

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	01/25/2011		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
City Sports, Inc.		01/25/2011	CORPORATION: MASSACHUSETTS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	City Sports, Inc.		
<b>Street Address:</b>	77 North Washington Street, 5th Floor		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02114		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85179449	C S	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(617)526-5000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	617-526-6448		
<b>Email:</b>	janey.davidson@wilmerhale.com		
<b>Correspondent Name:</b>	Michael J. Bevilacqua, Esquire		
<b>Address Line 1:</b>	Wilmer Cutler Pickering Hale and DorrLLP		
<b>Address Line 2:</b>	60 State Street		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02109		
<b>ATTORNEY DOCKET NUMBER:</b>	2204166123		
<b>NAME OF SUBMITTER:</b>	Michael J. Bevilacqua		

OP \$40.00 85179449

**900192561**

**TRADEMARK  
 REEL: 004546 FRAME: 0530**

Signature:	/michael j. bevilacqua/
Date:	05/24/2011
Total Attachments: 4 source=city sports MA to DE#page1.tif source=city sports MA to DE#page2.tif source=city sports MA to DE#page3.tif source=city sports MA to DE#page4.tif	

# Delaware

PAGE 1

*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.

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8516989

DATE: 01-25-11

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004546 FRAME: 0532

**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]*