

06-01-1998

Form PTO-1594 (Rev. 6-93)

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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

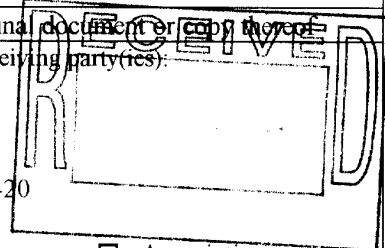
OMB No. 0651-0011 (exp. 4/94)

To the Honorable Commissioner of Pa

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attached original document or copy thereof

med 5-18-98



1. Name of conveying party(ies):

InSTEP, Inc. (formerly known as TRI Industries, Inc.)

- Individual(s)
- General Partnership
- Corporation: State of Minnesota
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 27, 1998

2. Name and address of receiving party(ies):

InSTEP LLC
314 86th Street
Bloomington, MN 55420

- Individual(s)
- General Partnership
- Corporation: State of
- Other: Limited Liability Company
- Association
- Limited Partnership

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or trademark number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No(s). 75/104,869;
75/104,868; 75/154,944; 75/307,228

B. Trademark Registration No(s). 1,955,394; 1,908,345;
1,832,123; 2,077,797; 1,937,530; 2,043,505; 2,126,232

5. Name and address of party to whom correspondence concerning document should be mailed:

Karl G. Schwappach
Faegre & Benson LLP
2200 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402-3901

05/29/1998 DCOATES 00000080 75104869

01 FC:481 40.00 DP
02 FC:442 250.00 DP

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41)\$290.00

- Enclosed
- Authorized to charge any underpayment or credit any overpayment to deposit account

8. Deposit Account number: 06-0029

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and believe, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Karl G. Schwappach, #35,786
Name of person signing
Attorney Docket No.: 11525-209741

Signature

May 15, 1998
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

UNITED STATES TRADEMARK ASSIGNMENT

WHEREAS, InSTEP, Inc., formerly known as TRI Industries, Inc., a corporation of the State of Minnesota, having its principal offices at 314 West 86th Street, Bloomington, Minnesota 55420 (hereinafter "InSTEP"), has adopted and is using the marks listed on Schedule A, attached hereto and made a part hereof; and

WHEREAS, InSTEP is the owner of the marks listed on Schedule A hereto; and

WHEREAS, InSTEP LLC, a limited liability company of the State of Minnesota having its principal offices at 314 West 86th Street, Bloomington, Minnesota 55420 (hereinafter "COMPANY"), is desirous of acquiring the listed trademarks, together with the good will of the business with which the trademarks are used and which is symbolized by the trademarks and any and all registrations and applications for registration of the trademarks;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by InSTEP, InSTEP does hereby sell, transfers, conveys and assigns unto the COMPANY the entire right, title, right and interest in and to the trademarks, all registrations and applications for registration of the trademarks, including those specifically identified on Schedule A hereto, the right to recover for past infringement of the trademarks and the good will of the business in connection with which the trademarks are used and which is symbolized by the trademarks.

InSTEP, INC.

By Jay R. Paulson
Its Chief Executive Officer

STATE OF Minnesota)
) ss.
COUNTY OF Hennepin)

On this 27th day of February, 1998, before me personally appeared Jay R. Paulson, the Chief Executive Officer, to me personally known to be the individual who executed the foregoing Assignment and who acknowledged to me that he executed the same as a free act on behalf of InSTEP, Inc. for the purpose herein set forth.

Sharon A. Stuckmayer
Notary Public

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SCHEDULE A

REGISTRATION NO.	REGISTRATION DATE	MARK
1,955,394	February 6, 1996	RIDE N RUN
1,908,345	August 1, 1995	JOG ABOUT
1,832,123	April 19, 1994	ROLLERBABY and Design
2,077,797	July 8, 1997	SAFARI
1,937,530	November 21, 1995	ZOOMER
2,043,505	March 11, 1997	TRI and Design
2,126,232	December 30, 1997	HITCHHIKER

APPLICATION NO.	FILING DATE	MARK
75/104,869	May 16, 1996	ZEPHYR
75/104,868	May 16, 1996	TURBO-TRAILER
75/154,944	August 23, 1996	SUNCRUISER
75/307,228	June 11, 1997	IN STEP

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