

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sportmart, Inc.		12/24/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Gart Bros. Sporting Goods Company
Street Address:	1050 West Hampden Avenue
City:	Englewood
State/Country:	COLORADO
Postal Code:	80110
Entity Type:	CORPORATION: COLORADO

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2145991	60,000 KINDS OF ADRENALINE
Registration Number:	1089902	
Registration Number:	2120599	LX
Registration Number:	2216868	OUTFITTERS
Registration Number:	1792513	OUTFITTERS
Registration Number:	2749845	OUTFITTERS EXPEDITION
Registration Number:	2652089	PERFORMANCE OUTFITTERS
Registration Number:	2334094	PLAY! BUY! PLAY!
Registration Number:	2167073	SHOPPING ANYWHERE ELSE IS POINTLESS
Registration Number:	1455882	SPORTMART
Registration Number:	2053803	SPORTMART
Serial Number:	72394237	SPORTMART
Registration Number:	2155749	SURF SOUL OUTFITTERS
Registration Number:	2086744	THE NEXT STEP

CORRESPONDENCE DATA

**900005032**

**TRADEMARK  
 REEL: 002788 FRAME: 0741**

**CH \$365.00 2145991**

Fax Number: (248)594-0610  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 2485940629  
Email: tmdocketing@raderfishman.com  
Correspondent Name: Rader, Fishman & Grauer, PLLC  
Address Line 1: 39533 Woodward Avenue  
Address Line 2: Suite 140  
Address Line 4: Bloomfield Hills, MICHIGAN 48304

ATTORNEY DOCKET NUMBER:	64635-0535
NAME OF SUBMITTER:	Michael A. Lisi, Esq.

Total Attachments: 4  
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# Delaware

PAGE 1

*The First State*

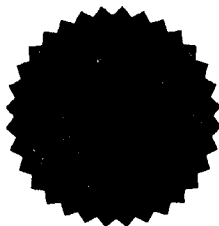
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SPORTMART, INC.", A DELAWARE CORPORATION,

WITH AND INTO "GART BROS. SPORTING GOODS COMPANY" UNDER THE NAME OF "GART BROS. SPORTING GOODS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF COLORADO, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2003, AT 1:56 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003, AT 11 O'CLOCK P.M.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3745051 8100M

AUTHENTICATION: 2849909

030836014

DATE: 01-06-04

TRADEMARK  
REEL: 002788 FRAME: 0743

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**SPORTMART, INC.**  
(a Delaware corporation)  
(subsidiary corp.)  
**WITH AND INTO**  
**GART BROS. SPORTING GOODS COMPANY**  
(a Colorado corporation)  
(parent corp.)

To the Secretary of State  
State of Delaware

Gart Bros. Sporting Goods Company, a corporation organized and existing under the laws of Colorado,

**DOES HEREBY CERTIFY THAT:**

First: Gart Bros. Sporting Goods Company is a business corporation of the State of Colorado. The laws of the jurisdiction of organization of Gart Bros. Sporting Goods Company permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of Colorado.

Second: Gart Bros. Sporting Goods Company owns all of the outstanding shares (of each class) of the stock of Sportmart, Inc., a corporation of the State of Delaware.

Third: Gart Bros. Sporting Goods Company, by the following resolutions of its Board of Directors by the unanimous written consent of its members dated as of December 19, 2003, filed with the minutes of the Board, determined to merge Sportmart, Inc. into itself:

**WHEREAS**, Sportmart, Inc., a Delaware corporation is a direct, wholly-owned subsidiary of the Corporation; and

**WHEREAS**, the Board of Directors has determined that it is advisable and in the Corporation's best interest to cause Sportmart, Inc., to merge with and into the Corporation with the Corporation as the surviving entity (the "Sportmart Merger").

**FURTHER RESOLVED**, that the Merger will be effective as of 11:00 p.m. Eastern Standard Time on December 31, 2003 (the "Effective Time").

**FURTHER RESOLVED**, that upon the Effective Time the separate existence of Sportmart, Inc. shall cease.

**FURTHER RESOLVED**, that each issued share of Sportmart, Inc. outstanding immediately before the Effective Time will be canceled upon the Effective Time. The issued shares of Gart Bros. Sporting Goods Company shall not be converted or exchanged in any manner, but each said share that is issued at the Effective Time will continue to represent one issued share of Gart Bros. Sporting Goods Company

**FURTHER RESOLVED**, that the proper officers or authorized agents of the Corporation, including any president, vice president or secretary, or any of them, are hereby authorized, empowered and directed to take any and all actions, and to make, execute, deliver, file and record any and all instruments, papers and documents that may be necessary or advisable to carry out the purpose and intent of the foregoing resolutions.

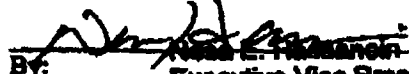
Fourth: Gart Bros. Sporting Goods Company survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Sportmart, Inc. as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 1050 West Hampden Avenue, Englewood, Colorado 80110 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to The Sports Authority at the above address.

Fifth: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Gart Bros. Sporting Goods Company at any time prior to the time that this merger filed with the Secretary of State becomes effective.

[Signature Page to Follow]

IN WITNESS WHEREOF, Gart Bros. Sporting Goods Company has caused this Certificate to be signed on December 24 2003.

GART BROS. SPORTING GOODS COMPANY

  
By: Ross E. Fitzmaurice  
Title: Executive Vice President  
and General Counsel