

RECORDED AS OF 11/5/03



102878884

To the Honorable Commissioner of Pat

ched original documents or copy thereof.

1. Name of conveying party(ies):
THE SPORTS AUTHORITY MICHIGAN, INC.
1050 West Hampden Avenue
Englewood, CO 80110

- Individuals(s)
- General Partnership
- Corporation-State of Michigan
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)
Name: **The CIT Group/Business Credit, Inc., as Agent**
Internal Address:
Street Address: **300 South Grand Avenue**
Third Floor

City: **Los Angeles** State: **CA** ZIP: **90071**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of New York
- Other

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) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: August 4, 2003

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

A. Trademark Application No.(s)

.COOL.NOW (Appl. No. 76/143,626)

B. Trademark Registration No.(s)

900 SERIES (Reg. No. 2,705,093)

Additional numbers attached? Yes No

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

Mrs. Kim Walker
Name: **Buchalter, Nemer, Fields & Younger**

Internal Address: _____

Street Address: **601 South Figueroa Street, 24th Floor**
City: **Los Angeles** State: **California** ZIP: **90017**

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ **3790⁰⁰**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0052

(Attach duplicate copy of this page if paying by deposit account)

04/21/2005 DBYRNE 00000055 200052 76143626

01 FC:8521 40.00 DA

02 FC:8522 3750.00 DA

03 FC:8523 120.00 DA

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.

MRS. KIM WALKER

Name of Person Signing

Christine Wilson

Kim Walker

Signature

Christine Wilson

Oct. 15, 2003

Date

Total number of pages including cover sheet, attachments, and document: 16

Schedule 1 to the TRADEMARK COLLATERAL ASSIGNMENT

TRADEMARKS

Trademark	Application or Registration Date	Application Serial No. or Registration No.
.COOL.NOW	10/10/00	76/143,626
900 SERIES	4/8/03	2,705,093
AQUAFORM	5/23/00	76/054,341
AQUARIUM AUTHORITY	3/10/98	2,141,699
AQUARIUM AUTHORITY & DESIGN	3/24/98	2,145,645
ASK THE AUTHORITY	6/10/03	2,724,117
ASPIRE	10/8/02	78/172,244
AUTHORITY	6/24/97	2,074,354
	7/12/83	1,245,417
AUTOGRAPH AUTHORITY	3/28/00	2,335,979
BASKETBALL AUTHORITY	6/24/97	2,074,358
BE A SPORTS AUTHORITY A FUN & FITNESS FIELDTRIP AND DESIGN	11/12/02	2,650,597
CALIFORNIA SPIRIT	10/19/00	76/149,933
CALIFORNIA SPIRIT (RE- FILE OF 64613-0248)	6/9/03	78/259,978
CELEBRITY COACH'S CORNER & DESIGN	5/13/03	2,716,136
CO2	8/12/03	2,750,920
	1/27/03	78/207,412
COME IN AND PLAY	11/15/01	76/338,667
COME OUT AND PLAY	6/24/03	2,729,853
COOL. NOW.	9/26/00	76/135,838

DESIGN (RUNNING FIGURE IN CIRCLE)	12/13/01	76/348,853
ESTERO	4/9/02	2,560,142
EXERCISE AUTHORITY	7/22/97	2,082,095
FISHING AUTHORITY	6/24/97	2,074,356
FIT AND TRIM	3/25/03	2,701,052
FITNESS AUTHORITY	7/15/97	2,079,864
	9/26/00	76/135,841
FITNESS AUTHORITY & DESIGN	9/26/00	76/135,840
FLEXTURE	10/10/00	2,393,131
FOOTWEAR AUTHORITY	7/22/97	2,082,096
FOR THE LOVE OF PLAY	9/30/02	78/169,332
FREE PLAY	9/30/02	78/169,328
GEAR FOR U & DESIGN	7/8/03	78/271,682
GET OUT AND EXPLORE	6/18/03	78/264,124
GET OUT AND GET WILD	6/18/03	78/264,108
GET OUT AND PLAY	9/7/00	76/124,181
	3/27/02	76/388,828
GET OUT AND PLAY (Stylized)	12/13/01	76/348,855
GET OUT AND SWING	6/18/03	78/264,126
GLADIATOR	5/7/02	2,568,451
GOLF AUTHORITY	6/24/97	2,074,359
GOLF DAY	2/8/83	1,226,392
GOLF DAY	7/8/03	2,734,173
GOLF DAY & DESIGN	7/8/03	2,734,174

GRIP TIGHT	4/9/02	2,560,385
HEALTH AUTHORITY	7/23/02	78/146,625
HOCKEY AUTHORITY	7/15/97	2,079,866
HOT NEW NOW	11/20/01	2,509,079
HUNTING AUTHORITY	6/24/97	2,074,357
HYDROMATIC	12/4/01	76/344,926
IN-LINE SKATE AUTHORITY	6/24/97	2,074,353
ISPORT	9/27/99	75/808,312
JUST PLAY MORE	4/26/02	76/400,897
KICK IT UP	9/26/00	76/135,839
KNEE AID	12/22/02	2,667,388
LEAGUE AUTHORITY	5/23/00	76/054,340
MAIL AUTHORITY	10/12/99	2,284,347
MARINE AUTHORITY	7/15/97	2,079,867
MASSE	11/19/02	2,652,454
MUSCLE AUTHORITY	3/28/00	2,335,185
NORTHPOINT	7/16/01	76/285,514
OCEAN RIDGE	11/12/02	2,650,405
OUTDOOR AUTHORITY	5/23/00	2,352,137
OUTERWEAR AUTHORITY	7/1/97	2,076,213
PARKSIDE	4/15/03	2,707,513
PARTS AUTHORITY	8/7/01	2,475,988
PET AUTHORITY	3/9/99	2,229,807
PLAY FREE	9/23/02	78/166,876
PLAY MORE	7/26/01	76/291,615
POWER & AUTHORITY	10/5/99	2,282,414

PREPARE YOURSELF	7/28/98	2,176,490
PRO STYLE	6/9/03	78/259,989
PRO V2	8/19/03	2,753,632
	6/13/03	78/262,236
	2/25/03	2,690,197
ROLLER CRUISER II	7/23/02	2,599,107
RUNNING AUTHORITY	7/22/97	2,082,097
SHOE & APPAREL AUTHORITY	6/24/97	2,074,352
SPORTS AUTHORITY	2/11/03	2,685,959
	2/28/89	1,527,526
SPORTS AUTHORITY & DESIGN (PERSON VERTICAL)	6/27/02	78/139,418
SPORTS AUTHORITY & DESIGN (PERSON)	10/23/02	78/177,518
	5/1/03	78/244,523
SPORTS AUTHORITY (Stylized)	12/17/02	2,662,719
	12/13/01	76/348,854
SPORTS AUTHORITY FOOD, SPIRIT & SPORTS & DESIGN	7/1/97	2,074,782
SPORTS AUTHORITY LTD.	10/21/97	2,108,004
SPORTSAUTHORITY.COM	12/18/01	2,520,657
TEAM SPORTS AUTHORITY	6/24/97	2,074,355
TENNIS AUTHORITY	7/1/97	2,076,214
THE ADVENTURE AUTHORITY	6/20/03	78/265,257
THE AFFILIATE AUTHORITY	11/27/01	2,512,438

THE AUTHORITY FOR MOMS	2/20/02	76/372,984
THE AUTHORITY ON SPORTING GOODS	9/30/97	2,101,178
THE BALL AUTHORITY	9/4/01	2,484,185
THE BASEBALL AUTHORITY	6/20/03	78/265,245
THE BEACH AUTHORITY	6/27/02	78/139,422
THE BICYCLE AUTHORITY	9/24/96	2,003,381
THE CAMPING AUTHORITY	6/20/03	78/265,263
THE DIVE AUTHORITY	2/11/03	2,685,972
THE FITNESS AUTHORITY THE LAST WORD IN FITNESS & DESIGN	9/16/97	2,096,403
	9/23/97	2,098,608
THE FOOTBALL AUTHORITY	6/20/03	78/265,253
THE GAMES AUTHORITY	6/20/03	78/265,241
THE GIFT AUTHORITY	9/9/02	78/161,887
THE HEALTH AUTHORITY	7/23/02	78/146,633
THE KNIFE AUTHORITY (RE-FILE OF 64613-0011)	6/9/03	78/259,985
THE LOW PRICE AUTHORITY	11/21/95	1,937,000
THE MATTRESS AUTHORITY	9/7/99	2,275,400
THE OUTLET AUTHORITY	7/23/02	2,599,156
THE PAINTBALL AUTHORITY	1/7/03	2,671,702
THE PLAY AUTHORITY	4/8/03	2,705,328
THE SADDLE AUTHORITY	8/7/01	2,474,730
THE SKI AUTHORITY	5/19/92	1,688,221

THE SMOOTHIE AUTHORITY & DESIGN	8/3/99	2,267,567
THE SOCCER AUTHORITY	6/20/03	78/265,250
THE SPORTS AUTHORITY	2/15/94	1,821,430
	5/23/00	2,352,166
	6/17/97	2,071,449
	9/30/97	2,102,208
	8/31/99	2,274,172
	6/1/99	2,249,780
	3/21/00	2,333,857
THE SPORTS AUTHORITY & DESIGN	3/7/89	1,529,035
THE SPORTS AUTHORITY DIRECT	3/18/03	2,698,350
THE SPORTS AUTHORITY DIRECT & Design	5/27/03	2,719,929
THE SPORTS AUTHORITY DIRECT YOUR 24/7 SPORTS STORE	9/22/00	76/133,997
THE SPORTS AUTHORITY EXPRESS	11/20/01	76/340,101
THE SPORTS AUTHORITY LIMITED	11/20/01	76/340,100
THE SPORTS AUTHORITY.COM & DESIGN	9/10/02	2,618,333
THESPORTSAUTHORITY .COM	11/28/00	2,409,389
TICKET AUTHORITY	5/10/02	76/405,930
TONE-A-BALL	7/2/02	2,589,751
TONE-A-BAR	7/16/02	2,595,849
TRANQUIL ESCAPES	6/25/02	2,586,553

TROPHY AUTHORITY	8/18/03	78/288,711
TRU-FLIGHT	8/25/03	2,747,769
TSA	11/5/02	2,645,727
TSA ATHLETIC	1/21/03	2,677,639
TSA DRY	4/13/01	78/058,307
TSA TOTAL SPORTS AMERICA & DESIGN	9/24/02	2,626,263
VITAMIN AUTHORITY	10/18/01	76/326,910
WOODBIDGE	5/7/02	2,568,302
YOUR GOLF DAY AUTHORITY	7/8/03	78/271,676
YOUR ONLINE AUTHORITY	7/6/00	76/083,584
YOUR PLAY AUTHORITY	8/28/02	78/158,520
YOUR PLAY TIME PLACE	10/20/00	76/150,758
YOUR SERVICE AUTHORITY	9/23/02	78/166,867
YOUR SPORTING GOODS MEGASTORE	4/22/97	2,056,425
YOUR SUMMER AUTHORITY	7/30/02	2,600,220
YOU'VE NEVER SEEN ANYTHING QUITE LIKE IT	1/28/97	2,034,485

TRADEMARK COLLATERAL ASSIGNMENT

WHEREAS, THE SPORTS AUTHORITY MICHIGAN, INC., a Michigan corporation (herein referred to as "Debtor"), (1) has adopted, used and is using, or (2) has intended to use and filed an application indicating that intention, but has not yet filed an allegation of use under Section l(c) or l(d) of the Trademark Act, or (3) has filed an application based on an intention to use and has since used and has filed an allegation of use under Section l(c) or l(d) of the Trademark Act, the trademarks, trade names, trade styles and service marks listed on the annexed Schedule 1, which trademarks, trade names, trade styles and service marks are registered in the United States Patent and Trademark Office (the "Trademarks"); and

WHEREAS, Debtor has entered into a Financing Agreement dated as of August 4, 2003 (the "Financing Agreement") among the Debtor, The Sports Authority, Inc. and certain subsidiaries of The Sports Authority, Inc. as borrowers, the CIT Group/Business Credit, Inc. as agent for the Lenders (in such capacity, the "Agent"), Fleet Retail Group, Inc. and Bank of America, N.A. as co-syndication agents, Wells Fargo Foothill, LLC as documentation agent and the lenders parties thereto (the "Lenders"). (Capitalized terms have the meanings given such terms in the Financing Agreement.); and

WHEREAS, pursuant to the Financing Agreement, Debtor has granted to the Agent a security interest in all right, title and interest of Debtor in and to the Trademarks, together with all prints and labels on which said Trademarks have appeared or appear, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, and the applications, registrations and recordings in the United States Patent and Trademark Office or in any similar office or agency of the United States of America or any State thereof, all whether now or hereafter owned or licensable by Debtor, and all reissues, extensions or renewals thereof and all proceeds thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further confirm, and put on the public record, its grant to the Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

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

Agent's address is 300 South Grand Avenue, 3rd Floor, Los Angeles, California 90071.

IN WITNESS WHEREOF, Debtor has duly executed or caused this Trademark Collateral Assignment to be duly executed as of August 4, 2003.

THE SPORTS AUTHORITY MICHIGAN, INC.,
a Michigan corporation

By: Tom Wildenberg
Name: Tom Wildenberg
Title: Auth. Signatory

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