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11-07-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101508008

RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Effective Date
Month Day Year
07 01 00

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Streetball Sports Ventures Partners, LP

76066033

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Texas

Receiving Party

Mark if additional names of receiving parties attached

Name USA I, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 546 East Main Street

Address (line 2) _____

Address (line 3) Lexington Kentucky 40596

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002161 FRAME: 0165

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

513-977-8799

Name

J. Michael Hurst

Address (line 1)

Dinsmore & Shohl, LLP

Address (line 2)

1900 Chemed Center

Address (line 3)

255 East Fifth Street

Address (line 4)

Cincinnati, Ohio 45202

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

2

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

76/066033

75/768419

75/266817

1,589,427

1,997,683

2,321,293

76/025164

2,179,032

2,241,083

1,928,587

1,954,584

1,925,961

Number of Properties

Enter the total number of properties involved.

#

12

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

315.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

041133

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

J. Michael Hurst

Name of Person Signing

J. Michael Hurst
Signature

10.3.0

Date Signed

Assignment of Trademarks

This Assignment of Trademarks is made and entered into by and between Streetball Sports Ventures Partners, LP, a Texas Limited Partnership, located at 4006 Belt Line Road, Suite 230, Dallas, Texas 75244. ("Assignor"), and USA I, Inc., a Delaware Corporation located at 548 East Main Street, Lexington, Kentucky 40596 ("Assignee").

WHEREAS, Assignor has adopted and is the exclusive owner of all right, title and interest in and to various United States trademark applications and registrations as set forth on the attached "Schedule of Trademarks", which are referred to hereinafter as the Marks; and

WHEREAS, Assignee desires to acquire all right, title and interest in and to the Marks, along with the goodwill associated therewith.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Marks, together with the goodwill symbolized by the Marks, and the registrations, applications and/or common law uses thereof, *nunc pro tunc*, effective as of July 1, 2000.

IN WITNESS WHEREOF, the parties have caused this instrument to be duly executed as of the day and year first written above.

Streetball Sports Ventures Partners, LP

USA I, Inc.


By Jerry L. Felix

By Jerry L. Felix

Jerry L. Felix
Chief Financial Officer of USA I, Inc.,
the general partner of
Streetball Sports Ventures Partners, LP

Jerry L. Felix
Chief Financial Officer

Schedule of Trademarks

MARK	OWNER	GOODS	STATUS
HOOP-IT-UP	Streetball Sports Ventures Partners, LP	Entertainment services, namely conducting basketball contests.	<i>Registered</i> (§ 8 & 15) Reg.# - 1,589,427 Reg. - 03.27.90
STOP HACKIN' QUIT CRYIN' PLAY BALL	Streetball Sports Ventures Partners, LP	T-shirts, sweat shirts, sweat pants, shorts, tank tops, jerseys, sport shirts, pants, warmup suits, rain coats, hats and caps.	<i>Registered</i> - Supp. Reg.# - 1,997,683 Reg. - 08.27.96
REV-IT-UP	Streetball Sports Ventures Partners, LP	Entertainment and educational services in the nature of teaching automobile driving skills, racing competitions, and test driving high performance automobiles.	Pending - ITU Ser.# - 76/066033 Filed - 06.07.00
LET-IT-FLY	Streetball Sports Ventures Partners, LP	Entertainment services in the nature of amateur football tournaments.	Published - ITU Ser.# - 75/768419 Published - 02.29.00
GET OUT OF THE CROWD AND INTO THE GAME!	Streetball Sports Ventures Partners, LP	Entertainment services in the nature of arranging and conducting athletic competitions, namely basketball, golf and football competitions.	<i>Registered</i> Reg.# - 2,321,293 Reg. - 02.22.00
WHO'S GOT NEXT	Streetball Sports Ventures Partners, LP	Clothing, namely, t-shirts, shorts, hats and sweatshirts. Entertainment services, namely, conducting basketball contests.	Pending - ITU Ser.# - 75/266817 Filed - 03.31.97
GOLF SKILLS CHALLENGE & design 	Streetball Sports Ventures Partners, LP	Entertainment services in the nature of professional and amateur golfing events.	<i>Registered</i> - Part. 2(f) Reg.# - 2,179,032 Reg. - 08.04.98
KICK-IT-UP	Streetball Sports Ventures Partners, LP	Entertainment services in the nature of amateur soccer tournaments.	Pending - ITU Ser.# - 76/025164 Filed - 04.12.00

MARK	OWNER	GOODS	STATUS
HOOP-D-DO	Streetball Sports Ventures Partners, LP	Entertainment services in the nature of amateur basketball tournaments.	<i>Registered</i> Reg.# - 2,241,083 Reg. - 04.20.99
SPIKE-IT-UP	Streetball Sports Ventures Partners, LP	T-shirts, shorts, hats, sweatshirts, and sweatpants. Entertainment services in the nature of live volleyball tournaments.	<i>Registered</i> Reg.# - 1,928,587 Reg. - 10.17.95
EVERYTHING ELSE WAS JUST PRACTICE	Streetball Sports Ventures Partners, LP	T-shirts, sweatshirts, sweatpants, shorts, tank tops, jerseys, sport shirts, pants, warmup suits, jackets, rain coats, hats, and caps.	<i>Registered</i> Reg.# - 1,954,584 Reg. - 02.06.96
EVERYTHING ELSE WAS JUST PRACTICE	Streetball Sports Ventures Partners, LP	Entertainment services, namely arranging and conducting athletic competitions, namely basketball, football, volleyball and hockey competitions.	<i>Registered</i> Reg.# - 1,925,961 Reg. - 10.10.95

Canadian Trademarks

MARK	OWNER	GOODS	STATUS
HOOP-IT-UP	Streetball Sports Ventures Partners, LP	Entertainment services in the nature of three-on-three amateur basketball tournaments.	<i>Registered</i> Reg.# - TMA508068 Reg. - 02.15.99