

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/25/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
City Sports, Inc.		01/25/2011	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	City Sports, Inc.
Street Address:	77 North Washington Street, 5th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02114
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3528269	1983
Registration Number:	3513923	CS
Registration Number:	3487789	CS
Registration Number:	2181673	CITY SPORTS
Registration Number:	1562788	CITY SPORTS
Registration Number:	3305412	CITY SPORTS

CORRESPONDENCE DATA

Fax Number: (617)526-5000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617-526-6448
 Email: janey.davidson@wilmerhale.com
 Correspondent Name: Michael J. Bevilacqua, Esquire
 Address Line 1: Wilmer Cutler Pickering Hale and DorrLLP

OP \$165.00 3528269

900189508

**TRADEMARK
 REEL: 004523 FRAME: 0355**

Address Line 2: 60 State Street
Address Line 4: Boston, MASSACHUSETTS 02109

ATTORNEY DOCKET NUMBER:	2204166123
NAME OF SUBMITTER:	Michael J. Bevilacqua
Signature:	/michael j. bevilacqua/
Date:	04/15/2011

Total Attachments: 4
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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:


"CITY SPORTS, INC.", A MASSACHUSETTS CORPORATION,
WITH AND INTO "CITY SPORTS, INC." UNDER THE NAME OF "CITY SPORTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2011, AT 1:19 O'CLOCK P.M.

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

4775725 8100M

110076768




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8516989

DATE: 01-25-11

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004523 FRAME: 0357

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

City Sports, Inc.
(a Massachusetts corporation)

INTO

City Sports, Inc.
(a Delaware corporation)

City Sports, Inc., a corporation organized and existing under and by virtue of the laws of the Commonwealth of Massachusetts (the "Company"), does hereby certify:

FIRST: That the Company was incorporated on the 10th day of November, 1983 pursuant to the laws of the Commonwealth of Massachusetts and owns all of the outstanding shares of each class of the stock of City Sports, Inc., a Delaware corporation ("City Sports Delaware").

SECOND: That City Sports Delaware was incorporated on the 11th day of January, 2011, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Board of Directors of the Company duly adopted the following votes on November 19, 2009:

VOTED: That it is in the best interest of the Company to be merged with and into City Sports Delaware in accordance with the terms of the Agreement and Plan of Merger between the Company and City Sports Delaware, in the form distributed to the directors in advance of this meeting, a copy of which shall be attached to the minutes of this meeting as Exhibit B (the "Merger Agreement"), including the pro rata issuance of stock of City Sports Delaware to the holders of the stock of City Sports Massachusetts, and that the Company be merged with and into City Sports Delaware pursuant to the terms of the Merger Agreement (the "Merger").

FURTHER VOTED: That, subject to stockholder approval, the Merger Agreement is hereby approved and adopted; and that the Proper Officers hereby are, and each acting

singly hereby is, authorized, on behalf of the Company, to execute and deliver the Merger Agreement.

FOURTH: That the merger has been adopted, approved, certified, executed and acknowledged by the Company in accordance with the laws of the Commonwealth of Massachusetts.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by its authorized officer this 25th day of January, 2011.

CITY SPORTS, INC.

By: /s/ Jeffrey Connor
Name: Jeffrey Connor
Title: President and Chief Executive Officer

[Signature Page to Certificate of Ownership and Merger]