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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): Rock Barbell & Fitness, Inc. 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: Bollinger Industries, L.P. Internal Address: Street Address: 602 Fountain Parkway City: Grand Prairie State: TX Zip: 75050-1407 Individual(s) citizenship Association General Partnership Limited Partnership Texas 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: December 18, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/072,161 B. Trademark Registration No.(s) 2,487,376 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Geoffrey A. Mantooth Internal Address: Decker, Jones, McMackin, McClane, Hall & Bates Street Address: Burnett Plaza 801 Cherry Street, Suite 2000 City: Fort Worth State: TX Zip: 76102

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41): \$ 80.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Geoffrey A. Mantooth Name of Person Signing Signature Date December 20, 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

12/31/2001 6TON11 00000105 75072161

Repln. Ref: 12/31/2001 6TON11 0009454000 Name/Number: 75072161 \$15.00 CR

01 FC:481 40.00 OP 02 FC:482 25.00 OP

TRADEMARK REEL: 002415 FRAME: 0086

TRADEMARK ASSIGNMENT

THIS Trademark Assignment is made and entered into by and between Bollinger Industries, L.P., a Texas limited partnership (hereinafter "Bollinger") and Rock Barbell & Fitness, Inc., a Pennsylvania corporation (hereinafter "Rock Barbell");

WHEREAS, Rock Barbell is the owner of the trademark ROCK BARBELL & FITNESS and design for which the following registration was issued and application has been made:

Registration No. 2,487,376
Application Serial No. 75/072,161;

AND WHEREAS, Bollinger is desirous of acquiring an interest in the trademark;

NOW, THEREFORE, be it known by all whom it may concern, that for and in consideration of the sum of One Dollar (\$1.00), and other good and valuable consideration to Rock Barbell in hand paid, the receipt of which is hereby acknowledged, Rock Barbell hereby assigns and transfers to Bollinger all of its rights, title and interest throughout the world in and to the trademark, the registration and the application, together with the goodwill of the business symbolized by the trademark, and including, without limitation, all of the rights and privileges pertaining to the trademark and any registrations and any extensions and continuations thereof.

IN WITNESS WHEREOF, the date Rock Barbell has caused this Trademark Assignment to be executed as of the date written below.

Rock Barbell & Fitness, Inc.

12/20/01
Date

By: James J. Dalla Palu, President

STATE OF PENNSYLVANIA

COUNTY OF LEHIGH

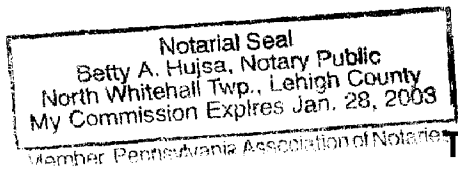
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BEFORE ME, the undersigned, a Notary Public in and for said County and said State, on this day personally appeared James J. Dalla Palu, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of Rock Barbell and Fitness, Inc. with authority to do so and for the purposes therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 18TH day of December 2001.

SEAL

Betty A. Hujisa
Notary Public for said County and State
Print Name BETTY A. HUIJA
My Commission expires 1/28/03



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