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

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

1. Name of conveying party(ies): Roger R. Adams 8-901 Individual(s) Association General Partnership Limited Partnership Corporation-State Other

2. Name and address of receiving party(ies) Name: Heeling, Ltd. Internal Address: Street Address: 4400 West Plano Parkway City: Plano State: TX Zip: 75093 Individual(s) citizenship Association General Partnership Limited Partnership Texas Corporation-State Other

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: March 31, 2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/692,102

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Robert J. Ward Internal Address: Worsham Forsythe Wooldridge, LLP Street Address: 1601 Bryan Street 30th Floor, Energy Plaza Dallas TX 75201-3402 City: Dallas State: TX Zip: 75201-3402

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

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TRADEMARK REEL: 002357 FRAME: 0779


Trademark Assignment

WHEREAS, Roger R. Adams, an Individual, with his principal place of business at 4400 West Plano Parkway, Plano, TX 75093 ("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 equipped with at least one roller used for walking, running and rolling; protective gear for active sports, namely wrist guards, gloves, knee pads, elbow pads, shin guards, knee guards, elbow guards, chin straps, chin guard, mouth guard, sports bra, chest guard, rib guard, shoulder pads, padded pants, underwear, face guards, goalie pads, goggles, ankle supports, knee supports, leg guards, and arm guards; game equipment, namely, balls, nets, goals, pucks, and sticks; replacement equipment, namely, wheels, rollers, bearing, grind plate, toe guard, heel guard, wheel assemblies and axles in International Class 28; and

WHEREAS, Assignor has applied to register the Mark on the Principal Register of the United States Patent and Trademark Office based on Assignor's *bona fide* intent to use the mark in commerce in connection with the above-described goods and/or services, Application Serial No. 75/692,102 filed on April 27, 1999; and

WHEREAS, Heeling, Ltd., a Texas Limited Partnership, with its principal place of business at 4400 West Plano Parkway, Plano, TX 75093 ("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, *nunc pro tunc*, effective as of March 31, 2000.



Roger R. Adams

Dated effective as of: March 31, 2000