

NUM 3/13/00

04-07-2000



To the Assistant Commissioner for Trademarks: Please re

101307605

of.

1. Name of conveying party(ies):
ULTIMA FITNESS, INC.

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

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

3. Nature of conveyance:

- Assignment
- Security Assignment
- Merger
- Change of Name
- Other STATEMENT OF CONVEYANCE OF LICENSE

Execution Date: 03/02/2000; 03/03/2000

2. Name and address of receiving party(ies):
Name: BOLLINGER INDUSTRIES, L.P.

Internal Address:
Street Address: 602 Fountain Parkway
City: Grand Prairie State: Texas Zi p: 75050

- Individual(s) citizenship
- 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 name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,102,554
Additional numbers attached? Yes No

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

Name: JAMES E. BRADLEY
Internal Address: FELSMAN, BRADLEY, VADEN, GUNTER & DILLON, LLP
One Riverway, Suite 1100
Houston, Texas 77027

Street Address: Same

City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 1.21(h)).....\$ 40.00
 Enclosed
 Authorized to charge any additional fees due to deposit account

8. Deposit Account Number: Felsman Bradley Gunter & Dillon, LLP
06-0580

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

04/07/2000 JSMBDZZ 00000151 2102554

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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.

JAMES E. BRADLEY
Name of Person Signing

James E. Bradley
Signature

March 6, 2000
Date

Total number of pages including cover sheet, attachments, and documents: 2

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

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

Assistant Commissioner for Trademarks
Box Assignments
2900 Crystal Drive
Arlington, Virginia 22202-3513

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STATEMENT OF CONVEYANCE OF LICENSE

This document constitutes a statement, pursuant to 37 C.F.R. § 3.25, explaining that there has been a conveyance of a license of the trademark listed below from Ultima Fitness, Inc. to Bollinger Industries, L.P. This conveyance occurred through a license agreement dated December 30, 1999 and made effective January 1, 2000, the terms of which are detailed therein. The title to the trademark is not affected by the conveyance of this license. In accordance with 37 C.F.R. § 3.25, this statement is being signed by the party that has conveyed the interest and the party that has received the interest.

U.S. Trademark

Registration Number

SMARTLOCK®

2,102,554

Licensor:

Ultima Fitness, Inc.

By: Bruce Schlagel
Bruce Schlagel, President

Date: 3-02-00

Licensee:

Bollinger Industries, L.P.

By: Glenn Bollinger
Glenn Bollinger, CEO of Bollinger
Operating Corp., its general partner

Date: 3/3/00