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ENT AND TRADEMARK OFFICE  
ENT BRANCH

RECORDED DOCUMENT COVER SHEET

Box Assignment  
Commissioner of Patents and Trademarks  
Washington, D.C. 20231

09/26/01

Dear Sir:

It is respectfully requested that the enclosed document be recorded in the United States Patent Office, against the items identified, according to the information below:

Party Conveying the Interest: A.D. Starr, Inc., a Georgia corporation

Party Receiving the Interest: Compass Athletic Equipment, LLC, a Pennsylvania limited liability company

Address of Party Receiving the Interest:

61 South 4<sup>th</sup> Street  
Pittsburgh, Pennsylvania 15219

Description of the Interest Conveyed:

All right, title and interest in one (1) United States trademark registration:

Registration No. 2,458,582, registered June 5, 2001

I hereby certify that this correspondence is being deposited with the United States Postal Service as first-class mail in an envelope addressed to: United States Patent and Trademark Office, Assignment Division, Box Assignments, Washington, D.C. 20231 on:

September 24, 2001  
Date of Deposit

Barry I. Friedman, Esq.  
Name of Person Signing

*[Handwritten Signature]*  
Signature

Correspondence Address:

Barry I. Friedman, Esq.  
Metz Schermer & Lewis, LLC  
11 Stanwix Street, 18th Floor  
Pittsburgh, Pennsylvania 15222

Number of items identified: 1

Total Fee: \$40.00

A check in the amount of \$40.00 is enclosed. Authorization is given to charge any additional amount necessary for the recordation of this document to our Deposit Account No. 50-0525.

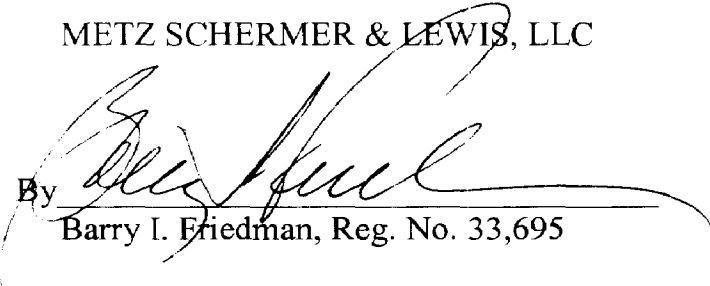
Date of Execution of the Recorded Document: August 31, 2001

The statements made herein, to the best of the undersigned's knowledge and belief, are true and correct and any copies submitted are true and correct copies.

Respectfully submitted,

METZ SCHERMER & LEWIS, LLC

By

  
Barry I. Friedman, Reg. No. 33,695

## ASSIGNMENT

Assignor: A.D. Starr, Inc.  
Assignee: Compass Athletic Equipment, LLC  
Subject: Trademark Assignment

A.D. Starr, Inc., a Georgia corporation, having its principal office and place of business at, c/o 1950 North Park Place, Suite 400, Atlanta, Georgia 30339 (hereafter "ASSIGNOR"), is the sole and exclusive owner of the following trademark, together with the associated United States Trademark Registration on the Principal Register, and the goodwill of the business symbolized thereby (hereafter "MARK"):

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
SPIRIT	2,458,582	June 5, 2001

Compass Athletic Equipment, LLC, a Pennsylvania limited liability company, having its principal office and place of business at 61 South 4<sup>th</sup> Street, Pittsburgh, Pennsylvania 15219 (hereafter "ASSIGNEE"), is desirous of acquiring all right, title and interest in the MARK.

Now, therefore, to all whom it may concern, be it known that for good and valuable consideration, the receipt thereof which is hereby acknowledged, the said ASSIGNOR has sold, assigned, transferred and set over, and does hereby sell, assign, transfer and set over to the ASSIGNEE the aforementioned MARK, together with the goodwill of the business symbolized by said MARK, the same to be held and enjoyed by ASSIGNEE for its own use and enjoyment, and for the use and enjoyment of its successors, assigns and other legal representatives, as fully and entirely as the same would have been held and enjoyed by the said ASSIGNOR if this assignment and sale had not been made.

ASSIGNOR covenants that it will execute and deliver to ASSIGNEE all such further assignments, endorsements and other documents as ASSIGNEE may reasonably

request for the purpose of effecting transfer of ASSIGNOR'S title to the MARK and to carry out the provisions of this Assignment.

ASSIGNOR of the aforesaid MARK hereby agrees to waive all rights and privileges to attack the registration of the aforesaid MARK which ASSIGNOR has assigned as against anyone claiming a right under the aforementioned MARK under ASSIGNOR'S assignment or grant.

ASSIGNOR warrants that it is the sole and exclusive owner of the MARK listed within this assignment, and that the MARK is free of all liens, security interests, claims and other encumbrances except where specifically noted.

ASSIGNOR warrants that no license has been granted in and to the MARK.

In Testimony Whereof, ASSIGNOR has caused these presents to be signed by its officer thereto duly authorized.

Date: 8-31-01

A.D. STARR, INC.

By: Jefferson E. Criswell  
Jefferson E. Criswell

Title: President

STATE OF VIRGINIA )  
COUNTY OF Albemarle ) ss:

On the 31 day of August, 2001, before me personally appeared Jefferson E. Criswell to me known, who being sworn, did depose and say that he is the President of A.D. Starr, Inc., and that he executed the above assignment on behalf of said corporation with authority to do so.

Karen T Collins  
Notary Public

[NOTARIAL SEAL]