, 1986
SPOILER	2241265	April 20, 1999
SPIRAL BALANCED	1810112	December 7, 1993
SPORTS REFRESHER	1933468	November 7, 1995
SQUASH POWER	1201304	July 13, 1982
STABILITES	2000345	September 10, 1996
STABILIZER	1136884	June 10, 1980
STABLEAIR (stylized)	1690827	June 2, 1992
STABLEAIR 42K	1798788	October 12, 1993
STABLEAIR GLIDE	1890592	April 18, 1995
STABLEAIR PRO AND DESIGN	2214210	December 29, 1998
STABLEAIR STANCHION	1890591	April 18, 1995
STABLEAIR ULTIMA	1890593	April 18, 1995
STABLEAIR VO2	1896982	May 30, 1995
STADIUM SERIES	1953938	February 6, 1996
STOPPER JR.	1841924	June 28, 1994
STRATA	2184452	August 25, 1998

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
STRATA TOUR	2178991	August 4, 1998
STRATA-FLITE	1362151	September 24, 1985
STRATA-FLITE II	1963307	March 19, 1996
MISCELLANEOUS DESIGN	1105166	October 31, 1978
STS-CT	2077611	July 8, 1997
SUN JET	1280836	June 5, 1984
SUPER HEAT	1888617	April 11, 1995
SUPER RANGE	1077984	November 22, 1977
SUPER-FLITE	1047329	August 31, 1976
SUPER-FLITE	1461114	October 13, 1987
SURE FLITE	1363575	October 1, 1985
SURE-IN	1847416	July 26, 1994
SURE-OUT	1020613	September 16, 1975
SWISHER	1116434	April 10, 1979
SWT	1975347	May 21, 1996
T AND DESIGN	2209265	December 8, 1998
T-PLUS	1840658	June 21, 1994
TAPERED TOE	1947786	January 9, 1996
TECHLEX	1328891	April 2, 1985
TEE-FLITE	1679513	March 17, 1992
TF ALL-WEATHER 18S	2045869	March 18, 1997
TF-500	2083382	July 29, 1997

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
TF-TRAINER	2024175	December 17, 1996
TF1	1956548	February 13, 1996
TFCT	1956549	February 13, 1996
TFFM	1956546	February 13, 1996
THE "DIFFERENCE"	1185928	January 12, 1982
THE GAME OF CIVILIZATIONS	2043445	March 11, 1997
THE LONGEST BALLS	1457600	September 15, 1987
THE MARK OF EXCELLENCE	1452681	August 11, 1987
THE MOST PLAYED NAME IN GOLF	2143147	March 10, 1998
THE CLASSIC	1511093	November 1, 1988
THE ENCOUNTER	1743985	December 29, 1992
THE ACE	1841923	June 28, 1994
THE MOST PRECISE BALL IN GOLF	1774785	June 1, 1993
THE QUAKE	1736768	December 1, 1992
THE STOPPER	1437442	April 21, 1987
THE WORLD'S 1 ST BASEBALL COMPANY	1810293	December 7, 1993
THUNDER	1751389	February 9, 1993
THUNDER	1826404	March 15, 1994
THUNDER AND DESIGN	1852476	September 6, 1994
THUNDER AND DESIGN	1761444	March 30, 1993
THUNDER BLUE	1365716	October 15, 1985

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
THUNDER BLUE HEAT	1708408	August 18, 1992
THUNDER HEAT	1776651	June 15, 1993
THUNDER HEAT	1891760	April 25, 1995
THUNDER HEAT	2003589	September 24, 1996
THUNDER HEAT SERIES	2013205	November 5, 1996
THUNDER RED	1365715	October 15, 1985
THUNDER RED HEAT	1708410	August 18, 1992
THUNDER WHITE	1365717	October 15, 1985
THUNDER WHITE HEAT	1708409	August 18, 1992
TIP OFF	1736772	December 1, 1992
TITANIUM AND DESIGN	2013832	November 5, 1996
TITANIUM 400	2226052	February 23, 1999
TOP CHOICE	1773068	May 25, 1993
TOP FLITE L.C.	1242197	June 14, 1983
TOP FLITE PLUS II	1604831	July 3, 1990
TOP-FLITE	505779	January 18, 1949
TOP-FLITE	1598772	May 29, 1990
TOP-FLITE	1907878	July 25, 1995
TOP-FLITE	1841927	June 28, 1994
TOP-FLITE	2082753	July 29, 1997
TOP-FLITE AND DESIGN	1910241	August 8, 1995
TOP-FLITE AND DESIGN	2173628	July 14, 1998

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
TOP-FLITE	2082753	July 29, 1997
TOP-FLITE 100	1059421	February 15, 1977
TOP-FLITE 100	2152493	April 21, 1998
TOP-FLITE 1000	1893674	May 9, 1995
TOP-FLITE 18	1516523	December 13, 1988
TOP-FLITE AND DESIGN	2110566	November 4, 1997
TOP-FLITE EXP	2180710	August 11, 1998
TOP-FLITE HOT XL (stylized)	2180942	August 11, 1998
TOP-FLITE II	1483678	April 5, 1988
TOP-FLITE MAGNA	1841934	June 28, 1994
TOP-FLITE MAGNA	1973319	May 7, 1996
TOP-FLITE MAGNA EX	2177087	July 28, 1998
TOP-FLITE MAGNA EX-W	2098070	September 16, 1997
TOP-FLITE MAGNA SERIES	1823835	February 22, 1994
TOP-FLITE PLUS	1395892	June 3, 1986
TOP-FLITE PLUS	1678669	March 10, 1992
TOP-FLITE PRO	2004042	October 1, 1996
TOP-FLITE SB	1841925	June 28, 1994
TOP-FLITE TL 3000	2108715	October 28, 1997
TOP-FLITE TL 4000	2038943	February 18, 1997
TOP-FLITE TOUR	1768142	April 27, 1993
TOP-FLITE TOUR SD	2080640	July 22, 1997

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
TOP-FLITE XL	1181280	December 8, 1981
TOP-FLITE XL II	1575230	January 2, 1990
TOT-FLITE	1920999	September 19, 1995
TOUR 1000	1482504	March 29, 1988
TOUR IMPACT	2207390	December 1, 1998
TOUR FLITE	1183978	December 29, 1981
TOUR LINE	2209264	December 8, 1998
TOUR FLITE 18	2059701	May 6, 1997
TOUR WEDGE BeCu (stylized)	1765989	April 20, 1993
TOUR XD	1756179	March 2, 1993
TOUR XL 100	1918109	September 12, 1995
TOUR XL 90	1918110	September 12, 1995
TOURNAMENT PLUS II	1771597	May 18, 1993
TRANS WEIGHTED	1778534	June 22, 1993
TREMOR	1751966	February 9, 1993
TRIPLE DOUBLE	1869753	December 27, 1994
TROPHY (stylized)	508504	April 12, 1949
TROPHY	691209	January 12, 1960
TRUE FLITE	1129351	January 15, 1980
TURFMOBILE	700892	July 12, 1960
TYPHOON	1757662	March 9, 1993
ULTIMA	1437440	April 21, 1987

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
ULTIMA	1753316	February 16, 1993
ULTIMA 120	1926972	October 17, 1995
ULTIMA 130	1926971	October 17, 1995
ULTIMA 135	1926970	October 17, 1995
ULTIMA SERIES	1806226	November 23, 1993
ULTIMA SERIES	1847780	August 2, 1994
ULTIMA TL 3000	1836929	May 17, 1994
ULTIMA XL	1937905	November 28, 1995
UNI-CORE	1115366	March 20, 1979
VECTOR	1183111	December 22, 1981
VOLCANO	1744662	January 5, 1993
WEATHER-TECH	1746451	January 12, 1993
WH-12	1976840	May 28, 1996
WHITE ACE	1602560	June 19, 1990
WHITE LIGHTNING AND DESIGN	1170406	September 22, 1981
WINDJAMMER	1183977	December 29, 1981
WORLDPRO	1054783	December 21, 1976
WORLD PRO	1895188	May 23, 1995
WORLD PRO	1984610	July 2, 1996
WORLD PRO 94	1833930	May 3, 1994
WS OFFICIAL WOMEN'S BALL AND DESIGN	2010269	October 22, 1996

<u>TRADEMARK</u>	<u>REG.NO.</u>	<u>REG.DT</u>
WS AND DESIGN	2195051	October 13, 1998
WS-12	1776649	June 15, 1993
WS-WOMEN'S SPORTS SERIES SPALDING WOMEN'S SPORTS INNERGLOVE FIT SYSTEM AND DESIGN	2195055	October 13, 1998
WS11	1774330	June 1, 1993
WT-11ND	1776647	June 15, 1993
WT-12-ND	1774329	June 1, 1993
X-OUTS (stylized)	1872099	January 3, 1995
XENON	2045135	March 11, 1997
XL 4	1179365	November 24, 1981
XL W	2032599	January 21, 1997
XPS-200	2160126	May 26, 1998
YOUNGSTAR (stylized)	506690	February 15, 1949
MISCELLANEOUS DESIGN	1352939	August 6, 1985
Z-BALATA	2081846	July 22, 1997
Z-BALATA 100	2084254	July 29, 1997
Z-BALATA 90	2000238	September 10, 1996
ZI/O (stylized)	2038948	February 18, 1997
ZINTHANE	1449888	July 28, 1987
ZK	2211244	December 15, 1998
ZK-COMPOSITE	1889358	April 11, 1995
ZK-COMPOSITE	2049843	April 1, 1997

TRADEMARK

REG.NO.

REG.DT

ZLS	1742379	December 22, 1992
ZS-BALATA	2170897	July 7, 1998
ZYLIN	2199501	October 27, 1998

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LISCO, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SPALDING SPORTS WORLDWIDE, INC." UNDER THE NAME OF "SPALDING SPORTS WORLDWIDE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1998, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2036360 8100M

981379285

AUTHENTICATION: 9331968

DATE: 10-01-98

TRADEMARK
REEL: 001919 FRAME: 0827

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
LISCO, INC.
INTO
SPALDING SPORTS WORLDWIDE, INC.**

The undersigned, SPALDING SPORTS WORLDWIDE, INC. a Delaware corporation (the "Surviving Corporation"), hereby certifies as follows:

FIRST: The name and state of incorporation of each of the constituent corporations in the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Spalding Sports Worldwide, Inc.	Delaware
Lisco, Inc.	Delaware

SECOND: The Surviving Corporation is the parent corporation of Lisco, Inc. ("Lisco") and owns one hundred percent (100%) of the outstanding shares of Lisco stock.

THIRD: To effectuate the merger between the respective constituent corporations, the Surviving Corporation has elected to file its Certificate of Ownership and Merger, in accordance with Sections 103 and 253 of the General Corporation Law of the State of Delaware.

FOURTH: A copy of the Surviving Corporation's Board Resolution, adopted September 18, 1998, which authorizes the merger of the constituent corporations, is attached hereto and incorporated by this reference as Exhibit "A".

FIFTH: The name of the Surviving Corporation shall remain Spalding Sports Worldwide, Inc.

SIXTH: The Certificate of Incorporation of the Surviving Corporation shall remain unchanged.

SEVENTH: The merger shall become effective at the close of business on September 30, 1998.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Ownership and Merger to be executed by an authorized officer on the date indicated below.

Dated:

September 18, 1998

SPALDING SPORTS WORLDWIDE, INC.

(Corporate Seal)

By Kevin T. Martin
Kevin T. Martin, President and CEO

ATTEST

Robert K. Adikes
Robert K. Adikes, Secretary

UNANIMOUS WRITTEN CONSENT OF DIRECTORS
OF SPALDING SPORTS WORLDWIDE, INC.

The undersigned, being all of the Directors of Spalding Sports Worldwide, Inc., a Delaware corporation (the "Corporation"), do hereby consent to the adoption of the following resolutions:

RESOLVED that Lisco, Inc. ("Lisco"), a wholly owned subsidiary of the Corporation, be merged into the Corporation (the "Merger"), pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") and that all of Lisco's property, rights, privileges, and other miscellaneous assets be transferred to the Corporation, and all of Lisco's obligations and liabilities be assumed by the Corporation, pursuant to Section 259 of the DGCL;

FURTHER RESOLVED that the Corporation is the surviving corporation in the Merger;

FURTHER RESOLVED that the Merger become effective at the time specified in the Certificate of Ownership and Merger which shall incorporate these resolutions as Exhibit "A";

FURTHER RESOLVED that the proper officers of the Corporation are authorized to make, execute and acknowledge, on behalf of the Corporation, a Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware;

FURTHER RESOLVED that at any time prior to filing the Certificate of Ownership and Merger with the Secretary of State of Delaware, it may be amended or terminated by the Corporation's board of directors;

FURTHER RESOLVED that the proper officers of the Corporation are hereby authorized, in the name of and in behalf of the Corporation, to take any and all actions required to effectuate the Merger; and

FURTHER RESOLVED that all prior actions taken by any officer or director of the Corporation in furtherance of and consistent with the matters authorized by these resolutions, are hereby authorized, approved, ratified and confirmed.

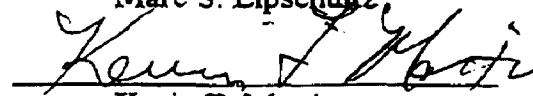
Dated: September 18, 1998


 Michael T. Tokarz

Dated: September 18, 1998


 Marc S. Lipschultz

Dated: September 18, 1998


 Kevin T. Martin

BOARD RESOLUTION
OF
LISCO, INC.

Pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, the undersigned, being all of the directors of Lisco, Inc., a Delaware corporation (the "Corporation"), hereby adopt by unanimous written consent the following resolutions:

RESOLVED that the Corporation, a wholly owned subsidiary of Spalding Sports Worldwide, Inc. ("Spalding"), be merged into Spalding (the "Merger"), pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") and that all of the Corporation's property, rights, privileges, and other miscellaneous assets be transferred to Spalding, pursuant to Section 259 of the DGCL;

FURTHER RESOLVED that the Corporation shall cease to exist following the Merger into Spalding;

FURTHER RESOLVED that the Merger become effective at the close of business on September 30, 1998;

FURTHER RESOLVED that the proper officers of the Corporation are authorized to make, execute and acknowledge, on behalf of the Corporation, any and all documents required to effectuate the merger and the withdrawal of the Corporation from all jurisdictions in which it is qualified to conduct business;

FURTHER RESOLVED that all prior actions taken by any officer or director of the Corporation in furtherance of and consistent with the matters authorized by these resolutions, are hereby authorized, approved, ratified and confirmed.

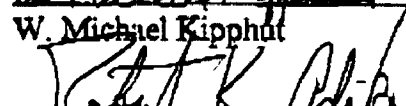
Date: September 18, 1998


Paul L. Whiting

Date: September 18, 1998


W. Michael Kipphut

Date: September 18, 1998


Robert K. Adikes