

COMPENSATION COMMITTEE CHARTER
SPORT SUPPLY GROUP, INC. F/K/A COLLEGIATE PACIFIC INC.

Purpose

The Board of Directors of Sport Supply Group, Inc. f/k/a Collegiate Pacific Inc. (the “*Company*”) has established the Compensation Committee (the “*Committee*”) for the purpose of reviewing and approving, on behalf of the Board of Directors, management recommendations regarding all forms of compensation to be provided to the directors, executive officers and senior executives of the Company, including equity-based and incentive compensation plans, policies and programs, and all bonus and stock compensation to all employees.

Membership

The Committee shall consist of as many members as the Board of Directors, in consultation with the Committee itself, shall determine, but in any event not less than two members of the Board of Directors. Each member of the Committee shall meet the criteria for independence established by the American Stock Exchange, as well as under any additional or supplemental independence standards applicable to compensation committees established under any applicable law, rule or regulation. The members of the Committee shall be appointed annually by the Board of Directors, taking into account the recommendation of the Nominating Committee. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board of Directors, taking into account the recommendation of the Nominating Committee. The Board of Directors shall also designate a Committee Chairperson.

Responsibilities:

The Committee shall be responsible for reviewing and approving, on behalf of the Board of Directors, the amounts and types of compensation to be paid to the Company's executive officers, senior executives and the non-employee directors; reviewing and approving, on behalf of the Board of Directors, all bonus and equity compensation to be paid to other Company employees; and administering the Company's equity-based compensation plans. Such responsibilities shall include the following:

1. Reviewing with Company management and approving the compensation policy for executive officers and directors of the Company, and such other senior executives and managers of the Company as directed by the Board of Directors;
2. Reviewing with Company management and approving all forms of compensation (including all "plan" compensation, as such term is defined in Item 402(a)(7) of Regulation S-K promulgated by the Securities and Exchange Commission, and all non-plan compensation) to be provided to the executive officers of the Company;
3. Acting as administrator of the Company's benefit and equity compensation plans, including granting awards to eligible individuals and determining the terms and conditions of such awards. The Committee shall also make recommendations to the Board of Directors with respect to amendments to the plans and changes in the number of shares reserved for issuance thereunder;
4. Preparing a report (to be included in the Company's proxy statement) describing (a) the criteria on which compensation paid to the Chief Executive Officer for the last completed fiscal year is based, (b) the relationship of such compensation to the Company's performance and (c) the Committee's executive compensation policies applicable to executive officers, specifically addressing the other "named executive officers" included in the proxy statement;

5. Reviewing and discussing management succession at least annually;
6. Evaluating the performance of the Chairman and the Chief Executive Officer (and such other executive officers as the Committee deems appropriate) in light of the Company's current business environment and the Company's strategic objectives;
7. Reviewing with Company management and approving recommendations with regard to aggregate salary budget and guidelines for all Company employees;
8. Evaluating the need for, and provisions of, employment contracts or severance arrangements for the executive officers;
9. Monitoring summary data on the Company's employee population (e.g., total personnel costs, compensation benchmark data, employee diversity, turnover levels, etc.);
10. Evaluating the Committee's own performance on an annual basis and developing criteria for such evaluation; and
11. Reviewing this Charter annually and recommending any changes to the Board of Directors for approval.

The foregoing list of responsibilities is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its oversight function.

In carrying out such responsibilities, the Committee shall have the power and authority to retain such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate and shall have the sole authority to approve the fees and other terms of engagement.

Authority

Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board of Directors and may be certified as such by the Secretary or other authorized officer of the Company.

Meetings and Reports

The Committee shall hold regular meetings at least two times each fiscal year generally in conjunction with the regularly scheduled meetings of the Board of Directors, and such special meetings as the Chair of the Committee or the Chairman of the Board of Directors may direct. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors. At each regularly scheduled meeting of the Board of Directors, the Chair of the Committee shall provide the Board of Directors with a comprehensive report of the Committee's activities and proceedings.