

06-06-2000

TRADEMARK



101374666

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

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Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger  
Effective Date  
Month Day Year  
9/13/1996

Change of Name

Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name (line 1) Hibbett Sporting Goods, Inc.

Formerly \_\_\_\_\_

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Alabama

Receiving Party

Mark if additional names of receiving parties attached

Name Hibbett Sporting Goods, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 451 Industrial Lane

Address (line 2) Birmingham Alabama 35211  
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

FOR OFFICE USE ONLY

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**Domestic Representative Name and Address**

Enter for the first Receiving party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document # including any attachments.

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

**Number of Properties**

Enter the total number of properties involved. #

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes

No

**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. Charges to deposit account are authorized, as indicated herein.*

Caroline G. Chicoine

Name of Person Signing

Signature

5/31/2000

Date

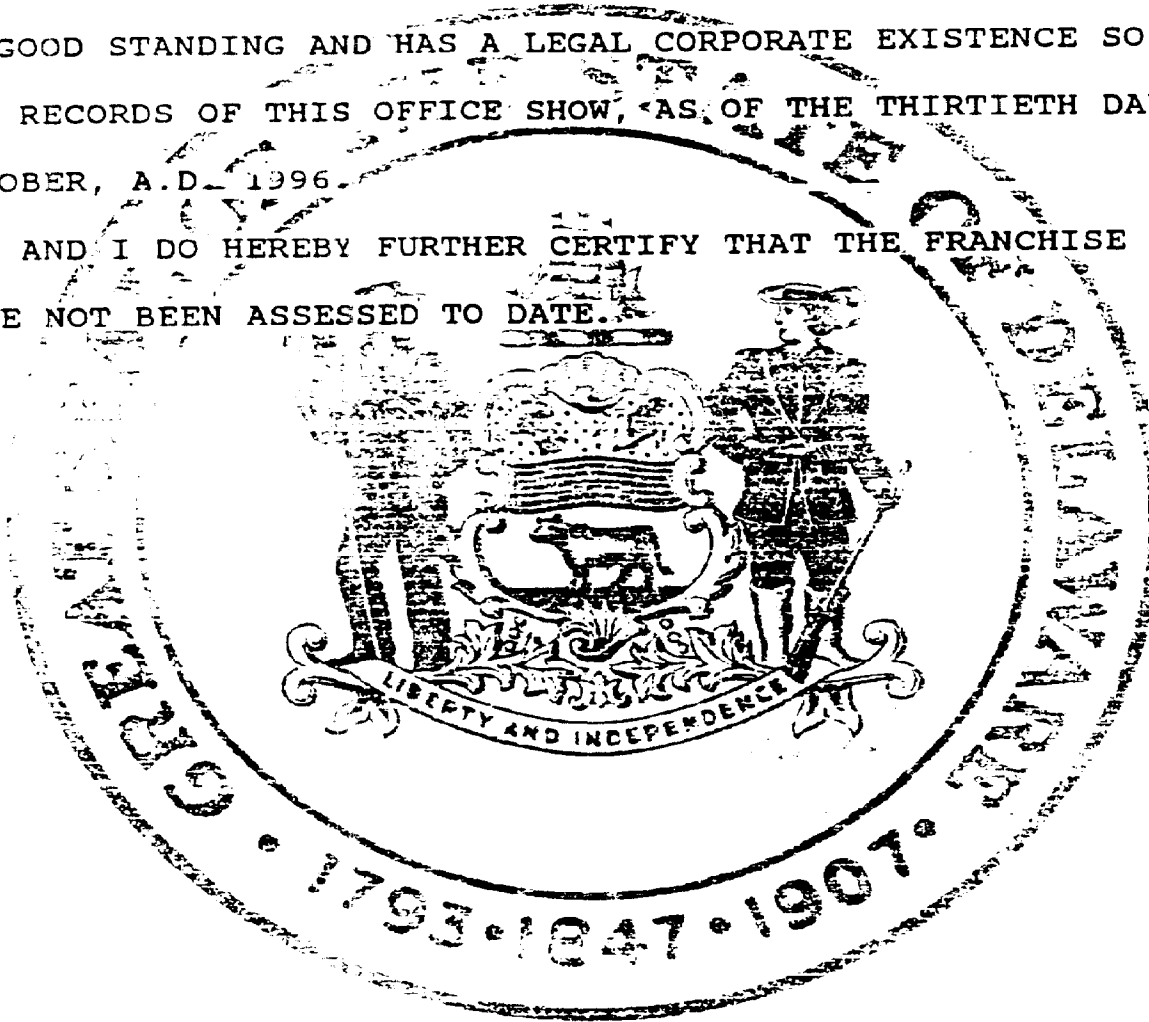
State of Delaware

Office of the Secretary of State

SECRET

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HIBBETT SPORTING GOODS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8169852

DATE: TRADEMARK 6

REEL: 002083 FRAME: 0596

PLAN OF MERGER AS OF SEPTEMBER 13, 1996

Section 1. The Merger.

On the Effective Date (as hereinafter defined), Hibbett Sporting Goods, Inc., an Alabama corporation ("Hibbett"), shall be merged (the "Merger") with and into Transitional Sporting Goods Company, a new wholly owned subsidiary of Hibbett to be formed under Delaware law ("Delaware Subsidiary"). The Delaware Subsidiary, which upon the effectiveness of the Merger shall change its name to "Hibbett Sporting Goods, Inc.", shall be the surviving corporation and shall continue to be governed by the laws of the State of Delaware. The separate existence of Hibbett shall cease as soon as the Merger shall become effective, and thereupon Hibbett and the Delaware Subsidiary shall be a single corporation (herein the "Surviving Corporation" whenever reference is made to it as of the Effective Date or thereafter).

Section 2. Effective Date.

The Merger shall become effective upon filing of an appropriate Certificate of Merger or Certificate of Ownership and Merger pursuant to Section 103 of the General Corporation Law of the State of Delaware. The date and the time upon which the Merger becomes effective shall be referred to herein as the "Effective Date."

Section 3. Surviving Corporation.

(a) The Certificate of Incorporation of the Delaware Subsidiary shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

(b) The By-Laws of the Delaware Subsidiary shall continue in full force and effect as the By-Laws of the Surviving Corporation.

(c) The directors and officers of the Delaware Subsidiary shall continue in office as the directors and officers of the Surviving Corporation.

(d) The Surviving Corporation shall assume all the liabilities and obligations of Hibbett.

**Section 4. Capital Stock.**

On the Effective Date, (a) each share of Common Stock, par value \$0.01 per share, of Hibbett ("Hibbett Alabama Common Stock") issued and outstanding immediately prior to the Effective Date shall be converted by the Merger and without any action on the part of the holder thereof into one share of Common Stock, par value \$0.01 per share, of the Surviving Corporation ("Hibbett Delaware Common Stock"), (b) each such share of Hibbett Delaware Common Stock issued upon conversion shall be fully paid and non-assessable and (c) all shares of Common Stock, par value \$0.01 per share, of the Delaware Subsidiary outstanding immediately prior to Effective Date shall be canceled. The issued and outstanding shares of Hibbett Alabama Common Stock so converted shall cease to exist as such and shall only exist as issued and outstanding shares of Hibbett Delaware Common Stock. From the Effective Date, each certificate representing shares of Hibbett Alabama Common Stock shall represent the same number of shares of Hibbett Delaware Common Stock, and, upon surrender of any such stock certificate to the Surviving Corporation, a stockholder shall be issued a new stock certificate representing the same number of shares of Hibbett Delaware Common Stock.

Dated as of October 4, 1996.

ATTEST:

HIBBETT SPORTING GOODS, INC.,  
an Alabama corporation

By: Maxine B. Martin  
Maxine Martin  
Its Secretary

By: Michael J. Newsome  
Michael J. Newsome  
Its President

ATTEST:

TRANSITIONAL SPORTING GOODS COMPANY,  
a Delaware corporation

By: Maxine B. Martin  
Maxine Martin  
Its Secretary

By: Michael J. Newsome  
Michael J. Newsome  
Its President

THIS INSTRUMENT PREPARED BY:

Gregory S. Curran, Esq.  
Balch & Bingham  
Post Office Box 306  
Birmingham, Alabama 35201  
(205)226-3459

Exhibit A                      Plan of Merger