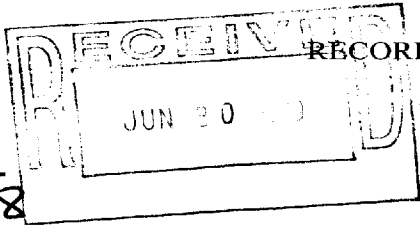


1-31:92



11-23-1999



101179254

Patent and Trademark Office

CORR
6-30-98

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>City Sports, Inc. 35 Concord Street North Reading, MA 01864</p> <p> <input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporate-State - Massachusetts <input type="checkbox"/> Other _____ </p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>The CIT Group/Credit Finance, Inc.</u></p> <p>Internal Address: <u>21st Floor</u></p> <p>Street Address: <u>1211 Avenue of the Americas</u></p> <p>City: <u>New York</u> State: <u>NY</u> ZIP: <u>10036</u></p> <p> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporate-State _____ <input type="checkbox"/> Other _____ </p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Corrected assignment cover sheet to delete #1,562,798 recorded at Reel/Frame 1878/0609 and replace it with #1,562,788</u> Execution Date: _____ </p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p> <p>B. Trademark registration No.(s) <u>1,562,788</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Andrea H. Levenson, Paralegal</u> Internal Address: <u>STRADLEY RONON STEVENS & YOUNG, LLP</u></p> <p>Street Address: <u>2600 ONE COMMERCE SQUARE</u></p> <p>City: <u>PHILADELPHIA</u> State: <u>PA</u> ZIP: <u>19103</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41):..... \$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account </p> <p>8. Deposit account number: <u>NOT APPLICABLE</u> (Attach duplicate copy of this page if paying by deposit account)</p>

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.

Andrea H. Levenson
Person Signing

Andrea H. Levenson
Signature

6/28/99
Date

Total number of pages comprising cover sheet: 1

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

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Box Assignments
Washington, D.C. 20231

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07/06/1999 DNGUYEN 00000100 1562788
01 FC:481 40.00 OP

TRADEMARK Doc. #214139

REEL: 001961 FRAME: 0948

1-31-92

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OPR/FINANCE
101004895

Patent and Trademark Office

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3-30-99

<p>1. Name of conveying party(ies):</p> <p>City Sports, Inc. 35 Concord Street North Reading, MA 01864</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporate-State - Massachusetts <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>The CIT Group/Credit Finance, Inc.</u></p> <p>Internal Address: <u>21st Floor</u></p> <p>Street Address: <u>1211 Avenue of the Americas</u></p> <p>City: <u>New York</u> State: <u>NY</u> ZIP: <u>10036</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporate-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: _____</p>	<p>B. Trademark registration No.(s) <u>2,181,673</u> <u>1,562,798</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>74-611,143</u> <u>74-635,892</u></p>	<p>6. Total number of applications and registrations involved: <u>4</u></p> <p>7. Total fee (37 CFR 3.41):..... <u>\$115.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>NOT APPLICABLE</u> (Attach duplicate copy of this page if paying by deposit account)</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Andrea H. Levenson, Paralegal</u> Internal Address: <u>STRADLEY RONON STEVENS & YOUNG, LLP</u></p> <p>Street Address: <u>2600 ONE COMMERCE SQUARE</u></p> <p>City: <u>PHILADELPHIA</u> State: <u>PA</u> ZIP: <u>19103</u></p>	<p>DO NOT USE THIS SPACE</p> <p>01 FC:481 02 FC:482</p> <p>40.00 OP 75.00 OP</p>

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.

Andrea H. Levenson
Person Signing

Andrea H. Levenson
Signature

3/27/99
Date

Total number of pages comprising cover sheet: 1

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

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SCHEDULE 1-A

U.S. Registered Trademarks

Mark	Registration #	Effective Date	Expiration Date
City Sports	2,181,673	08/18/98	08/18/08
City Sports	1,562,798	10/24/89	10/24/09

AHL
6/28/12

* See
here
for
correction

U.S. Applications

Mark	Serial No.	App. Date	Comment
Urban Athlete	74-611,143	12/14/94	Pending
Urban Athletic Company	74-635,892	02/17/95	Pending

Foreign Registered Trademarks

Mark	Registration #	Effective Date	Expiration Date
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NONE

State Registered Trademarks

Mark	State	Registration #	Effective Date	Expiration Date
City Sports	MA	54303	08/03/97	08/03/07

SCHEDULE 1-B

Common Law Trademarks

<u>Trademark</u>	<u>Date of First Use</u>	<u>Comment</u>
	NONE	

Common Law Trade Names

<u>Trade Name</u>	<u>Date of First Use</u>	<u>Comment</u>
	NONE	

Security Agreement

Trademarks

WHEREAS, CITY SPORTS, INC., a Massachusetts corporation (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed in Schedule 1-A attached hereto and made a part hereof, which trademarks are registered or pending registration in the United States Patent and Trademark Office, and has adopted, used and is using the common law trademarks and trade names listed in Schedule 1-B attached hereto and made a part hereof (collectively, the "Trademarks");

WHEREAS, Assignor is obligated to THE CIT GROUP/CREDIT FINANCE, INC., a Delaware corporation (herein referred to as "Assignee"), and has entered into a Trademark and Patent Security Agreement dated the date hereof (the "Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has granted to Assignee a security interest in, and mortgage on, all right, title and interest to Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof, all as more fully described in the Agreement (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Agreement;


NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 1211 Avenue of the Americas, New York, New York 10036.

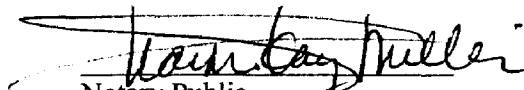
IN WITNESS WHEREOF, Assignor has caused this Security Agreement to be duly executed by its duly authorized officer this 16th day of March, 1999.

CITY SPORTS, INC.

By: 
Name: Michael R. Kennedy.
Title: Chief Executive Officer

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

On this 16th day of March, 1999, before me personally came Michael R. Kennedy, to me known, who being duly sworn, did depose and say, that he is the Chief Executive Officer of City Sports, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.


Notary Public

SHARON KAY MILLER
Notary Public, State of New York
No. 41-4922738
Qualified in Queens County
Commission Expires April 4, 2000

SPECIAL POWER OF ATTORNEY

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

KNOW ALL MEN BY THESE PRESENTS, that CITY SPORTS, INC., having an office at 35 Concord Street, North Reading, Massachusetts, 01864 (hereinafter "**Borrower**"), hereby appoints and constitutes THE CIT GROUP/CREDIT FINANCE, INC. ("**Lender**"), and each officer thereof, its true and lawful attorney, with full power of substitution and with full power and authority to perform the following acts on behalf of Borrower:

1. Execution and delivery of any and all agreements, documents, instruments of assignment, or other papers which Lender, in its sole discretion, deems necessary or advisable for the purpose of assigning, selling, or otherwise disposing of all of right, title, and interest of Borrower in and to any trademarks or patents and all registrations, recordings, reissues, continuations, continuations-in-part, extensions, and renewals thereof, or for the purpose of recording, registering and filing of, or accomplishing any other formality with respect to the foregoing.

2. Execution and delivery of any and all documents, statements, certificates or other papers which Lender, in its sole discretion, deems necessary or advisable to further the purposes described in subparagraph 1 hereof.

This Power of Attorney is made pursuant and subject to a Trademark and Patent Security Agreement between Borrower and Lender of even date herewith (the "**Security Agreement**") and may not be revoked until indefeasible payment in full of all Borrower's "**Obligations**", as such term is defined in the Security Agreement.

Dated: March 18, 1999

CITY SPORTS, INC.

By: 
Michael R. Kennedy, Chief Executive Officer

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

On this 16th day of March, 1999, before me personally came Michael R. Kennedy, to me known, who being duly sworn, did depose and say, that he is the Chief Executive Officer of City Sports, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.


Notary Public

SHARON KAY MILLER
Notary Public, State of New York
No. 41-4922738
Qualified in Queens County
Commission Expires April 4, 2000

Doc. #173388 v.02

TRADEMARK
REEL: 001961 FRAME: 0953



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

JUNE 15, 1999

PTAS
STRADLEY RONON STEVENS & YOUNG LLP
ANDREA H. LEVENSON, PARALEGAL
2600 ONE COMMERCE SQUARE
PHILADELPHIA, PA 19103



101004895A

**UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT**

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 03/30/1999

REEL/FRAME: 1878/0609
NUMBER OF PAGES: 5

BRIEF: SECURITY INTEREST

ASSIGNOR:
CITY SPORTS, INC.

DOC DATE: 03/16/1999
CITIZENSHIP: MASSACHUSETTS
ENTITY: CORPORATION

ASSIGNEE:
CIT GROUP/CREDIT FINANCE, INC.,
THE
1211 AVENUE OF THE AMERICAS
21ST FLOOR
NEW YORK, NEW YORK 10036

CITIZENSHIP:
ENTITY: CORPORATION

APPLICATION NUMBER: 74611143
REGISTRATION NUMBER:

FILING DATE: 12/14/1994
ISSUE DATE:

MARK: URBAN ATHLETE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

**TRADEMARK
REEL: 001961 FRAME: 0954**

APPLICATION NUMBER: 74635892
REGISTRATION NUMBER:

FILING DATE: 02/17/1995
ISSUE DATE:

MARK: URBAN ATHLETIC COMPANY
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74684080
REGISTRATION NUMBER: 2181673

FILING DATE: 06/05/1995
ISSUE DATE: 08/18/1998

MARK: CITY SPORTS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73782455
REGISTRATION NUMBER: 1562798

FILING DATE: 02/22/1989
ISSUE DATE: 10/24/1989

MARK: CREPE A LA CARTE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

JEEVON JONES, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS