

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-----------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------------------|----------|----------------|---------------------------|
| MITCHELL & NESS | | 11/07/2007 | CORPORATION: PENNSYLVANIA |
| MITCHELL & NESS NOSTALGIA COMPANY | | 11/07/2007 | CORPORATION: PENNSYLVANIA |

RECEIVING PARTY DATA

| | |
|-----------------|----------------------------|
| Name: | REEBOK INTERNATIONAL LTD. |
| Street Address: | 1895 J. W. Foster Blvd. |
| City: | Canton |
| State/Country: | MASSACHUSETTS |
| Postal Code: | 02021 |
| Entity Type: | CORPORATION: MASSACHUSETTS |

PROPERTY NUMBERS Total: 9

| Property Type | Number | Word Mark |
|----------------------|----------|----------------------------|
| Registration Number: | 2961371 | DEFINING AUTHENTIC |
| Registration Number: | 2961374 | DEFINING AUTHENTIC |
| Serial Number: | 77063274 | FIRST SLAM DUNK TITLE |
| Registration Number: | 2836695 | MITCHELL & NESS |
| Registration Number: | 2836694 | MITCHELL & NESS |
| Registration Number: | 2845049 | MITCHELL & NESS |
| Registration Number: | 2860283 | MITCHELL & NESS |
| Registration Number: | 2860284 | MITCHELL & NESS |
| Registration Number: | 2955065 | TRADE MARK MITCHELL & NESS |

CORRESPONDENCE DATA

Fax Number: (617)951-7050
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

CH \$240.00 2961371

Phone: (617) 951-7212
Email: richard.griffin@ropesgray.com, erin.dugan@ropesgray.com
Correspondent Name: Richard H. Griffin c/o Ropes & Gray LLP
Address Line 1: One International Place
Address Line 4: Boston, MASSACHUSETTS 02110

| | |
|-------------------------|--------------------------|
| ATTORNEY DOCKET NUMBER: | RUL-350 |
| NAME OF SUBMITTER: | Richard H. Griffin, Esq. |
| Signature: | /richard griffin/ |
| Date: | 11/09/2007 |

Total Attachments: 9

source=RUL-350#page1.tif
source=RUL-350#page2.tif
source=RUL-350#page3.tif
source=RUL-350#page4.tif
source=RUL-350#page5.tif
source=RUL-350#page6.tif
source=RUL-350#page7.tif
source=RUL-350#page8.tif
source=RUL-350#page9.tif

TRADEMARK ASSIGNMENT

This Trademark Assignment is made and entered into as of November 7, 2007, by and between Mitchell & Ness and Mitchell & Ness Nostalgia Company, each a Pennsylvania corporation ("Assignor"), and Reebok International Ltd., a Massachusetts corporation ("Assignee") (collectively referred to as the "Parties").

WHEREAS, pursuant to the Asset Purchase Agreement between the Parties dated as of October 24, 2007 (the "Agreement"), Assignor has assigned, sold, and transferred all right, title, and interest in the Intellectual Property (as defined by reference therein) throughout the world, including any and all trademarks and trademark applications listed on the attached Schedule 1, and all goodwill of any business associated and connected therewith or symbolized thereby (collectively referred to as the "Trademarks"); and

WHEREAS, pursuant to the Agreement, the Assignee has acquired all right, title and interest in and to the Intellectual Property, including the Trademarks, and the Parties wish to record such acquisition in the U.S. Patent and Trademark Office; and

NOW, THEREFORE, for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. Pursuant to the Agreement, which is incorporated by reference as if fully set forth herein, Assignor hereby assigns to the Assignee all of Assignor's right, title and interest in and to the Trademarks including all proceeds therefrom and the right to bring an action at law or in equity for any infringement, dilution or violation of any of the Trademarks occurring prior to the date hereof, and to collect all damages, settlements and proceeds relating to the Trademarks.

2. Notwithstanding anything to the contrary contained herein, the Trademarks shall not include any trademark application that would be deemed invalidated, canceled or abandoned due to the contribution, assignment and/or conveyance of the Trademarks hereunder, including without limitation all United States trademark applications that are based on an intent-to-use, unless and until such time that the contribution, assignment and/or conveyance will not cause the invalidation, cancellation or abandonment of such trademark application.

3. This Trademark Assignment may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

4. This Trademark Assignment is subject to all the terms and conditions of the Agreement. The Parties intend that this Trademark Assignment is for recordation purposes only and its terms shall not modify the applicable terms and conditions of the Agreement, which govern the Parties' rights and interests in the Intellectual Property.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be duly executed and delivered as of the date first written above.

MITCHELL & NESS

By: Peter Capolino
Name: Peter Capolino
Title: President

MITCHELL & NESS NOSTALGIA COMPANY

By: Peter Capolino
Name: Peter Capolino
Title: President

REEBOK INTERNATIONAL LTD.

By: _____
Name: _____
Title: _____

Trademark Assignment

TRADEMARK

REEL: 003658 FRAME: 0402

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be duly executed and delivered as of the date first written above.


MITCHELL & NESS

By: _____
Name: _____
Title: _____

MITCHELL & NESS NOSTALGIA COMPANY

By: _____
Name: _____
Title: _____


REEBOK INTERNATIONAL LTD.

By: 
Name: Joseph W. Keard
Title: CFO

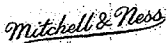


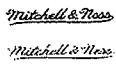
Trademark Assignment


**Schedule 1
Trademarks**


| <u>Trademark</u> | <u>Status</u> | <u>Owner</u> | <u>Serial No.</u> | <u>App. Date</u> | <u>Reg. No.</u> | <u>Reg. Date</u> |
|--|---|--|-------------------|------------------|-----------------|------------------|
| DEFINING AUTHENTIC | REGISTERED (UNITED STATES) | MITCHELL & NESS NOSTALGIA COMPANY PENNSYLVANIA CORPORATION 121 SOUTH BROAD STREET 4TH FLOOR PHILADELPHIA, PENNSYLVANIA 191074914 | 78316085 | 20-Oct-03 | 2961371 | 7-Jun-05 |
| DEFINING AUTHENTIC | REGISTERED (UNITED STATES) | MITCHELL & NESS NOSTALGIA COMPANY PENNSYLVANIA CORPORATION 121 SOUTH BROAD STREET 4TH FLOOR PHILADELPHIA, PENNSYLVANIA 191074914 | 78316091 | 20-Oct-03 | 2961374 | 7-Jun-05 |
| FIRST SLAM DUNK TITLE <i>FIRST SLAM DUNK TITLE</i> | PUBLISHED (PENDING) Intent to Use (UNITED STATES) | MITCHELL & NESS NOSTALGIA COMPANY PENNSYLVANIA CORPORATION 121 SOUTH BROAD STREET 4TH FLOOR PHILADELPHIA, PENNSYLVANIA 19107 | 77063274 | 13-Dec-06 | | |
| MITCHELL & NESS <i>Mitchell & Ness</i> | REGISTERED (UNITED STATES) | MITCHELL & NESS NOSTALGIA COMPANY PENNSYLVANIA CORPORATION 1229 WALNUT STREET PHILADELPHIA, PENNSYLVANIA 191074914 | 78282863 | 4-Aug-03 | 2836695 | 27-Apr-04 |

| <u>Trademark</u> | <u>Status</u> | <u>Owner</u> | <u>Serial No.</u> | <u>App. Date</u> | <u>Reg. No.</u> | <u>Reg. Date</u> |
|--|-------------------------------|---|-------------------|------------------|-----------------|------------------|
| MITCHELL & NESS | REGISTERED (UNITED STATES) | MITCHELL & NESS NOSTALGIA COMPANY PENNSYLVANIA CORPORATION 1229 WALNUT STREET PHILADELPHIA, PENNSYLVANIA 191074914 | 78282844 | 4-Aug-03 | 2836694 | 27-Apr-04 |
| MITCHELL & NESS <i>Mitchell & Ness</i> | REGISTERED (UNITED STATES) | MITCHELL & NESS NOSTALGIA COMPANY PENNSYLVANIA CORPORATION 1229 WALNUT STREET PHILADELPHIA, PENNSYLVANIA 191074914 | 78282205 | 1-Aug-03 | 2845049 | 25-May-04 |
| MITCHELL & NESS | REGISTERED (UNITED STATES) | MITCHELL & NESS NOSTALGIA COMPANY PENNSYLVANIA CORPORATION 1229 WALNUT STREET PHILADELPHIA, PENNSYLVANIA 191074914 | 78272246 | 9-Jul-03 | 2860283 | 6-Jul-04 |
| MITCHELL & NESS <i>Mitchell & Ness</i> | REGISTERED (UNITED STATES) | MITCHELL & NESS NOSTALGIA COMPANY PENNSYLVANIA CORPORATION 1229 WALNUT STREET PHILADELPHIA, PENNSYLVANIA 191074914 | 78272253 | 9-Jul-03 | 2860284 | 6-Jul-04 |
| TRADE MARK MITCHELL & NESS  | REGISTERED (UNITED STATES) | MITCHELL & NESS NOSTALGIA COMPANY PENNSYLVANIA CORPORATION 121 SOUTH BROAD STREET FOURTH FLOOR PHILADELPHIA, PENNSYLVANIA 19107 | 78406930 | 23-Apr-04 | 2955065 | 24-May-05 |

| <u>Trademark</u> | <u>Status</u> | <u>Owner</u> | <u>Serial No.</u> | <u>App. Date</u> | <u>Reg. No.</u> | <u>Reg. Date</u> |
|---|-----------------------------------|---|-------------------|------------------|-----------------|------------------|
| MITCHELL & NESS <i>Mitchell & Ness</i> | REGISTERED (VIRGINIA) | MITCHELL & NESS NOSTALGIA COMPANY PENNSYLVANIA, CORPORATION 121 S. BROAD ST, 4TH FLOOR PHILADELPHIA, PENNSYLVANIA 19107 | | | | 10-DEC- 2004 |
| MITCHELL & NESS | REGISTERED (SOUTH CAROLINA) | MITCHELL & NESS NOSTALGIA COMPANY PENNSYLVANIA, CORPORATION 121 S. BROAD STREET, 4TH FLOOR PHILADELPHIA, PENNSYLVANIA 19107 | | | | 04-JUN- 2004 |
| MITCHELL & NESS | REGISTERED (NEVADA) | MITCHELL & NESS NOSTALGIA COMPANY PENNSYLVANIA, CORPORATION 121 S. BROAD STREET, 4TH FLOOR PHILADELPHIA, PENNSYLVANIA 19107 | | | | 21-APR- 2004 |
| MITCHELL & NESS | REGISTERED (CALIFORNIA) | MITCHELL & NESS NOSTALGIA COMPANY PENNSYLVANIA, CORPORATION 121 S. BROAD STREET, 4TH FLOOR PHILADELPHIA, PENNSYLVANIA 19107 | | | 109477 | 09-SEP- 2003 |
| MITCHELL & NESS | REGISTERED (NORTH CAROLINA) | MITCHELL & NESS NOSTALGIA COMPANY PENNSYLVANIA, CORPORATION 4TH FLOOR 121 S. BROAD STREET PHILADELPHIA, PENNSYLVANIA 19107 | | | 17577 | 08-SEP- 2003 |

| <u>Trademark</u> | <u>Status</u> | <u>Owner</u> | <u>Serial No.</u> | <u>App. Date</u> | <u>Reg. No.</u> | <u>Reg. Date</u> |
|--|-------------------------------|--|-------------------|------------------|-----------------|------------------|
| MITCHELL & NESS  | REGISTERED (NEW JERSEY) | MITCHELL & NESS NOSTALGIA COMPANY PENNSYLVANIA, CORPORATION 121 S. BROAD STREET, 4TH FLOOR PHILADELPHIA, PENNSYLVANIA 19107 | | | 21461 | 05-SEP- 2003 |
| MITCHELL & NESS  | REGISTERED (MASSACHUSETTS) | MITCHELL & NESS NOSTALGIA COMPANY PENNSYLVANIA, CORPORATION 121 S. BROAD STREET, 4TH FLOOR PHILADELPHIA, PENNSYLVANIA 19107 | | | 63345 | 04-SEP- 2003 |
| MITCHELL&NESS TRADE MARK  | REGISTERED (AUSTRALIA) | Mitchell & Ness Nostalgia Company 121 South Broad Street, 4th Floor, Philadelphia, Pennsylvania 19107, US (UNITED STATES OF AMERICA) | 1001091 | 7-May-04 | 1001091 | 7-May-04 |
| MITCHELL & NESS | REGISTERED (AUSTRALIA) | Mitchell & Ness Nostalgia Company 121 S. Broad Street, 4th Floor, Philadelphia, Pennsylvania 19107 US (UNITED STATES OF AMERICA) | 993635 | 16-Mar-04 | 993635 | 16-Mar-04 |
| MITCHELL & NESS  | REGISTERED (AUSTRALIA) | Mitchell & Ness Nostalgia Company 121 S. Broad Street, 4th Floor, Philadelphia, Pennsylvania 19107 US (UNITED STATES OF AMERICA) | 987080 | 2-Feb-04 | 987080 | 2-Feb-04 |

| <u>Trademark</u> | <u>Status</u> | <u>Owner</u> | <u>Serial No.</u> | <u>App. Date</u> | <u>Reg. No.</u> | <u>Reg. Date</u> |
|---|---|---|-------------------|------------------|-----------------|------------------|
| MITCHELL & NESS & Design <i>Mitchell & Ness</i> | ALLOWED (PENDING) (CANADA) | Mitchell & Ness Nostalgia Company, a Pennsylvania corporation 121 S. Broad Street, 4th Floor Philadelphia, Pennsylvania 19107 United States of America | 1212489 | 6-Apr-04 | | |
| MITCHELL & NESS | ALLOWED (PENDING) (CANADA) | Mitchell & Ness Nostalgia Company, a Pennsylvania corporation 121 S. Broad Street, 4th Floor Philadelphia, Pennsylvania United States of America | 1212487 | 6-Apr-04 | | |
| MITCHELL & NESS | REGISTERED (CHINA) | MITCHELL & NESS NOSTALGIA COMPANY US (UNITED STATES OF AMERICA) | 3878370 | 7-Jan-04 | 3878370 | 07-JAN- 2007 |
| MITCHELL & NESS <i>Mitchell & Ness</i> | REGISTERED (CHINA) | MITCHELL & NESS NOSTALGIA COMPANY US (UNITED STATES OF AMERICA) | 3878369 | 7-Jan-04 | 3878369 | 07-JAN- 2007 |
| TRADE MITCHELL&NESS MARK  | REGISTERED (COMMUNITY TRADEMARKS) | Mitchell & Ness Nostalgia Company 4th Floor, 121 S. Broad Street, Philadelphia, PA, 19107 US (UNITED STATES OF AMERICA) | 3820727 | 6-May-04 | 3820727 | 14-Jul-05 |
| MITCHELL & NESS | REGISTERED (COMMUNITY TRADEMARKS) | Mitchell & Ness Nostalgia Company 4th Floor, 121 S. Broad Street, Philadelphia,, PA, 19107 US (UNITED STATES OF AMERICA) | 3713013 | 16-Mar-04 | 3713013 | 26-May-05 |

| <u>Trademark</u> | <u>Status</u> | <u>Owner</u> | <u>Serial No.</u> | <u>App. Date</u> | <u>Reg. No.</u> | <u>Reg. Date</u> |
|---|---|--|---------------------|------------------|-------------------|------------------|
| MITCHELL & NESS <i>Mitchell & Ness</i> | REGISTERED (COMMUNITY TRADEMARKS) | Mitchell & Ness Nostalgia Company 4th Floor, 121 S. Broad Street, Philadelphia,, PA, 19107 US (UNITED STATES OF AMERICA) | 3649316 | 2-Feb-04 | 3649316 | 10-May-05 |
| TRADE MITCHELL&NESS MARK  | REGISTERED (JAPAN) | MITCHELL AND NESS NOSTALGIA CO. PHILADELPHIA PENNSYLVANIA US (UNITED STATES OF AMERICA) | 2004- 044014 | 13-May-04 | 4818064 | 12-Nov-04 |
| MITCHELL & NESS | REGISTERED (JAPAN) | MITCHELL AND NESS NOSTALGIA CO. PHILADELPHIA PENNSYLVANIA US (UNITED STATES OF AMERICA) | 2004- 024227 | 16-Mar-04 | 4809352 | 8-Oct-04 |
| MITCHELL & NESS <i>Mitchell & Ness</i> | REGISTERED (JAPAN) | MITCHELL AND NESS NOSTALGIA CO. PHILADELPHIA PENNSYLVANIA US (UNITED STATES OF AMERICA) | 2004- 008497 | 2-Feb-04 | 4797858 | 27-Aug-04 |
| mitchell & ness <i>Mitchell & Ness</i> | REGISTERED (SOUTH KOREA) | MITCHELL NESS NOSTALGIA COMPANY PHILADELPHIA PENNSYLVANIA U.S.A. US (UNITED STATES OF AMERICA) | 40-2004- 0004206 | 2-Feb-04 | 40063857 20000 | 10-Nov-05 |
| MITCHELL & NESS | REGISTERED (SOUTH KOREA) | MITCHELL NESS NOSTALGIA COMPANY PHILADELPHIA PENNSYLVANIA U.S.A. US (UNITED STATES OF AMERICA) | 40-2004- 0001222 | 9-Jan-04 | 40063914 50000 | 15-Nov-05 |