

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gart Bros. Sporting Goods Company		12/24/2003	CORPORATION: COLORADO

RECEIVING PARTY DATA	
Name:	TSA Stores, Inc.
Street Address:	1050 West Hampden Avenue
City:	Englewood
State/Country:	COLORADO
Postal Code:	80110
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 38

Property Type	Number	Word Mark
Registration Number:	0946381	ALPINE DESIGN
Registration Number:	2748078	ALPINE DESIGN
Registration Number:	2747925	ALPINE DESIGN
Registration Number:	1835859	GART BROS. SPORTING GOODS COMPANY
Registration Number:	1858027	GART SPORTS
Registration Number:	1899378	GART SPORTS
Registration Number:	1857058	GART SPORTS SUPERSTORE
Registration Number:	1856061	GOTTA GET TO GARTS!
Registration Number:	1119680	SLALOM
Registration Number:	1053452	SNIAGRAB
Registration Number:	1464035	SPORTSCASTLE
Registration Number:	1991595	SS SLALOM SPORTS
Registration Number:	1991596	SS SLALOM SPORTS
Serial Number:	76313622	BIG DADDY'S SNOWBOARD EMPORIUMS

CH \$965.00 0946381

Serial Number:	76509069	EXERFORCE
Serial Number:	76425928	DRI-LOGIC
Serial Number:	76425927	
Serial Number:	76382227	OXIDE
Serial Number:	76407194	DRI-LOGIC
Serial Number:	76371794	ALPINE DESIGN
Serial Number:	76371734	
Serial Number:	76370683	LIVE THE CHALLENGE
Serial Number:	76417120	HYDRO-LOGIC
Registration Number:	2145991	60,000 KINDS OF ADRENALINE
Registration Number:	1089902	
Registration Number:	2120599	LX
Registration Number:	2216868	OUTFITTERS
Registration Number:	1792513	OUTFITTERS
Registration Number:	2749845	OUTFITTERS EXPEDITION
Registration Number:	2652089	PERFORMANCE OUTFITTERS
Registration Number:	2334094	PLAY! BUY! PLAY!
Registration Number:	2167073	SHOPPING ANYWHERE ELSE IS POINTLESS
Registration Number:	1455882	SPORTMART
Registration Number:	2053803	SPORTMART
Registration Number:	0973290	SPORTMART
Registration Number:	2155749	SURF SOUL OUTFITTERS
Registration Number:	2086744	THE NEXT STEP
Serial Number:	76341746	SPORTMART EXPRESS

CORRESPONDENCE DATA

Fax Number: (248)594-0610

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2485940629

Email: tmdocketing@raderfishman.com

Correspondent Name: Rader, Fishman & Grauer, PLLC

Address Line 1: 39533 Woodward Avenue

Address Line 2: Suite 140

Address Line 4: Bloomfield Hills, MICHIGAN 48304

ATTORNEY DOCKET NUMBER:

64635-0535

NAME OF SUBMITTER:

Michael A. Lisi, Esq.

Total Attachments: 4

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Delaware

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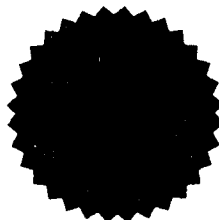
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GART BROS. SPORTING GOODS COMPANY", A COLORADO CORPORATION,
"OSHMANN'S SPORTING GOODS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "TSA STORES, INC." UNDER THE NAME OF "TSA STORES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2003, AT 2:14 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003, AT 11:30 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2124514 8100M

030836029

AUTHENTICATION: 2848979

DATE: 01-05-04

TRADEMARK
REEL: 002788 FRAME: 0827

CERTIFICATE OF MERGER
OF
OSHMAN'S SPORTING GOODS, INC.
(a Delaware corporation)
AND
GART BROS. SPORTING GOODS COMPANY
(a Colorado corporation)
WITH AND INTO
TSA STORES, INC.
(a Delaware corporation)

To the Secretary of State
State of Delaware

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(a) Oshman's Sporting Goods, Inc., which is incorporated under the laws of the State of Delaware ("Oshman's");

(b) Gart Bros. Sporting Goods Company, which is incorporated under the laws of the State of Colorado ("Gart"); and

(c) TSA Stores, Inc., which is incorporated under the laws of the State of Delaware ("TSA Stores").

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of Oshman's, Gart and TSA Stores in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law, and by Oshman's and TSA Stores in the manner provided in Section 251 of the General Corporation Law of the State of Delaware and by Gart in accordance with the laws of the State of Colorado.

3. The name of the surviving corporation in the merger herein certified is TSA Stores, Inc., a Delaware corporation, which will continue its existence as the surviving corporation under its present name upon the merger pursuant to the provisions of the laws of the State of Delaware.

4. The certificate of incorporation of TSA Stores, as now in force and effect, shall continue to be the certificate of incorporation until amended and changed pursuant to the provisions of the laws of the State of Delaware.

5. The executed Agreement and Plan of Merger between Oshman's, Gart and TSA Stores is on file at an office of TSA Stores, the address of which is as follows: 1050 West Hampden Avenue, Englewood, Colorado 80110.

6. A copy of the Agreement and Plan of Merger will be furnished by TSA Stores, on request, and without cost, to any stockholder of each of TSA Stores, Gart or Oshman's.


7. The authorized capital stock of Gart Bros. Sporting Goods Company consists of 1,000 shares without par value.

8. The Agreement and Plan of Merger provides that the merger herein certified shall be effective on December 31, 2003 at 11:30 p.m. Eastern Standard Time insofar as the General Corporation Law of the State of Delaware shall govern said effective date.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has executed this Certificate on December
24, 2003.

TSA STORES, INC., a Delaware corporation

By: 
Name: Neen E. Hasselstein
Title: Executive Vice President
and General Counsel