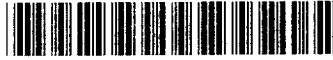


08-29-2001

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Heeling, Inc.

9-9-01

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

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

2. Name and address of receiving party(ies)

Name: Heeling Holding Corporation

Internal

Address:

Street Address: 202 South Minnesota Street

City: Carson City State: NV Zip: 89703

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Nevada 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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: May 24, 2000

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

A. Trademark Application No.(s)

75/692,101

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Robert J. Ward, Esq.

Internal Address:

Worsham Forsythe Wooldridge, LLP

Street Address: 1601 Bryan Street

30th Floor, Energy Plaza

City: Dallas State: Texas Zip: 75201

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:

23-3189

(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.

Robert J. Ward, Reg. No. 38,652

Name of Person Signing

Signature

Date August 8, 2001

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

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

08/27/2001 LMUELLER 00000088 233189 75692101

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TRADEMARK REEL: 002357 FRAME: 0777

Trademark Assignment

WHEREAS, Heeling, Inc., a Nevada corporation, with a principal place of business at 202 South Minnesota Street, Carson City Nevada ("Assignor"), owns and has a *bona fide* intent to use the Mark: HEELING ("the Mark") in connection with the following goods and/or services: footwear, namely, athletic shoes, insoles and inserts; clothing, namely, shorts, pants, sweatpants, T-shirts, shirts, sweatshirts, jackets, coats, sweaters, jerseys, wind suits, jogging suits, warm-up suits, sleepwear, boxer shorts, gloves, bra tops, unitards, leggings, pajamas, bath robes, socks, undergarments, hats, head bands, head wear, neckties, and bandannas in International Class 25; and

WHEREAS, Assignor has previously acquired rights in the Mark based originally on an earlier application to register the Mark on the Principal Register of the United States Patent and Trademark Office based on an applicant's *bona fide* intent to use the mark in commerce in connection with the above-described goods and/or services, Application Serial No. 75/692,101 filed on April 27, 1999; and

WHEREAS, Heeling Holding Corporation, a Nevada corporation, with its principal place of business at 202 South Minnesota Street, Carson City, Nevada 89703 ("Assignee"), desires to acquire the business of the Assignor in connection with which Assignor has a *bona fide* intent to use the Mark and the pending Application;

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 Mark and the pending Application therefor, together with that portion of Assignor's business in connection with which it has a *bona fide* intent to use the Mark.



Roger R. Adams
President
Heeling Inc.

Dated effective as of: May 24, 2000