

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	certificate of conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Prince Sports, Inc.		07/31/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Prince Sports, LLC
Street Address:	100 West 33rd Street, Suite 1007
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 49

Property Type	Number	Word Mark
Registration Number:	1210697	
Registration Number:	2548558	
Registration Number:	4077247	
Registration Number:	2730426	AIR+
Registration Number:	2878271	BANDIT
Registration Number:	3181308	DIABLO
Registration Number:	2120034	DURAFLEX
Registration Number:	2810295	DURATAC
Registration Number:	3954782	DURATRED
Registration Number:	0976308	EKTELON
Registration Number:	1202163	EKTELON
Registration Number:	2104531	EKTELON
Registration Number:	2118113	EKTELON
Registration Number:	1630967	ENDURANCE

OP \$1240.00 1210697

Registration Number:	2121513	NEOS
Registration Number:	2906101	NFS
Registration Number:	3309944	O TECH
Registration Number:	3246132	O3
Registration Number:	3258263	O3
Registration Number:	3547532	OZONE
Registration Number:	1175337	P
Registration Number:	1307141	P
Registration Number:	2015230	P
Registration Number:	3244735	P
Registration Number:	3914088	PLAY WITH FIRE
Registration Number:	2082484	POWER RING
Registration Number:	1049720	PRINCE
Registration Number:	1103956	PRINCE
Registration Number:	1233680	PRINCE
Registration Number:	1284452	PRINCE
Registration Number:	1290202	PRINCE
Registration Number:	1290217	PRINCE
Registration Number:	1352974	PRINCE
Registration Number:	1462052	PRINCE
Registration Number:	1596440	PRINCE
Registration Number:	1992784	PRINCE
Registration Number:	2702774	PRINCE
Registration Number:	2690808	PRINCE
Registration Number:	3029826	PRINCE RULE THE COURT
Registration Number:	2972343	PRINCE RULE THE COURT
Registration Number:	1300735	PROBLEND
Registration Number:	3437956	RECOIL
Registration Number:	2428951	SHOCK ERASER
Registration Number:	2732967	SOVEREIGN
Registration Number:	3309726	SPEEDPORT
Registration Number:	2102614	THUNDER
Registration Number:	2413195	TRIPLE THREAT
Registration Number:	2055342	V
Registration Number:	2052797	VIKING

TRADEMARK

REEL: 004903 FRAME: 0817

Fax Number: 2127602419

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (212) 760-2418

Email: tdipaolo@authenticbrandsgroup.com

Correspondent Name: Terri L. DiPaolo

Address Line 1: 100 West 33rd Street, Suite 1007

Address Line 4: New York, NEW YORK 10012

NAME OF SUBMITTER:	Terri L. DiPaolo
Signature:	/terri dipaolo/
Date:	11/20/2012
Total Attachments: 4 source=conversionInctoLLC.4#page1.tif source=conversionInctoLLC.4#page2.tif source=conversionInctoLLC.4#page3.tif source=conversionInctoLLC.4#page4.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "PRINCE SPORTS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PRINCE SPORTS, INC." TO "PRINCE SPORTS, LLC", FILED IN THIS OFFICE ON THE THIRD DAY OF AUGUST, A.D. 2012, AT 10 O'CLOCK A.M.

3636707 8100V

120902240



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9755859

DATE: 08-03-12

TRADEMARK
REEL: 004903 FRAME: 0819

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION
TO A LIMITED LIABILITY COMPANY
PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

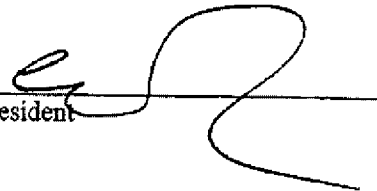
- 1.) The jurisdiction where the Corporation first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the corporation first formed is March 14, 2003.
- 4.) The name of the Corporation immediately prior to filing this Certificate is: Prince Sports, Inc.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Prince Sports, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 31 day of July, 2012.

PRINCE SPORTS, INC.

By: _____

Gordon Boggis, President



Delaware

PAGE 2

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "PRINCE SPORTS, LLC" FILED IN THIS OFFICE ON THE THIRD DAY OF AUGUST, A.D. 2012, AT 10 O'CLOCK A.M.

3636707 8100V

120902240

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9755859

DATE: 08-03-12

TRADEMARK
REEL: 004903 FRAME: 0821

CERTIFICATE OF FORMATION
OF
PRINCE SPORTS, LLC

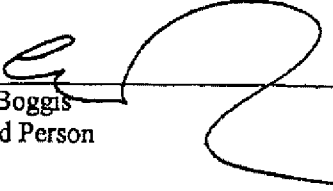
The undersigned, in order to form Prince Sports, LLC as a limited liability company under the Delaware Limited Liability Company Act, hereby certifies to the Secretary of State of the State of Delaware as follows:

1. **Name.** The name of the limited liability company (the "Company") is:

Prince Sports, LLC

2. **Registered Office and Registered Agent.** The address of the registered office of the Company in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808. The name and address of the registered agent of the Company for service of process on the Company in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of July 31, 2012.


Name: Gordon Boggis
Title: Authorized Person