

TRADEMARKS AND LICENSES SECURITY AGREEMENT

THIS AGREEMENT OF SECURITY INTEREST IN TRADEMARKS AND LICENSES (this "Agreement") is made as of is made as of September³⁰, 2003, by and between AcuSport Corporation, an Ohio corporation, having an office at One Hunter Place, Bellefontaine, OH 43311 ("Grantor") and KEYBANK NATIONAL ASSOCIATION, a national banking association, having an office at 127 Public Square, Cleveland, Ohio 44114.

RECITALS

A. Grantor is the owner of certain trademarks listed in Exhibit A attached to this Agreement.

B. Grantor has entered into that certain Credit and Security Agreement dated as of September³⁰, 2003 (as from time to time amended, modified or supplemented, the "Credit Agreement"), among the Grantor as borrower (the "Borrower"), the Lenders which are signatories thereto (the "Lenders"), KeyBank National Association, as Administrative Agent and letter of credit issuer (the "LC Issuer"), pursuant to which, upon the satisfaction by the Grantor of certain terms and conditions contained therein, the Lenders and the LC Issuer (collectively the "Loan Parties") will make certain advances and other financial accommodations available to the Grantor.

C. Pursuant to the Credit Agreement, Grantor has agreed to grant the Administrative Agent for the benefit of the Loan Parties, a security interest in all of its right, title and interest in and to the trademarks described in Exhibit A, and the goodwill symbolized by such trademarks (the "Goodwill") as collateral security for the Obligations (as defined in the Credit Agreement).

D. Grantor is the owner of the entire right, title and interest in the trademarks and Goodwill which are the subject hereof.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, Grantor hereby:

1. Grants to the Administrative Agent, for the benefit of the Loan Parties, as security for the Obligations, a security interest in and to the trademarks listed in Exhibit A and to the Goodwill, and a security interest in and to all trademarks and Goodwill acquired by Grantor after the date hereof;

2. Grants to the Administrative Agent, for the benefit of the Loan Parties, as

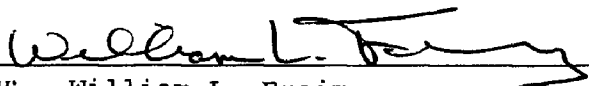
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security for the Obligations, a security interest in and to any license agreements in which Grantor is or becomes licensed to use know-how, a patent, copyright, mask work, semi-conductor chip product, trademark, trade secret or other proprietary right (except to the extent that such license agreements grant licenses which by their terms may not be assigned or otherwise transferred or encumbered by the Grantor, as specified as of the date hereof on Exhibit B and from time to time thereafter); and

3. Authorizes and requests the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments to note in the record the existence of the security interest granted hereunder with respect to each of the trademarks listed in Exhibit A and, subject to any restrictions on assignment and the granting of liens thereon, to the Goodwill and to all trademarks and Goodwill acquired by Grantor after the date hereof.

IN WITNESS WHEREOF, Grantor has caused this Agreement to be signed by its authorized officer and duly attested the day and year first above written.

ACUSPORT CORPORATION
("GRANTOR")


By: William L. Fraim
Its: Chairman and Chief Executive Officer

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF Ohio)
) ss:
COUNTY OF Montgomery

On this 30th day of September, 2003, before me personally came William Z. Faruk, to me known, who, being duly sworn, did depose and state that [s]he is the Chairman and Chief Executive Officer of AcuSport Corporation, the corporation described in and which executed the above instrument; and that [s]he signed [her]his name thereto by order of the Board of Directors of said corporation.

Lisa A. Tames
Notary Public

[SEAL]

My commission expires: 10-6-04



LISA A. TAMES, Notary Public
In and for the State of Ohio
My Commission Expires Oct. 6, 2004

EXHIBIT A
TO TRADEMARKS AND LICENSING SECURITY AGREEMENT

Trademark	Registration Number	Registration Date
AcuSport	2598649	July 23, 2002
AcuSport (stylized)	1588271	March 20, 1990

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