

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Conversion of legal entity

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Golf Galaxy, Inc.		07/30/2010	CORPORATION: MINNESOTA

**RECEIVING PARTY DATA**

<b>Name:</b>	Golf Galaxy, LLC
<b>Street Address:</b>	345 Court Street
<b>City:</b>	Coraopolis
<b>State/Country:</b>	PENNSYLVANIA
<b>Postal Code:</b>	15108
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: MINNESOTA

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Serial Number:	78872480	DEMO AT YOUR DOOR
Serial Number:	78872475	TRY IT ON YOUR OWN TURF
Serial Number:	78872486	BUILD A BETTER GAME
Serial Number:	76016713	RAE'S CREEK
Serial Number:	75890723	RAE'S CREEK
Serial Number:	75926085	OUTWARD 9
Serial Number:	75400058	GOLF GALAXY
Serial Number:	75208819	EVERYTHING FOR THE GAME
Serial Number:	75320959	GOLF GALAXY
Serial Number:	75321285	MILL RIVER GOLF

**CORRESPONDENCE DATA**

Fax Number: (703)836-7419  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (703) 836-6620

OP \$265.00 78872480

Email: bassam.ibrahim@bipc.com  
Correspondent Name: Bassam N. Ibrahim  
Address Line 1: P.O. Box 1404  
Address Line 4: Alexandria, VIRGINIA 22313-1404

ATTORNEY DOCKET NUMBER:	0071197-
NAME OF SUBMITTER:	Bassam N. Ibrahim
Signature:	/Bassam N. Ibrahim/s/
Date:	04/29/2011

Total Attachments: 8  
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State of Minnesota

**SECRETARY OF STATE**

Certificate of Conversion

I, Mark Ritchie, Secretary of State of Minnesota, certify that the documentation required to effectuate a conversion by the entity listed below, from the law designated by the chapter listed below, has been filed in this office on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 302A

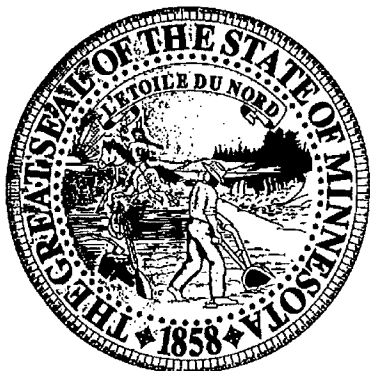
State of Formation and Name of Converting Entity:  
MN: Golf Galaxy, Inc.

After Conversion, Entity is Governed by Minnesota Statutes, Chapter: 322B

State of Formation and Name of Entity after the Effective Date of Conversion:  
MN: Golf Galaxy, LLC

Effective Date of Conversion: 07/30/2010.

This Certificate has been issued on 07/30/2010.



*Mark Ritchie*  
Secretary of State.

TRADEMARK

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State of Minnesota

**SECRETARY OF STATE**

Certificate of Organization

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: Articles of Organization, duly signed, have been filed on this date in the Office of the Secretary of State, for the organization of the following limited liability company, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This limited liability company is now legally organized under the laws of Minnesota.

Name: Golf Galaxy, LLC

Charter Number: 3932353-4

Chapter Formed Under: 322B

This certificate has been issued on 07/30/2010.



*Mark Ritchie*  
Secretary of State.

TRADEMARK

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DC-CV



STATE OF MINNESOTA  
SECRETARY OF STATE  
ARTICLES AND PLAN OF CONVERSION  
Minnesota Corporations & Limited Liability Companies  
Minnesota Statutes, Chapter's 302A & 322B  
Fee \$35.00

Read the instructions before completing this form.

1. Name of the Organization before the Conversion is: (Required)

Golf Galaxy, Inc.

2. Name of the Organization after the Conversion shall be: (Required)

Golf Galaxy, LLC

3. After the Conversion, the Organization shall be a: (Required) (Check one of the following filing types.)

Corporation

Limited Liability Company

4. The Terms and Conditions of the Proposed Conversion are: (Required)

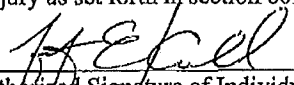
Please see Exhibit A attached hereto and made a part hereof.

5. The manner and basis of converting each ownership interest in the organization immediately before the conversion into ownership interests of the organization immediately after the conversion, in whole or in part, into money or other property is: (Required)

Please see Exhibit A attached hereto and made a part hereof.

6. Include a Copy of the Proposed Articles of Incorporation or Articles of Organization of the Organization after the Conversion, with the Articles and Plan of Conversion. (Required)

7. I certify that the foregoing is true and accurate and that I have the authority to sign this document, and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this under oath.

  
Authorized Signature of Individual on Behalf of the Converting Company (Required)

8. Name, daytime telephone number and e-mail address of contact person:

Jennifer Minter, Esq.

Name

412-562-8444

Phone Number

jennifer.minter@bjpc.com

E-Mail Address

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EXHIBIT A

PLAN OF ENTITY CONVERSION  
OF  
GOLF GALAXY, INC.

Set forth below is the Plan of Entity Conversion (the "Plan") of **GOLF GALAXY, INC.**, a Minnesota corporation (sometimes hereinafter referred to as the "Converting Corporation") organized under the Minnesota Business Corporation Act (the "MBCA"), for the conversion of the Converting Corporation into a Minnesota limited liability company:

1. The Converting Corporation desires to convert (the "Conversion") from a Minnesota corporation to a Minnesota limited liability company organized under the Minnesota Limited Liability Company Act, Section 322B.115, et seq. as amended.

2. The Converting Corporation was formed under the MBCA on December 11, 1995 as a for profit corporation and was governed pursuant to the terms of its Bylaws.

3. The name of the Minnesota limited liability company after the Conversion shall be **Golf Galaxy, LLC** (sometimes hereinafter referred to as the "Resulting Company").

4. Each issued and outstanding share of common stock of the Converting Corporation immediately prior to the effective time of the Conversion (the "Effective Time") which shall occur on the Effective Date as defined below and shall, by virtue of the Conversion and without any action on the part of the holder thereof, be cancelled and converted into an equal number of membership units in the Resulting Company.

5. At the Effective Time, the Bylaws of the Converting Corporation shall be terminated and the Operating Agreement of the Resulting Company, a copy of which is attached as Attachment A (the "Operating Agreement") shall be adopted by the Resulting Company.

6. The Converting Corporation shall file (i) the Articles and Plan of Conversion, and (ii) the Articles of Organization of Golf Galaxy, LLC (copy attached as Attachment B) (collectively, the "Conversion Documents") with the Secretary of State of the State of Minnesota pursuant to Section 302A.681 of the MBCA in order to convert to a Minnesota limited liability company.

7. The business and affairs of the Resulting Company shall be governed and conducted in accordance with the terms and conditions of the Operating Agreement.

8. The Conversion has been duly approved by Dick's Sporting Goods, Inc., (the "Sole Shareholder") and the Board of Directors (the "Board") of the Converting Corporation in accordance with the provisions of Chapter 302A of the MBCA and the Corporation's Bylaws.

9. The Conversion is to become effective on the date of filing of the Conversion Documents with the Secretary of State of the State of Minnesota (the "Effective Date"). Upon

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the Effective Date, all properties, assets and liabilities of the Converting Corporation shall become the properties, assets and liabilities of the Resulting Company.

10. Notwithstanding Sole Shareholder and Board approval of this Plan, this Plan may be terminated at any time prior to the Effective Time by resolution approved by the Sole Shareholder and Board of the Converting Corporation, and, if the Conversion Documents have been filed with the Secretary of State of the State of Minnesota, by the filing of articles of termination.

Attachment A

Operating Agreement Of Golf Galaxy, LLC

The Company's operating agreement is on file at the Company's principal office located at 345 Court Street, Coraopolis, PA 15108.

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**Attachment B**

Articles and Plan of Conversion of Golf Galaxy, LLC  
Articles of Organization of Golf Galaxy, LLC

See attached.

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**MINNESOTA SECRETARY OF STATE  
ARTICLES OF ORGANIZATION FOR  
A LIMITED LIABILITY COMPANY  
MINNESOTA STATUTES CHAPTER 322B**

Filing Fee: \$160.00

**READ THE INSTRUCTIONS BEFORE COMPLETING THIS FORM**

1. Name of Company: Golf Galaxy, LLC  
*(The Company name must include the words Limited Liability Company or the abbreviation LLC)*

2. Registered Office Address: (P.O. Box is Unacceptable)  
380 Jackson Street, Suite 700, St. Paul MN 55101  
Complete Street Address or Rural Route and Rural Route Box Number City State Zip Code

3. Name of Registered Agent (optional): Corporation Service Company

4. Business Mailing Address: (if different from registered office address)  
345 Court Street Coraopolis PA 15108  
Address City State Zip Code

5. Desired Duration of LLC: (in years) \_\_\_\_\_ (If you do not complete this item, a perpetual duration is assumed by law.)

6. Does this LLC own, lease or have any interest in agricultural land or land capable of being farmed?  
(Check One) Yes \_\_\_\_\_ No

7. Name and Address of Organizer(s):

Name (print)	Complete Address			Signature
	Street City	State	Zip	
Timothy E. Kullman	345 Court Street Coraopolis, PA 15108	PA	15108	<i>[Signature]</i>

8. List a name, daytime phone number, and e-mail address of a person who can be contacted about this form.

Jennifer Minter, Esq. (412) 562-8444  
Contact Name Phone Number  
jennifer.minter@bipc.com  
E-Mail Address

**STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED**

**JUL 30 2010**

*Mark Ritchie*  
Secretary of State

*[Handwritten Signature]*

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