

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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):

RDM Holdings, Inc.

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

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

2. Name and address of receiving party(ies)

Name: FF Acquisition Corp.

Internal

Address: _____

Street Address: 450 Park Avenue, 28th Floor

City: New York State: NY Zip: 10022

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: February 6, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1320916

Additional number(s) attached Yes No

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

Name: William P. Nix, Esq.

Internal Address:

Baker Botts L.L.P.

Street Address

30 Rockefeller Plaza

City: New York State: NY Zip: 10112

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:

02-4377

(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.

William P. Nix

Name of Person Signing



Signature

December 9, 2002

Date

Total number of pages including cover sheet, attachments, and document: 4

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

/20/2001 11:18 FAX 862 4 2502

FLEXIBLE FLYER

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02/16/98 MON 20:00 FAX 404 815 3508

SMITH, GAMBRELL & RUSSELL

002

Assignment of DP + Vitamash trademarks

ASSIGNMENT OF TRADEMARKS

WHEREAS, RDM Holdings, Inc., a Delaware corporation, having a principal place of business at 267 Highway 74 North, Suite 5, Peachtree City, Georgia 30269 (hereinafter "Assignor"), is the owner of all right, title and interest in and to the registered, pending and/or common law trademarks which are set forth on Schedule A attached hereto (the "Trademarks"); and

WHEREAS, FF Acquisition Corp., a Delaware corporation, having a principal place of business at 450 Park Avenue, 28th Floor, New York, New York 10022 (hereinafter "Assignee"), has acquired said Trademarks through an Asset Purchase Agreement by and among Assignor, Sports Group, Inc. and Assignee, signed and dated December 17, 1997 (hereinafter "Agreement").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Assignor, and intending to be legally bound hereby, Assignor does hereby assign, sell, transfer, set over and quit claim unto Assignee the full extent of its worldwide right, title and interest in and to the Trademarks and all registrations therefor, together with all the good will of the business symbolized by the Trademarks, including all the rights Assignor has to sue for and collect damages and other recoveries for past infringement thereof.

CORPMD96149

TRADEMARK
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SMITH, GAMBRELL & RUSSELL

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And for the consideration aforesaid, Assignor agrees that it will, upon request, execute and deliver to Assignee any and all additional papers and generally do all other and further lawful acts deemed necessary by said Assignee to carry out the terms of this Agreement.

Executed this 6th day of February 1998.

RDM HOLDINGS, INC.

By: James L. Marden
Name: James L. Marden
Title: President

STATE OF GEORGIA :
COUNTY OF Fayette :

The foregoing instrument was acknowledged before me in Fayette Co., this 6 day of February 1998, by James L. Marden, whose title is President of RDM Holdings, Inc., a Delaware corporation, on behalf of the corporation.

My Commission-Expires: _____



(Notarial Seal)



Debra Jane Kelley
Notary Public

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 12/18/98 MON 20:00 FAX 404 815 3509

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 SMITH, GAMBRELL & RUSSELL

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REGISTERED U.S. TRADEMARKS

<u>MARK</u>	<u>REG. NO.</u>
AIR GOMETER AND DESIGN	1,540,673
BANDIDIO	1,188,766
BIONX	1,654,975
BODY STRIDER	2,087,697
CONCOURSE	1,823,851
DOOR THING	1,836,292
DP FIT FOR LIFE SUPERTRIMMER	1,251,219
DP FIT FOR LIFE AND DESIGN	1,278,053
DP FIT FOR LIFE AND DESIGN	1,278,109
DP FIT FOR LIFE AND DESIGN	1,296,427
* DP BODYTONE FIT FOR LIFE AND DESIGN	1,320,916 *
DP FIT FOR LIFE AND DESIGN	1,330,467
DP AND DESIGN	1,101,591
EAGLE	1,190,101
FIRMFLEX	1,867,103
ON DECK	1,840,026
ORBATRON	1,716,015
ORBATRON	0,760,846
POSITRAC	1,991,695
PRIME FIT	1,774,323
STEP UP	1,668,630
STRIDER	1,444,280
SUPERTRON	1,196,634

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