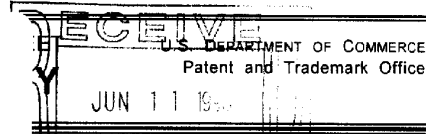


MLN 6-11-98

Form PTO-1594  
1-31/92

06-26-1998



To the Honorable Commissioner of Patent, 100747368 (attached original documents or copy thereof)

1. Name of Conveying Part(ies):  
Skyhawks Sports Academy, Inc.

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State Washington  
 Other: \_\_\_\_\_

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

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

Name: Jeffrey Heimbigner  
Internal Address: \_\_\_\_\_  
Street Address: 725 West Hastings Road  
City: Spokane State: WA Zip: 99218

Individual(s) citizenship U.S.  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other \_\_\_\_\_

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)  
Additional names(s) & address(es) attached:       Yes       No

3. Nature of conveyance:

Assignment       Security Agreement  
 Merger       Change of Name  
 Other Contingent Option to Purchase

Execution Date: June 1, 1998

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

A.Trademark Application No.(s):  
75/404,083

Additional numbers attached:       Yes       No

B.Trademark Registration No.(s)

Additional numbers attached:       Yes       No

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

Name: Mark W. Hendricksen  
Internal Address: Wells, St. John, Roberts, Gregory & Matkin  
Street Address: 601 West First Avenue, Suite 1300  
City: Spokane State: WA Zip: 99201-3817

6.Total number of applications and registrations involved. . . . . 1

7.Total fee (37 CFR 3.41). . . . . \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number  
23-0925

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and Signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Mark W. Hendricksen      Mark W. Hendricksen      6/8/98  
Name of Person Signing      Signature      Date

..... TOTAL NUMBER OF PAGES INCLUDING COVER SHEET, ATTACHMENTS AND DOCUMENT: 3

OMB No. 0651-0011 (exp. 9/94)

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Mail documents to be recorded with required cover sheet information to:

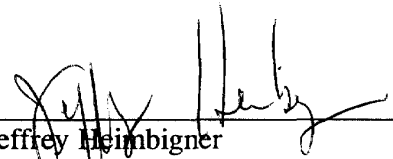
06/25/1998 TTOM11 00000161 75404083 COMMISSIONER OF PATENTS AND TRADEMARKS  
01 FC:481 40.00 **Box ASSIGNMENTS**  
WASHINGTON, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

CONTINGENT OPTION TO PURCHASE

- 1. This Agreement is entered by and between Jeffrey Heimbigner and ("Heimbigner"), and Skyhawks Sports Academy, Inc., a Washington corporation ("Skyhawks Sports Academy"), 725 West Hastings Road, Spokane, Washington 99218.
- 2. Heimbigner has assigned all right, title, and interest in his rights in the trademark "SKYHAWKS" to Skyhawks Sports Academy.
- 3. In exchange for the assignment of the trademark and other valuable consideration, Skyhawks Sports Academy hereby grants to Heimbigner the conditional option to re-purchase all right, title, and interest in the trademark "SKYHAWKS", including any registrations issuing thereon, by paying to Skyhawks Sports Academy the total sum of One-Hundred Dollars (\$100.00). This option is contingent upon Skyhawks Sports Academy or its assign(s), deciding to abandon the use of the trademark "SKYHAWKS".

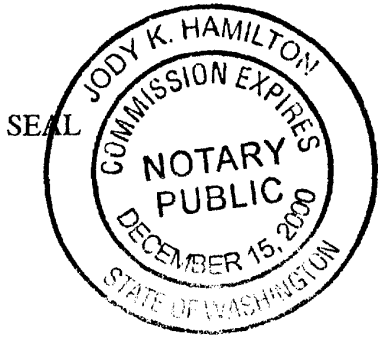
Date: June 1, 1998

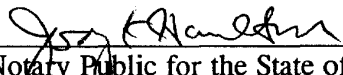
  
 \_\_\_\_\_  
 Jeffrey Heimbigner  
 As an Individual

State of Washington

County of Spokane

On June 2, 1998, before me, a Notary Public, personally appeared Jeffrey Heimbigner, known to me to be the individual that executed the foregoing assignment, and acknowledged such execution to be his voluntary act for the purposes therein mentioned.



  
 \_\_\_\_\_  
 Notary Public for the State of  
 Washington, residing at Spokane

SKYHAWKS SPORTS ACADEMY, INC.

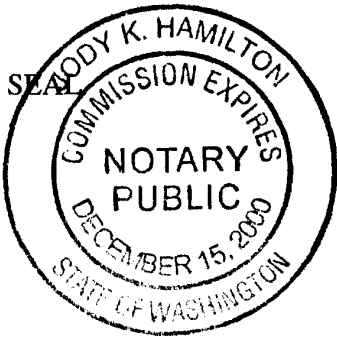
Date: June 4, 1998

By: \_\_\_\_\_  
Its: Joe H. [Signature]  
President

State of Washington

County of Spokane

On June 2, 1998, before me, a Notary Public, personally appeared Joe H. [Signature], known to me to be the President of Skyhawks Sports Academy, Inc., the corporation that executed the foregoing assignment, and acknowledged such execution to be the voluntary act of the corporation for the purposes therein mentioned.



[Signature]  
Notary Public for the State of  
Washington, residing at Spokane