

11-08-1999

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PTO-1594



101194129

FORM COVER SHEET
MARKS ONLY

To the Assistant Commissioner for Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Dick's Sporting Goods, Inc.

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

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

2. Name and address of receiving party(ies):

Dick's Asset Management Corp.
300 Delaware Avenue, Suite 548
Wilmington, DE 19801

10-29-99

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

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Assignment Agreement

Execution Date: October 14, 1999

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) and address(es) attached? Yes No

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

A. Trademark Application No. (s):

74/540,666 75/501,510 75/631,600 75/658,352
74/540,682 75/520,819 75/631,601 75/658,354
75/102,771 75/520,820 75/658,351 75/703,801
75/148,071 75/626,959 75/658,352 75/725,726
75/368,611 75/631,374

B. Trademark Registration No. (s):

1,534,790



10-29-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #64

Additional number(s) attached? Yes No

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

Hugh D. Jaeger, Reg. No. 27,270
Hugh D. Jaeger, P.A.
1000 Superior Blvd., Suite 302
Wayzata, MN 55391-1873
Telephone: 612-475-1880
Facsimile: 612-475-2930

6. Total number of applications and registrations involved: 19

7. Total fee (37 CFR 3.41)

\$ 490.00

Enclosed
 Authorized to be charged any shortages to deposit account No. 10-0230.

8. Deposit Account Number:

DO NOT USE THIS SPACE

11/05/1999 NTHA11 00000218 74540666

01 FC-401 Statement and signature. 40.00 OP
02 FC-482 450.00 OP

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.

Hugh D. Jaeger
Hugh D. Jaeger

10-28-99
Date

Total number of pages including cover sheet, attachments, and document: 7

ASSIGNMENT AGREEMENT

THIS ASSIGNMENT AGREEMENT ("Assignment Agreement"), is made this 14th day of October, 1999, by and between Dick's Sporting Goods, Inc., a Delaware corporation ("Assignor"), with principal offices located at 200 Industry Drive, Pittsburgh, Pennsylvania 15275, and Dick's Asset Management Corp., a Delaware corporation ("Assignee"), located at 300 Delaware Avenue, Suite 548, Wilmington, Delaware 19801.

BACKGROUND

The background of this Assignment Agreement is that the parties hereto entered into an Assignment Agreement, dated as of March 1, 1998 (the "Assignment Agreement"), under which Assignor agreed to transfer to Assignee all of its ownership, right, title and interest in certain trademarks, tradenames and service marks, together with all rights to registration thereof and all pending applications for registration therefor.

The parties hereto now wish to transfer to Assignee all of Assignor's ownership, right, title and interest in certain additional trademarks, tradenames and service marks (collectively referred to as the "Additional Trademarks"), together with all rights to registration thereof and all pending applications for registration therefor, as more particularly described on Exhibit A attached hereto. Furthermore, all rights transferred to Assignee pursuant to this Assignment Agreement will be deemed a contribution to the capital of Assignee.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and the mutual promises and covenants made herein, and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

(A) Assignor does hereby assign, transfer and convey unto Assignee all ownership, right, title and interest in and to the Additional Trademarks, together with all rights to registration thereof and all pending applications for registration therefor, as more particularly described on Exhibit A attached hereto.

(B) Assignee hereby assumes all liabilities and obligations in connection with the assignment described in Paragraph (A) hereof, except as otherwise agreed in writing by the parties.

(C) Assignor agrees to take whatever further action is deemed necessary or appropriate by Assignee to properly and completely effect the transfer of the Additional Trademarks to Assignee and to establish full custody of the Additional Trademarks by Assignee.

(D) This Assignment Agreement shall be governed by the laws of the State of Delaware, without reference to its conflicts of law principles.

(E) This Assignment Agreement may be executed in original or facsimile counterparts, which together shall constitute one original.

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**EXHIBIT A
TO
ASSIGNMENT AGREEMENT**

ADDITIONAL TRADEMARKS

[See Attached]

TRADEMARKS

U.S. Serial No.	File Date	U.S. TM Reg. No.	TM Reg. Date	Trademark	Status
73/727,422	05/09/88	1,534,790	04/11/89	DICK'S CLOTHING & SPORTING GOODS & DESIGN	Cancelled (at client's request)
74/540,666	06/21/94	0,000,000	00/00/00	OUTDOOR DEPARTMENT STORE	Abandoned (at client's request)
74/540,682	06/21/94	0,000,000	00/00/00	FITNESS GEAR	Abandoned (at client's request)
75/102,771	05/13/96	2,047,833	03/25/97	ADIRONDACK TRADING CO & LOGO	Registered
75/148,071	08/12/96	0,000,000	00/00/00	WE LOVE SPORTS AS MUCH AS YOU DO	Notice of Allowance
75/368,611	10/06/97	0,000,000	00/00/00	SPORTS SCENE & LOGO	Under Appeal
75/501,510	06/12/98	0,000,000	00/00/00	DICK'S SPORTING GOODS & DESIGN	Pending - amendment filed 07/29/99
75/520,819	07/17/98	0,000,000	00/00/00	GET INVOLVED & LOGO	Pending - amendment filed 08/26/99
75/520,820	07/17/98	0,000,000	00/00/00	GET INVOLVED	Pending - amendment filed 08/26/99
75/626,959	01/25/99	0,000,000	00/00/00	THE ULTIMATE ONLINE SPORTING	Pending - amendment due 02/17/00
75/631,374	02/01/99	0,000,000	00/00/00	DSGSPORTS.COM & LOGO	Pending - amendment due 02/23/00
75/631,600	02/01/99	0,000,000	00/00/00	DICKSPORTS.COM & LOGO	Pending - amendment due 02/26/00
75/631,601	02/01/99	0,000,000	00/00/00	DICKSPORTINGGOODS.COM & LOGO	Pending - amendment due 02/26/00
75/658,351	03/11/99	0,000,000	00/00/00	DICKS	Pending - amendment due 02/26/00
75/658,352	03/11/99	0,000,000	0/00/00	DICK'S	Pending - amendment due 02/26/00
75/658,353	03/11/99	0,000,000	00/00/00	DICKS.COM	Pending - amendment due 02/29/00
75/658,354	03/11/99	0,000,000	00/00/00	DICK'S.COM	Pending - amendment due 02/29/00
75/703,801	05/24/99	0,000,00000	00/00/00	DSPORTS.COM	Pending
75/725,726	06/09/99	0,000,000	00/00/00	ONE CLICK AND YOU'RE IN THE GAME	Pending

ACCEPTANCE OF ASSIGNMENT AGREEMENT

THE UNDERSIGNED, Assignee, intending to be legally bound hereby, has executed and does hereby accept this Assignment Agreement as of the date first set forth above.

DICK'S ASSET MANAGEMENT CORP.

By: Gordon W. Stewart
Gordon W. Stewart
Secretary

STATE OF DELAWARE)
) ss.
COUNTY OF NEW CASTLE)

SIGNED before me on October 18th, 1999 by Gordon W. Stewart, Secretary of Dick's Asset Management Corp., a Delaware corporation, on behalf of the corporation.

Maura K. Perkins
Name: Maura K. Perkins
Notary Public

Maura K. Perkins, Notary Public
State of Delaware
My Commission Expires April 8 2003
[SEAL]