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To the Honorable Commissioner of Patents and Trademarks

101204112

attached original documents or copy thereof.

1. Name of conveying party(ies):  
Valley Recreation Products Inc.

- Individual(s)
- General Partnership
- Corporation-State - Delaware
- 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: December 23, 1998

2. Name and address of receiving party(ies)

Name: Valley-Dynamo, L.P.

Internal Address:

Street Address: 2525 Handley-Ederville Rd.

City: Richland Hills State: TX ZIP: 76118

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership - Delaware
- 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 name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

998,520	2,030,130
1,270,028	2,044,397
1,819,277	

Additional numbers attached?  Yes  No

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

Name: John K. McCulloch

Internal Address:

Street Address: 5291 Colony Drive North

City: Saginaw State: MI ZIP: 48603

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00

- Enclosed - check No. 16083 attached
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

John K. McCulloch

Name of Person Signing

*John K. McCulloch*  
Signature

November 10, 1999

Date

Total number of pages including cover sheet, attachments, and document: 4

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

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01 FC:481  
02 FC:482

40.00 OP  
100.00 OP

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to:

Commissioner of Patents and Trademarks,  
Washington, D.C. 20231, on November 10, 1999

*Cristof A. Szymwelski*

**ASSIGNMENT OF PATENTS, PATENT APPLICATIONS,  
COPYRIGHTS, TRADEMARKS, TRADEMARK  
APPLICATIONS AND GOODWILL**

THIS ASSIGNMENT OF PATENTS, PATENT APPLICATIONS, COPYRIGHTS, TRADEMARKS, TRADEMARK APPLICATIONS AND GOODWILL (the "Intellectual Property Assignment Agreement") is entered into on December 30, 1998, by and among Valley-Dynamo, L.P., a limited partnership organized under the laws of Delaware (the "Partnership"), and VALLEY RECREATION PRODUCTS, INC., a corporation organized under the laws of Delaware ("Valley").

**R E C I T A L S:**

WHEREAS, the Partnership and Valley are parties to a certain contribution agreement dated as of August 28, 1998 (the "Contribution Agreement"), under the terms of which Valley agrees to transfer to the Partnership the Valley Contributed Business (as such term is defined in the Contribution Agreement);

WHEREAS, Valley owns (a) the United States and foreign trademarks, service marks, trademark and service mark registrations and trademark and service mark applications listed on Schedule 1 hereto (the "Trademarks"), (b) the United States Letters Patent and patent applications and foreign patents and patent applications listed on Schedule 2 hereto (the "Patents"), and (c) various copyrights (the "Copyrights"), which together with the products and goodwill associated with the Trademarks, Patents and Copyrights, constitute part of the Valley Contributed Business; and

WHEREAS, pursuant to the Contribution Agreement, the Partnership desires to obtain all of Valley's right, title and interest in, to and under said Trademarks, Patents and Copyrights and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Valley, Valley hereby sells, conveys, assigns, transfers and delivers to the Partnership, its successors and assigns, all of Valley's right, title and interest throughout the world in, to and under (a) the Trademarks and Copyrights, all goodwill associated therewith, all common law rights thereto, and all registrations that have been or may be granted thereon and (b) the Patents, and the underlying inventions described therein, and all divisions, renewals, reissues, continuations and continuations-in-part thereof, and all United States and foreign patents which have been or may be granted thereon, together with the right to sue and recover damages for future or past infringements of the Trademarks, Patents and Copyrights and to fully and entirely stand in the place of Valley in all matters related thereto.



Schedule 1

TRADEMARKS

U.S. Trademark/Service Mark Registrations

<u>Registration No.</u>	<u>Mark</u>	<u>Goods</u>
998,520	TORNADO (Word)	Tables and associated apparatus for playing the game of fussball
1,270,028	TORNADO and T Design	Equipment sold as a unit for playing a table soccer game
1,819,277	USTSA and Design	Promotion of the sport of table soccer
2,030,130	Balanced Man Design	Table soccer playing figures
2,044,397	The Twister and Design	Equipment sold as a unit for playing a table soccer game