

10-28-2002

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/20) Tab settings



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EET 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):

Bank of America, N.A., as successor in interest to BankAmerica Business Credit, Inc. and Bank of America, NT&SA

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Trademark Security Agreement Termination and Release

Execution Date: October 24, 2002

2. Name and address of receiving party(ies)

Name: Brooks Sports, Inc.

Internal Address: Attn:

Street Address: 19820 N. Creek Parkway, Suite 200

City: Bothell State: WA Zip: 98011

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

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

A. Trademark Application No.(s) see attached

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: Hydee R. Feldstein

Internal Address:

Paul, Hastings, Janofsky & Walker LLP

Street Address: 515 South Flower St., 25th Floor

City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved:

21

7. Total fee (37 CFR 3.41) \$ 540.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

16-0752

DO NOT USE THIS SPACE

9. Signature.

Philip Seferovich Name of Person Signing Bank of America, N.A.

Signature

10/24/02 Date

Total number of pages including cover sheet, attachments, and document: 28

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

10/29/2002 LMUELLER 00000070 2203713

01 FC:8521 02 FC:8522

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TRADEMARK REEL: 002605 FRAME: 0659

TRADEMARKS

Registered Trademarks

	<u>Serial No.</u>
ASR	2,203,713
B and Design	1,973,699
BROOKS	1,161,034
BROOKS AND CHEVRON DESIGN	1,360,549
BROOKS AND CHEVRON DESIGN	1,319,454
BROOKS AND CHEVRON DESIGN	1,213,324
BROOKS AND V DESIGN	1,319,455
BROOKS AND V DESIGN (INTEGRAL)	1,683,840
BROOKS AND V DESIGN (INTEGRAL)	1,777,883
PPS AND DESIGN	1,753,275
NEVER, NEVER, NEVER STOP	1,742,337
THE HUMAN SPIRIT	1,812,932
THE HUMAN SPIRIT	1,823,776
BROOKS AND V DESIGN AND CHEVRON DESIGN	1,336,768
CHEVRON DESIGN	1,360,550
CHEVRON DESIGN	1,319,453
HYDROFLOW	2,008,775
V DESIGN	1,419,241
Brooks	1,161,034

Trademark Applications

<u>Trademark</u>	<u>Application No.</u>
PODULAR TECHNOLOGY	75/252,947
Super Pod	75/248,262

SECURITY AGREEMENT TERMINATION AND RELEASE

This Security Agreement Termination and Release (this "Termination") is made as of this 24th day of October, 2002, by Bank of America, N.A., a national banking association, as successor in interest to BankAmerica Business Credit, Inc., a Delaware corporation and Bank of America NT&SA ("Bank").

R E C I T A L S

A. Pursuant to the terms of that certain Loan and Security Agreement dated as of December 23, 1998 (the "Security Agreement"), between Bank and Brooks Sports, Inc., a Washington corporation ("Company"), Company granted to Bank a security interest in all Collateral, including Proprietary Rights, as defined in the Security Agreement, including without limitation the trademark and service mark registrations and the patent applications and patent registrations listed on Exhibit A attached hereto.

B. Bank desires to terminate the Security Agreement and release its security interest in the Trademark Collateral.

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, Bank does hereby covenant and agree as follows:

1. The Security Agreement, and Bank's security interest in the Collateral (including without limitation the Proprietary Rights listed in Exhibit A), is hereby terminated and released.

2. Bank represents and warrants that it has full power and authority to execute this Termination and to release its security interest in the Collateral.

3. Bank represents and warrants that it has not assigned or otherwise encumbered its security interest in the Collateral.

4. At Company's cost, Bank hereby agrees to execute, acknowledge and deliver all such further instruments and to take all such further actions as may be reasonably requested or are required in order to more fully and effectively carry out the purposes of this Termination.

IN WITNESS WHEREOF, Bank has duly executed this Termination as of the day and year first above written.

Bank of America, N.A.

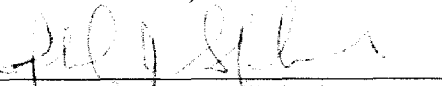
By: 
Name: Philip Stockman
Title: Assistant Vice President

EXHIBIT A

**PROPRIETARY RIGHTS INCLUDED AS COLLATERAL IN
LOAN AND SECURITY AGREEMENT**

I. PATENTS

A. U.S. PATENTS

1. 4,180,924 - RUNNING SHOE WITH WEDGED SOLE
2. 4,237,627 - RUNNING SHOE WITH PERFORATED MIDSOLE
3. 4,364,188 - RUNNING SHOE WITH REAR STABILIZATION MEANS
4. 4,934,072 - FLUID DYNAMIC SHOE
5. 5,052,130 - SPRING PLATE SHOE
6. 5,097,607 - FLUID FOREFOOT FOOTWEAR
7. 5,191,727 - PROPULSION PLATE HYDRODYNAMIC FOOTWEAR
8. 5,315,769 - TEARDROP PROPULSION PLATE FOOTWEAR
9. 5,704,137 - SHOE HAVING HYDRODYNAMIC PAD
10. D256,180 - CLEATED SPORTS SHOE SOLE
11. D264,017 - CLEATED SHOE SOLE
12. D281,926 - ATHLETIC SHOE
13. D281,927 - ATHLETIC SHOE
14. 6,065,230 - SHOE HAVING CUSHIONING MEANS LOCALIZED IN
HIGH IMPACT ZONES

B. U.S. PATENT APPLICATIONS

1. 08/337,674 -SHOE HAVING A COMPOSITE ROLL BAR
2. 09/151,881- SHOE HAVING CUSHIONING MEANS LOCALIZED IN
HIGH IMPACT ZONES (REGISTRATION NO. 6,065,230)

C. AUSTRALIAN PATENTS

1. 623194 - FLUID DYNAMIC SHOE
2. 653515 - FLUID FOREFOOT FOOTWEAR

D. CANADIAN PATENTS

1. 1,097,060 - RUNNING SHOE WITH WEDGED SOLE
2. 1,186,507 - TWO DENSITY INCLINED SOLE RUNNING SHOE
3. 1,251,636 - TOE OFF ATHLETIC SHOE
4. 1,330,485 - SHOE WITH SPRING-LIKE SOLE MEMBER
5. 2,001,879 - FLUID DYNAMIC SHOE
6. 2,041,027 - FLUID FOREFOOT FOOTWEAR

E. CANADIAN PATENT APPLICATION

1. 2,193,601 - SHOE HAVING HYDRODYNAMIC PAD

F. CHILE PATENT APPLICATION

1. 38,397 - FLUID FOREFOOT FOOTWEAR

G. EUROPEAN PATENT APPLICATION

1. 96120680.2 - SHOE HAVING HYDRODYNAMIC PAD

H. JAPANESE PATENT

1. 1,970,819 - SHOE WITH SPRING-LIKE SOLE MEMBER

I. JAPANESE PATENT APPLICATIONS

1. 91-180,621- FLUID FOREFOOT FOOTWEAR
2. 8-359,778 - SHOE HAVING HYDRODYNAMIC PAD

J. KOREAN PATENTS

1. 62,587 - SHOE WITH SPRING-LIKE SOLE MEMBER
2. 99,999 - FLUID FOREFOOT FOOTWEAR

K. TAIWANESE PATENT

1. 104,872 - FLUID FOREFOOT FOOTWEAR

II. TRADEMARKS

A. US TRADEMARKS

Country	Trademark	Class	Registration Number	Registration Date	Application Number	Filing Date
1. United States	ASR	25	2,203,713	17-Nov-98	75/304,381	09-Jun-97
	B and Design	25	1,973,699	14-May-96	74/641,911	03-Mar-95
	BROOKS	25	1,161,034	14-Jul-81	73-125926	09-May-77
	BROOKS AND CHEVRON DESIGN	18	1,360,549	17-Sep-85	73-425026	09-May-83
	BROOKS AND CHEVRON DESIGN	25	1,319,454	12-Feb-85	73-425027	09-May-83
	BROOKS AND CHEVRON DESIGN	25	1,213,324	19-Oct-82	73-253544	10-Mar-80
	BROOKS AND V DESIGN	25	1,319,455	12-Feb-85	73-427688	26-May-83
	BROOKS AND V DESIGN (INTEGRAL)	25	1,683,840	21-Apr-92	74-046570	06-Apr-90
	BROOKS AND V DESIGN (INTEGRAL)	18	1,777,883	22-Jun-93	74/280580	02-Jun-92
	PPS AND DESIGN	25	1,753,275	16-Feb-93	74/123,287	14-Dec-90
	NEVER, NEVER, NEVER STOP	25	1,742,337	22-Dec-92	74/168,283	20-May-91
	THE HUMAN SPIRIT	18	1,812,932	21-Dec-93	74/193,702	12-Aug-91
	THE HUMAN SPIRIT	25	1,823,776	22-Feb-94	74/152,821	04-Jan-91
	BROOKS AND V DESIGN AND CHEVRON DESIGN	25	1,336,768	21-May-85	73-427681	26-May-83
	CHEVRON DESIGN	18	1,360,550	17-Sep-85	73/425,028	09-May-83
	CHEVRON DESIGN	25	1,319,453	12-Feb-85	73/425,025	09-May-83
	HYDROFLOW	25	2,008,775	15-Oct-96	75/035,222	21-Dec-95
	PODULAR TECHNOLOGY	25	n/a	n/a	75/252,947	05-Mar-97
	Super Pod	25	n/a	n/a	75/248,262	26-Feb-97
	V DESIGN	25	1,419,241	02-Dec-86	73/109,762	16-Dec-76
	Brooks	25	1,161,034	14-Jul-81	73/125,926	09-May-77

B. FOREIGN TRADEMARKS

Country	Trademark	Class	Registration Number	Registration Date	Application Number	Filing Date
2. Africa	HYDROFLOW	25	31673	13-Apr-92	81236	13-Apr-92
3. Argentina	BROOKS	25	1640152	31-Jul-97	2052396	10-Oct-96
	BROOKS AND CHEVRON DESIGN	25	Next Renewal No. Not Yet Available	02-Jun-98 Renewal Filed 5/98	2149492	07-May-98
	BROOKS AND CHEVRON DESIGN	18	1353782	01-Aug-89	1448240	01-Aug-84
	BROOKS AND V DESIGN (INTEGRAL)	25	1589116	23-Jan-96	1793038	01-Mar-91
	BROOKS AND V DESIGN (INTEGRAL)	18	1578528	12-Oct-95	1793037	01-Mar-91
	HYDROFLOW	25	T.B.D.	T.B.D.	1835325	12-Mar-92
	THE HUMAN SPIRIT	18	1467785	30-Sep-93	1813700	27-Aug-91
4. Australia	BROOKS	25	B382658	18-Oct-82	382658	18-Oct-82
	BROOKS & CHEVRON DESIGN	25	A396185	29-Aug-83	396185	29-Aug-83
	BROOKS & CHEVRON DESIGN	18	B396184	29-Aug-83	396184	29-Aug-83
	BROOKS & CHEVRON DESIGN	25	B375433	12-May-82	375433	12-May-82
	BROOKS & V DESIGN (INTEGRAL)	25	533418	02-May-90	533418	02-May-90
	HYDROFLOW	25	A504409	08-Feb-89	504409	08-Feb-89
	V DESIGN	25	571590	03-Feb-92	571590	03-Feb-92
5. Austria	BROOKS	25	92,623	14-Dec-79	AM 2035/79	30-Jul-79
	BROOKS AND CHEVRON DESIGN	25	92625	14-Dec-79	AM 2037/79	30-Jul-79
	BROOKS AND V DESIGN (INTEGRAL)	18,25	140873	09-Mar-92	AM 5906/91	11-Dec-91
	BROOKSPORTS	25	92624	14-Dec-79	AM 2036/79	30-Jul-79
	CHEVRON DESIGN	25	92626	14-Dec-79	AM 2038/79	30-Jul-79

Country	Trademark	Class	Registration Number	Registration Date	Application Number	Filing Date
	HYDROFLOW	18,25	140874	09-Mar-92	AM 5907/91	11-Dec-91
	V DESIGN	25	92627	14-Dec-79	AM 2039/79	30-Jul-79
6. Bahrain	BROOKS	25	9827	29-Oct-85	816/85	29-Oct-85
	V DESIGN ON SHOE	25	9779	17-Oct-85	758/85	17-Oct-85
7. Benelux	BROOKS	18,25	364369	10-Aug-79	631858	10-Aug-79
	BROOKS	28	390,876	28-Jun-83	658,853	28-Jun-83
	BROOKS & CHEVRON DESIGN	28	393,850	28-Jun-83	658,854	28-Jun-83
	BROOKS & CHEVRON DESIGN (COLOR)	25	360495	13-Sep-79	632368	13-Sep-79
	BROOKS & V DESIGN (INTEGRAL)	18,25	518115	24-Jul-92	783573	24-Jul-92
	BROOKSPORTS	25	360501	14-Sep-79	632399	14-Sep-79
	CHEVRON DESIGN	18,25	363734	10-Aug-79	631856	10-Aug-79
	HYDROFLOW	25	460413	08-Feb-89	724975	08-Feb-89
	THE HUMAN SPIRIT	25	499289	27-Aug-91	768329	27-Aug-91
	THE HUMAN SPIRIT	25	499282	09-Aug-91	767724	09-Aug-91
	V DESIGN	25	363409	13-Sep-79	632367	13-Sep-79
	V DESIGN ON SHOE	25	363737	22-Aug-79	632026	22-Aug-79
8. Bolivia	BROOKS	25	50580-C	23-Oct-90	1340	05-Jan-90
	V DESIGN ON SHOE	25	50581-C	23-Oct-90	1339	05-Jan-90
9. Brazil	BROOKS & V DESIGN (INTEGRAL)	25	816631298	03-Aug-93	816631298	21-Feb-92
	BROOKS & V DESIGN (INTEGRAL)	25	n/a	n/a	816196958	24-May-91
	BROOKS (STYLIZED)	25	814771580	06-Dec-94	814771580	24-Apr-89
	BROOKS (STYLIZED)	25	810506980	14-Oct-86	810506980	21-May-81
	HYDROFLOW	25	816631280	24-Oct-95	816631280	21-Feb-92
	V DESIGN	25	n/a	n/a	810507013	21-May-81
	V DESIGN	25	816626189	19-Oct-93	816626189	14-Feb-92

Country	Trademark	Class	Registration Number	Registration Date	Application Number	Filing Date
10. Bulgaria	BROOKS	25	16147	29-Jan-88	5439	23-Dec-87
	V DESIGN ON SHOE	25	16145	29-Jan-88	5441	23-Dec-87
11. Canada	BROOKS	All	303228	31-May-85	489319	09-Jul-82
	BROOKS & CHEVRON DESIGN	All	395929	20-Mar-92	666920	14-Sep-90
	BROOKS & CHEVRON DESIGN	All	310755	24-Jan-86	489318	09-Jul-82
	BROOKS & CHEVRON DESIGN	All	290452	04-May-84	419650	10-Jan-78
	BROOKS & V DESIGN (INTEGRAL)	All	445,893	11-Aug-85	666982	14-Sep-90
	BROOKS & V DESIGN (INTEGRAL)	All	436079	25-Nov-94	690202	24-Sep-91
	COMFORT CRAFTED	All	407505	29-Jan-93	689540	10-Sep-91
	FANCIFUL DESIGN OF RUNNING WOMAN	All	407,506	29-Jan-93	689563	10-Sep-91
	HYDROFLOW	All	395197	06-Mar-92	666996	14-Sep-90
	HYDROFLOW	All	395417	13-Mar-92	624686	03-Feb-89
	HYDROFLOW	All	403115	25-Sep-92	690207	24-Sep-91
	KINETIC WEDGE	All	403114	25-Sep-92	690205	24-Sep-91
	KINETIC WEDGE	All	342513	08-Jul-88	577833	08-Jul-88
	KINETIC WEDGE AND DESIGN	All	343398	05-Aug-88	577475	04-Feb-87
	KINETIC WEDGE AND DESIGN	All	424,545	04-Mar-94	690255	24-Sep-91
	KINETIC WEDGE AND DESIGN	All	399133	12-Jun-92	666919	14-Sep-90
	V DESIGN	All	437200	23-Dec-94	690,197	24-Sep-91
	V DESIGN (Chevron Design)	All	436704	09-Dec-94	666960	14-Sep-90
	V DESIGN	All	338782	31-Mar-88	427601	18-Jul-78
12. Chile	BROOKS	25	402810	03-Mar-93	224649	21-Dec-82

Country	Trademark	Class	Registration Number	Registration Date	Application Number	Filing Date
	BROOKS	18	267142	20-Jan-93	217079	12-Aug-92
	BROOKS AND CHEVRON DESIGN (STACKED)	25	405723	27-Apr-93	232496	27-Apr-93
	BROOKS AND V DESIGN (INTEGRAL)	18,25	361410	29-Oct-90	152441	30-Apr-90
	BROOKS AND V DESIGN (INTEGRAL)	18	400632	20-Jan-93	217078	20-Jan-93
	HYDROFLOW	25	342027	24-Apr-89	124999	13-Jan-89
	V DESIGN	25	405724	27-Apr-93	232497	
	V DESIGN	18,25	417442	26-Nov-93	198574	28-Jan-92
	THE HUMAN SPIRIT	25	377423	07-Nov-91	184267	06-Aug-91
	THE HUMAN SPIRIT	18	379398	10-Jan-92	186217	20-Aug-91
13. China	BROOKS	64	262644	20-Sep-86	960001876	21-Nov-85
	BROOKS AND CHEVRON DESIGN	64	262645	20-Sep-86	43066	21-Nov-85
	BROOKS AND CHEVRON DESIGN	51	262646	20-Sep-86	43064	21-Nov-85
	BROOKS AND CHEVRON DESIGN	53	262635	20-Sep-86	43065	21-Nov-85
	BROOKS AND V DESIGN (INTEGRAL)	18	629412	10-Feb-93	92008122	04-Mar-92
	BROOKS AND V DESIGN (INTEGRAL)	25	511818	10-Feb-90	8908747	03-Apr-89
	HYDROFLOW	25	657899	14-Sep-93	92052799	18-Aug-92
14. Colombia	HYDROFLOW	25	n/a	n/a	357096	13-Mar-92
15. Croatia	BROOKS	25	Z920961	7-Apr-98	381-04/92-02/554	29-Sep-92
	BROOKS AND V DESIGN (INTEGRAL)	18,25	Z921084	04-May-94	381-03/92-02/723	01-Oct-92
	V DESIGN ON SHOE	25	Z920962	06-Apr-98	381-04/92-02/555	29-Sep-92
16. Czech Republic	BROOKS	25	167152	28-Dec-88	55437	15-Dec-87

Country	Trademark	Class	Registration Number	Registration Date	Application Number	Filing Date
	BROOKS AND CHEVRON DESIGN	25	167158	24-Jan-89	55436	15-Dec-87
	BROOKS AND V DESIGN	25	169555	24-Mar-92	59134	29-Oct-90
	BROOKS AND V DESIGN (INTEGRAL)	25	184886	15-May-95	85787	13-Jan-94
	HYDROFLOW	25	183286	09-Mar-95	67285	17-Mar-92
17. Denmark	BROOKS	25	84/VR02,420	06-Jul-84	79/VA03, 142	30-Jul-79
	BROOKS AND V DESIGN (INTEGRAL)	25	VR3003	13-May-94	181/93	21-Jun-93
	BROOKSPORT	25	80/VR02,346	13-Jun-80	79/VA03, 143	30-Jul-79
	HEVRON DESIGN	25	80/VR02,347	13-Jun-80	79/VA03, 145	30-Jul-79
	HYDROFLOW	25	92/VR10,940	27-Nov-92	92/VA01,760	10-Mar-92
	V DESIGN	25	80/VR231 0	13-Jun-80	79/VA03,146	30-Jul-79
18. Dominican Repub.	BROOKS	52	34996	03-Feb-83		12-Jan-83
	BROOKS	45	34997	03-Feb-83		12-Jan-83
19. Ecuador	BROOKS AND CHEVRON DESIGN (STACKED)	25	0738-95N	21-Mar-95	15103	14-Mar-89
	BROOKS AND V DESIGN (INTEGRAL)	25	2926-92	16-Nov-92	30464	24-Feb-92
	BROOKS AND V DESIGN (INTEGRAL)	18	2797-92	16-Nov-92	30145	12-Feb-92
	HYDROFLOW	25	825-93	30-Apr-93	31432	10-Apr-92
	V DESIGN	25	2891-92	16-Nov-92	30466	24-Feb-92
	V DESIGN	25	457-92	04-Mar-92	25622	22-May-91
20. Egypt	BROOKS AND V DESIGN (INTEGRAL)	25	82030	01-Jul-95	82030	27-Jan-92
	V DESIGN	25	n/a	n/a	82067	28-Jan-92
21. El Salvador	BROOKS	74 (local)	n/a	n/a	E-1249-83	30-Sep-83

Country	Trademark	Class	Registration Number	Registration Date	Application Number	Filing Date
		class)				
	BROOKS & CHEVRON DESIGN	74,65,92 (local)	n/a	n/a	E-1264-83	04-Oct-83
	V DESIGN	74 (local class)	213-105	17-Sep-84		30-Sep-83
22. Estonia	BROOKS	25	08630	01-Mar-94	9300321	21-Jan-93
	BROOKS AND V DESIGN (INTEGRAL)	18,25	14788	08-Feb-95	9300363	25-Jan-93
	HYDROFLOW	25	14787	08-Feb-95	9300362	25-Jan-93
	V DESIGN ON SHOE	25	08631	01-Mar-94	9300322	21-Jan-93
23. European Community	BROOKS	18,25	n/a	n/a	162,313	01-Apr-96
	HYDROFLOW	18,25	n/a	n/a	162131	01-Apr-96
	V DESIGN	25	n/a	n/a	162255	01-Apr-96
24. Finland	BROOKS	25	91775	20-Feb-85	793760	27-Jul-79
	BROOKS & V DESIGN (INTEGRAL)	18,25	142434	20-Feb-96	930059	08-Jan-93
	BROOKS AND CHEVRON DESIGN	25	93369	20-Aug-85	793762	27-Jul-79
	BROOKSPORT	25	80749	20-Feb-92	793761	27-Jul-79
	CHEVRON DESIGN	25	88074	20-Feb-84	793763	27-Jul-79
	HYDROFLOW	25	111957	20-May-91	890143	12-Jan-89
	KINETIC WEDGE	25	103798	20-Apr-89	863863	01-Oct-86
	V DESIGN	25	89036	05-Jun-84	793764	27-Jul-79
25. France	BROOKS	25	1551741	21-Sep-89	155904	21-Sep-89
	BROOKS AND CHEVRON DESIGN	25	1551742	21-Sep-89	155905	21-Sep-89
	BROOKS AND V DESIGN (INTEGRAL)	18,25	1593873	25-May-90	212332	25-May-90
	BROOKSPORTS	25	1551740	21-Sep-89	155903	21-Sep-89
	CHEVRON DESIGN	25	1551736	21-Sep-89	155899	21-Sep-89
	HYDROFLOW	25	92411308	20-Mar-92	92/411308	20-Mar-92

Country	Trademark	Class	Registration Number	Registration Date	Application Number	Filing Date
	PROPULSION PLATE	25	1642543	06-Feb-91	265,837	06-Feb-91
	V DESIGN	25	1551737	21-Sep-89	155900	21-Sep-89
26. Georgia	BROOKS	25	4783	24-Mar-97	002313/03	08-Jun-93
	BROOKS & V DESIGN (INTEGRAL)	18,25	2648	17-Jul-96	002566/03	22-Dec-92
27. Germany	BROOKS	25	DD64601 5	06-Apr-88	(DDW)56646	21-Dec-87
	BROOKS	25	1002388	15-Oct-89		
	BROOKS & CHEVRON DESIGN	25	DD646016	06-Apr-88	(DDW)56647	21-Dec-87
	BROOKS & CHEVRON DESIGN	25	1064449	12-Jun-84		30-Jun-83
	BROOKS & CHEVRON DESIGN	25	1002390	15-Oct-79	864304/25WZ	31-Aug-89
	BROOKS & DESIGN	25	1109990	17-Aug-87	W34381/25WZ	08-Aug-84
	BROOKS & V DESIGN (INTEGRAL)	25	1186858	29-Jan-93	W40506/25WZ	07-Jun-90
	BROOKSPORTS	25	1002389	15-Oct-79	B64303/25WZ	1-Jan-79
	CHEVRON DESIGN	25	T.B.D.	T.B.D.	W643011/ 25WZ	T.B.D.
	PROPULSION PLATE	25	T.B.D.	T.B.D.	W41373/25WZ	T.B.D.
	HYDROFLOW	25	1,186,887	03-Feb-93	W38936/25WZ	14-Feb-89
	V DESIGN ON SHOE	25	DD646456	05-Apr-89	DDW256648	21-Dec-87
28. Greece	BROOKS & V DESIGN (INTEGRAL)	18,25	107548	17-May-95	107548	31-Jan-92
	HYDROFLOW	18,25	107549	17-Jan-95	107549	31-Jan-92
29. Guatemala	BROOKS	25	n/a	n/a	3051-83	04-Aug-83
	BROOKS & CHEVRON DESIGN	25	n/a	n/a	3001-83	28-Jul-83
	V DESIGN	25	n/a	n/a	2993-83	28-Jul-83
30. Hong Kong	BROOKS & CHEVRON DESIGN	25	1711/88	17-Aug-90	1489/83	30-May-83
	HYDROFLOW	25	4230/93	14-Oct-93	1776/92	29-Feb-92

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31. Hungary	BROOKS	25	127095	29-Jun-88	2253/2277/87	03-Dec-87
	BROOKS & V DESIGN (INTEGRAL)	18,25	139,908	14-Aug-96	M93/00025	06-Jan-93
	HYDROFLOW	25	135,797	11-Mar-92	M92/01,361	11-Mar-92
	V DESIGN	25	127248	23-Sep-88	2253/2276/87	03-Dec-87
32. Iceland	BROOKS	25	93/256	30-Mar-93	1092/1992	09-Nov-92
	BROOKS & V DESIGN (INTEGRAL)	18,25	93/255	30-Mar-93	1091/1992	09-Nov-92
	V DESIGN	18,25	93/254	30-Mar-93	1090/1992	09-Nov-92
33. India	BROOKS	25			403461	29-Mar-83
	BROOKS & V DESIGN (INTEGRAL)	25			581151	16-Sep-92
	HYDROFLOW	25			569148	10-Mar-92
	V DESIGN	25	40346303	31-Aug-95	403463	29-Mar-83
34. Indonesia	BROOKS	25	266632	04-Jun-91	804	26-May-90
	BROOKS & CHEVRON DESIGN	18,25	n/a	n/a	195	12-Apr-91
	BROOKS & V DESIGN (INTEGRAL)	18,25	315401	07-Nov-94	4248	08-Feb-92
	CHEVRON DESIGN	25	266631	04-Jun-91	804	26-May-90
	HYDROFLOW	25	312829	08-Feb-92	4248	08-Feb-92
35. Ireland	BROOKS	25	135237	10-Feb-84	391/84	10-Feb-84
	BROOKS AND V DESIGN (INTEGRAL)	25	162713	14-Jan-92	169/92	14-Jan-92
	HYDROFLOW	25	147286	14-Jan-92	168/92	14-Jan-92
	V DESIGN	25	B110200	22-Aug-79	2357/79	22-Aug-79
36. Israel	BROOKS	25	82354	10-May-95	82354	11-Feb-92
	BROOKS AND V DESIGN (INTEGRAL)	25	82334	10-May-95	82334	07-Feb-92
	BROOKS AND V DESIGN (INTEGRAL)	18	82333	10-May-95	82333	07-Feb-92

Country	Trademark	Class	Registration Number	Registration Date	Application Number	Filing Date
	HYDROFLOW	25	82335	03-Nov-94	82335	11-Feb-92
	V DESIGN	25	82353	11-Feb-92	82353	11-Feb-92
37. Italy	BROOKS	18	418681	14-Apr-86	19271C/83	13-May-83
	BROOKS	25	470116	11-Mar-87	21490C/80	26-Sep-80
	BROOKS AND CHEVRON DESIGN	25	470118	11-Mar-87	21492C/80	26-Sep-80
	BROOKS AND V DESIGN (INTEGRAL)	18,25	605454	20-Oct-93	23080C/90	24-Aug-90
	BROOKSPORTS	25	470117	11-Mar-87	21419C/80	26-Sep-80
	CHEVRON DESIGN	18	418682	14-Apr-86	19272C/83	13-May-83
	CHEVRON DESIGN	25	470119	11-Mar-87	21493C/80	26-Sep-80
	HYDROFLOW	25	641010	27-Dec-94	M192C002093	23-Mar-92
	PROPULSION PLATE	25	621160	08-Jun-94	M191C000876	07-Feb-91
	V DESIGN	25	470120	11-Mar-87	21494C/80	26-Sep-80
	THE HUMAN SPIRIT	25	625897	17-Jun-94	M191C00627	28-Aug-91
	THE HUMAN SPIRIT	18	625873	17-Jun-94	M191C006250	28-Aug-91
38. Japan	ACTIVO	22	2,301,218	27-Feb-91	63-115817	
	BROOKS	24	2,061,754	22-Jul-88	1739/1986	02-Apr-76
	BROOKS	22	1,465,560	30-Jun-81	52-022560	05-Apr-77
	BROOKS	25	n/a	n/a	10-011020	12-Feb-98
	BROOKS	21	1,492,780	25-Dec-81	52-049691	15-Jul-77
	BROOKS AND CHEVRON DESIGN	17	2,008,375	18-Dec-87	59-110489	18-Oct-84
	BROOKS AND V DESIGN (INTEGRAL)	17	2,716,226	30-Sep-96	02-063002	04-Jun-90
	BROOKS AND V DESIGN (INTEGRAL)	25	4168371	n/a	7-80974	04-Aug-95
	BROOKS in Katakana	25	n/a	n/a	7-80973	04-Aug-95
	BROOKS In Katakana	17	2,287,535	26-Dec-90	63-057200	20-May-88
	BROOKSATHLETIC	24	2,197,989	25-Dec-89	53-092038	18-Dec-88

Country	Trademark	Class	Registration Number	Registration Date	Application Number	Filing Date
	AND DESIGN					
	THE HUMAN SPIRIT	21	2,585,348	29-Oct-93	116670/91	11-Nov-91
	CHEVRON DESIGN	25	3,210,936	31-Oct-96	04-305938	27-Oct-92
	ELAN MXT	22	2,301,217	27-Feb-91	63-115816	
	FLYING B DESIGN	25	4100559	09-Jan-98	7-80976	04-Aug-95
	HYDROFLOW	22	2,357,270	29-Nov-91	01-015447	13-Feb-89
	HYDROFLOW	25	4100560	09-Jan-98	7-80977	04-Aug-95
	KINETIC WEDGE	22	2,162,897	31-Aug-89	61-128360	4-Dec-86
	KINETIC WEDGE AND DESIGN	22	2,256,467	30-Aug-90	62-037696	
	PROPULSION PLATE	22	2,559,542	30-Jul-93	12703/91	
	V DESIGN	22	2705647	31-Mar-95	03-123824	29-Nov-91
	V DESIGN	25	4,104,160	16-Jan-98	7-80975	04-Aug-95
	V DESIGN	21	T.B.D.	T.B.D.	89693/77	T.B.D.
	V DESIGN	24	2,673,407	29-Jun-94	04-020465	28-Feb-92
	V DESIGN	25	3,200,339	30-Sep-96	04-305937	27-Oct-92
	V DESIGN	25	3,200,342	30-Sep-96	05-001892	12-Jan-93
39. Jordan	BROOKS	25	22454	14-Sep-87	T.B.D.	02-May-85
	BROOKS & CHEVRON DESIGN	25	22448	14-Sep-87	T.B.D.	02-May-85
	V DESIGN ON SHOE	25	22447	14-Sep-87	T.B.D.	02-May-85
40. Kenya	HYDROFLOW	25	39643	29-Apr-93	39643	31-Mar-92
41. Korea (South)	BROOKS	25	77255	28-Jul-81	80-9295	14-Nov-80
	BROOKS & CHEVRON DESIGN	27	77253	28-Jul-81	80-9293	14-Nov-80
	CHEVRON DESIGN	27	77254	28-Jul-81	80-9294	14-Nov-80
	PROPULSION PLATE	27	238767	22-May-92	913165	01-Feb-91
42. Kuwait	BROOKS	25	22271	29-Jul-90	23949	31-Jan-90
	BROOKS & CHEVRON	18	n/a	n/a	24445	31-May-90

Country	Trademark	Class	Registration Number	Registration Date	Application Number	Filing Date
	DESIGN					
	V DESIGN	25	17532	15-Dec-86	18688	31-Dec-85
43. Latvia	BROOKS	25	12845	28-Feb-94	M-92-3299	20-Dec-92
	BROOKS & V DESIGN (INTEGRAL)	18,25	30875	30-Sep-95	M-92-3307	20-Dec-92
	V DESIGN ON SHOE	25	12846	28-Feb-94	M-92-3300	20-Dec-92
44. Lebanon	BROOKS	25	44539	26-Jul-83	394/A/196708	26-Jul-83
	BROOKS & CHEVRON DESIGN	18,25	44541	26-Jul-83	394/A/196708	26-Jul-83
	HYDROFLOW	18,25			41/20014	30-Apr-92
	KINETIC WEDGE	25	50100	19-Mar-87	54/26951	19-Mar-87
	V DESIGN	25	44540	26-Jul-83	394/A/19708	26-Jul-83
45. Lithuania	BROOKS	25	6476	04-Mar-93	RL987	31-Dec-92
	BROOKS & V DESIGN (INTEGRAL)	18,25	21197	27-Jun-95	ZP 2720	31-Dec-92
	V DESIGN ON SHOE	25	6477	04-Mar-93	RL988	31-Dec-92
46. Macau	BROOKS	25	5437-M	12-Feb-88	203544	14-Aug-79
	BROOKS & CHEVRON DESIGN	25	5439	23-Jul-92	5439	12-Feb-88
	BROOKS & CHEVRON DESIGN	18	5438	23-Jul-92	5438-M	12-Feb-88
	BROOKS & V DESIGN (INTEGRAL)	25	11495	01-Feb-93	11495	28-Jan-92
	BROOKS & V DESIGN (INTEGRAL)	18	11494	01-Feb-93	11494	28-Jan-92
	HYDROFLOW	25	11529	17-Dec-92	11529	12-Feb-92
	V DESIGN	25	11516	18-May-93	11516	07-Feb-92
47. Malaysia	BROOKS	25	n/a	n/a	85/02365	31-May-85
	BROOKS & CHEVRON DESIGN	25	n/a	n/a	MA/2364/85	31-May-85
	BROOKS & V DESIGN (INTEGRAL)	25	n/a	n/a	MA/524/92	29-Jan-92

Country	Trademark	Class	Registration Number	Registration Date	Application Number	Filing Date
	HYDROFLOW	25	00803	03-May-95	MA/803/92	11-Feb-92
	V DESIGN (LINE BORDER)	25	n/a	n/a	MA/804/92	11-Feb-92
	V DESIGN ON SHOE	25	n/a	n/a	MA/2366/85	31-May-85
48. Mexico	BROOKS	25	408170	18-Mar-92	127510	25-Nov-91
	BROOKS & CHEVRON DESIGN	22	397384	01-Jul-91	58530	09-Mar-89
	BROOKS & V DESIGN (INTEGRAL)	18	n/a	n/a	127513	25-Nov-91
	BROOKS & V DESIGN (INTEGRAL)	25	432484	29-Mar-93	127512	25-Nov-91
	BROOKS AND CHEVRON DESIGN	53	344813	10-Mar-88	58532	9-Mar-89
	BROOKS AND CHEVRON DESIGN	18	T.B.D.	T.B.D.	104920	18-Jan-91
	CHEVRON DESIGN	53	412973	12-May-92	71962	20-Sep-89
	HYDROFLOW	25	408169	18-Mar-92	127509	25-Nov-91
	KINETIC WEDGE	25	399912	26-Sep-91	104922	18-Jan-91
	V DESIGN	53	412,974	12-May-92	72429	27-Sep-89
	V DESIGN	25	420801	27-Aug-92	127511	25-Nov-91
49. Morocco	BROOKS	18,25	48079	17-Jan-92	PV455	17-Jan-92
	BROOKS	18,25	8279	22-Jun-92	8279	22-Jun-92
50. Namibia	THE HUMAN SPIRIT	25	920868	31-Aug-92	920869	31-Aug-92
	THE HUMAN SPIRIT	18	920868	31-Aug-92	920869	31-Aug-91
51. Netherlands Antilles	CHEVRON DESIGN	25	11484	16-Sep-80	11484	28-May-80
	V DESIGN	25	11389	22-Aug-80	11389	28-May-80
	V DESIGN ON SHOE	25	11951	13-Aug-81	11951	28-May-80
52. New Zealand	BROOKS	18	204543	03-Sep-90	204543	03-Sep-90
	BROOKS	25	154449	25-Feb-97	154449	17-Aug-84
	BROOKS AND V	25	204545	03-Sep-90	204545	03-Sep-90

Country	Trademark	Class	Registration Number	Registration Date	Application Number	Filing Date
	DESIGN (INTEGRAL)					
	BROOKS AND V DESIGN (INTEGRAL)	18	204544	03-Sep-90	204544	03-Sep-90
	CHEVRON DESIGN	25	B154450	17-Aug-84	154450	17-Aug-84
	HYDROFLOW	18	204646	7-Sep-90	204646	07-Sep-90
	V DESIGN	25	132671	03-Dec-97	132671	04-Jun-96
	V DESIGN	18	206347	07-May-93	206347	20-Nov-90
53. Nicaragua	BROOKS AND CHEVRON DESIGN	25	22007	02-Sep-92	22007	02-Oct-91
54. Nigeria	HYDROFLOW	25	53759	07-Nov-97	TP 13708	23-Apr-92
55. Norway	BROOKS	25	112380	18-Nov-82	792244	03-Aug-79
	BROOKS AND V DESIGN (INTEGRAL)	18,25	163,658	14-Jul-94	915909	22-Nov-91
	BROOKSPORTS	25	109264	27-Aug-81	792245	03-Aug-79
	V DESIGN ON SHOE	25	120808	02-May-85	832690	25-Aug-83
56. Oman	BROOKS	25	n/a	n/a	7910	09-Jan-93
	BROOKS AND V DESIGN (INTEGRAL)	25	n/a	n/a	7911	09-Jan-93
57. Panama	BROOKS	25	049157	04-Sep-89	49157	22-Feb-89
	HYDROFLOW	25	61201	21-Jan-94	061201	11-May-92
	V DESIGN ON SHOE	25	60689	27-Dec-93	60689	31-Mar-92
58. Paraguay	BROOKS	25	175450	30-Dec-94	9063	09-Aug-90
59. Peru	BROOKS	18	96256	14-Feb-92	183090	18-Mar-91
	BROOKS	25	92294	25-Jul-91	183061	18-Mar-91
	BROOKS AND V DESIGN (INTEGRAL)	25	97980	26-Jun-92	199001	03-Mar-92
	BROOKS AND V DESIGN (INTEGRAL)	18	98545	05-Aug-92	199000	03-Mar-92
	V DESIGN ON SHOE	25	7684	27-Apr-94	182024	22-Feb-91
60. Philippines	BROOKS	18,25	46625	27-Sep-89	49383	11-Oct-82

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	BROOKS AND CHEVRON DESIGN	18,25	46606	27-Sep-89	49384	11-Oct-82
	BROOKS AND CHEVRON DESIGN	18,25	T.B.D.	T.B.D.	48994	23-Aug-82
	BROOKS AND V DESIGN (INTEGRAL)	18,25	59412	03-Oct-94	81175	22-Mar-94
	HYDROFLOW	25	57451	22-Mar-94	80470	22-Apr-92
	V DESIGN ON SHOE	25	46415	11-Sep-89	44811	08-May-81
61. Poland	BROOKS	25	63098	31-Dec-88	Z85273	18-Dec-87
	BROOKS & V DESIGN (INTEGRAL)	18,25	88103	21-Dec-95	Z117702	07-Jan-93
	HYDROFLOW	25	77384	07-Mar-94	Z106830	06-Mar-92
	V DESIGN ON SHOE	25	63281	05-May-89	Z85275	18-Dec-87
62. Portugal	BROOKS	25	203544	05-Jan-87	203544	14-Aug-79
	BROOKS & V DESIGN (INTEGRAL)	25	278373	16-Sep-92	278373	20-Nov-91
	BROOKS & V DESIGN (INTEGRAL)	18	278372	22-Sep-92	278372	20-Nov-91
	BROOKSPORTS	25	203545	05-Jan-87	203545	14-Aug-79
	HYDROFLOW	25	280358	28-Dec-92	280358	12-Feb-92
	V DESIGN	25	n/a	n/a	203548	14-Aug-79
	V DESIGN	25	280274	02-Feb-94	280274	07-Feb-92
63. Puerto Rico	BROOKS	3	23101	08-Sep-90	23101	16-May-80
	BROOKS	39	23103	08-Sep-80	23103	16-May-80
	BROOKS & CHEVRON DESIGN	39	23104	08-Sep-80	23104	16-May-80
	BROOKS & CHEVRON DESIGN	3	23102	08-Sep-80	23102	16-May-80
	V DESIGN ON SHOE	39	23099	08-Sep-80	23099	16-May-80
64. Romania	BROOKS	25	15098	16-May-89	17487	11-Jan-88
	BROOKS & CHEVRON DESIGN	25	15099	05-Oct-88	17492	11-Jan-88

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	V DESIGN ON SHOE	25	14864	10-Oct-88	17488	11-Jan-88
65. Russian Federation	BROOKS	25	83416	11-Jul-88	107647	07-Dec-87
	BROOKS & V DESIGN (INTEGRAL)	18,25	122444	28-Dec-94	92010705	16-Dec-92
	HYDROFLOW	25	113215	23-Aug-93	154974	24-Mar-92
	V DESIGN ON SHOE	25	83465	18-Jul-88	107648	07-Dec-87
66. Saudi Arabia	BROOKS	25	142/14	22-Jun-86	2058	13-Jul-85
	BROOKS & V DESIGN (INTEGRAL)	25	280/18	03-Apr-93	19018	24-Oct-92
	HYDROFLOW	25	271/34	13-Dec-92	16181	21-Mar-92
	V DESIGN	25	281/94	26-Sep-93	19329	15-Nov-92
67. Singapore	BROOKS	25	n/a	n/a	S/833/92	07-Feb-92
	BROOKS & V DESIGN (INTEGRAL)	25	3915/90	30-May-90	S/3915/90	30-May-90
	HYDROFLOW	25	891/92	10-Feb-92	S/891/92	10-Feb-92
	KINETIC WEDGE	25	5423/86	01-Dec-86	5423/86	01-Dec-86
	V DESIGN (LINE BORDER)	25	n/a	n/a	S/890/92	10-Feb-92
68. South Africa	BROOKS	25	B80/2603	04-Feb-83	B80/2603	28-Apr-80
	BROOKS AND CHEVRON DESIGN	25	80/0750	29-Nov-94	80/0750	14-Feb-80
	BROOKS AND V DESIGN (INTEGRAL)	25	92/0583	21-Mar-94	92/0583	27-Jan-92
	BROOKS AND V DESIGN (INTEGRAL)	18	92/0582	21-Mar-94	92/0582	27-Jan-92
	BROOKSPORTS	25	80/0749	25-Nov-94	80/0749	14-Feb-80
	CHEVRON DESIGN	25	80/0751	19-Jan-90	80/0751	14-Feb-80
	HYDROFLOW	25	92/0581	21-Mar-94	92/0581	27-Jan-92
	V DESIGN	25	80/0752	14-Jan-90	80/0752	14-Feb-80
69. Spain	BROOKS	25	668884	13-Oct-75	668884	04-Mar-72

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TRADEMARK
REEL: 002605 FRAME: 0679

Country	Trademark	Class	Registration Number	Registration Date	Application Number	Filing Date
	BROOKS & V DESIGN (INTEGRAL)	25	1575393	05-Aug-93	1575393	20-Jun-90
	HYDROFLOW	25	1302981	21-May-90	1302981	17-Feb-89
	KINETIC WEDGE	25	1172414	05-Jan-88	1172414	12-Dec-86
	V DESIGN ON SHOE	25	1194284	05-Jun-89	1194284	14-May-87
70. Sweden	BROOKS & V DESIGN (INTEGRAL)	18,25	252208	01-Oct-93	92-04128	29-Apr-92
	BROOKSPORTS	T.B.D.	T.B.D.	T.B.D.	T.B.D.	T.B.D.
	CHEVRON DESIGN	25	170912	01-Feb-80	79-5158	1-Feb-79
	HYDROFLOW	25	219894	07-Dec-90	89-1128	07-Feb-89
	V DESIGN	25	194348	18-Jan-85	83-1564	03-Oct-83
71. Switzerland	BROOKS	25	302425	01-Apr-80	4910	27-Sep-79
	BROOKS AND CHEVRON DESIGN	25	302470	03-Apr-80	4911	27-Sep-79
	BROOKS AND CHEVRON DESIGN	18	334120	04-Dec-84	3438	21-Jun-84
	BROOKS AND V DESIGN (INTEGRAL)	18,25	395756	06-Dec-91	8230/1991.5	06-Dec-91
	BROOKSPORTS	25	302424	01-Apr-80	79-4909	27-Sep-79
	CHEVRON DESIGN	25	302471	03-Apr-80	4912	27-Sep-79
	HYDROFLOW	18,25	394142	18-Aug-92	8229/1991.9	06-Dec-91
	KINETIC WEDGE	25	351328	23-Mar-87	7434	26-Nov-86
	THE HUMAN SPIRIT	18,25	394303	21-Aug-92	5859/1991.5	27-Aug-91
	V DESIGN	25	302472	03-Apr-80	4913	27-Sep-79
72. Taiwan	BROOKS	48	130799	01-Apr-80	(68)15703	24-Aug-79
	BROOKS	44	127004	16-Jan-80	(68)15700	24-Aug-79
	BROOKS	50	127038	16-Jan-80	(68)15707	24-Aug-79
	BROOKS AND CHEVRON DESIGN	44	127002	16-Jan-80	(68)15698	24-Aug-79
	BROOKS AND CHEVRON DESIGN	50	127036	16-Jan-80	(68)15705	24-Aug-79

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	BROOKS AND CHEVRON DESIGN	48	277550	01-Apr-85	73040123	13-Aug-84
	BROOKS AND V DESIGN (INTEGRAL)	40	508519	16-Dec-90	79027501	22-Jun-90
	BROOKS AND V DESIGN (INTEGRAL)	41	511411	16-Jan-91	97027502	22-Jun-90
	BROOKS AND V DESIGN (INTEGRAL)	43	510155	01-Jan-91	79027503	22-Jun-90
	CHEVRON DESIGN	44	127003	16-Jan-80	(68)15699	24-Aug-79
	CHEVRON DESIGN	50	127037	16-Jan-80	(68)15706	24-Aug-79
	HYDROFLOW	41	570881	16-Sep-92	81011945	17-Mar-92
73. Thailand	BROOKS	38	159482	23-Dec-91	217183	24-Jul-91
	BROOKS AND CHEVRON DESIGN	38	137173	10-Apr-90	192218	03-Aug-89
	BROOKS AND V DESIGN (INTEGRAL)	38	162196	22-Sep-92	222206	11-Dec-91
	HYDROFLOW	38	162235	22-Sep-92	224884	11-Feb-92
	V DESIGN	38	164059	08-Feb-94	217185	24-Jul-91
	V DESIGN	50	161202	08-Feb-94	217186	24-Jul-91
74. Turkey	BROOKS	25	85452	18-Jun-85	22934	26-Apr-85
	BROOKS AND V DESIGN (INTEGRAL)	25	135644	24-Jan-92	6155	24-Jan-92
	HYDROFLOW	25	135162	24-Jan-92	527461	24-Jan-92
75. Ukraine	BROOKS	25	513	15-Jun-93	83416	10-Feb-93
	HYDROFLOW	25	8406	30-Jun-97	93063011	18-Jun-93
	V DESIGN ON SHOE	25	510	15-Jun-93	83465	10-Feb-93
76. United Arab Emirates	BROOKS	18,25	T.B.D.	T.B.D.	4761	30-Jan-94
	BROOKS & V DESIGN (INTEGRAL)	25	T.B.D.	T.B.D.	4762	30-Jan-94
77. United Kingdom	BROOKS	25	1500324	13-May-92	1500324	13-May-92
	BROOKS AND V	25	1494051	12-Mar-92	1494051	12-Mar-92

Country	Trademark	Class	Registration Number	Registration Date	Application Number	Filing Date
	DESIGN (INTEGRAL)					
	CHEVRON DESIGN	25	1115561	07-Jun-79	1115561	07-Jun-79
	CHEVRON DESIGN	18	1200481	27-Nov-87	1200481	26-Jul-83
	CHEVRON DESIGN (LINE BORDER)	25	1102965	14-Oct-78	1102965	14-Oct-78
	HYDROFLOW	25	1369943	28-Aug-90	1369943	13-Jan-89
	PROPULSION PLATE	25	1453804	23-Jan-91	1453804	23-Jan-91
	V DESIGN (LINE BORDER)	25	B1494032	12-Mar-92	1494032	12-Mar-92
	V DESIGN (LINE BORDER)	25	B-1503217	09-Jun-92	1503217	09-Jun-92
78. Uruguay	BROOKS	25	217106	19-Nov-91	217106	22-Apr-87
	BROOKS	18,25	237847	03-Jun-92	237847	07-Jun-90
	BROOKS AND V DESIGN (INTEGRAL)	18,25	237848	03-Jun-92	237848	07-Jun-90
79. Venezuela	BROOKS	39	128224-F	20-Jun-87	4545-85	03-May-85
	BROOKS AND CHEVRON DESIGN	39	128227-F	20-Jan-87	4555-85	03-May-85
	BROOKS AND V DESIGN (INTEGRAL)	39	(Awaiting Registration) No.	Publication Granted 2/20/95	1455-92	29-Jan-92
80. Vietnam	BROOKS	25	15493	01-Mar-95	17487	26-Mar-94
	BROOKS AND V DESIGN (INTEGRAL)	16	15492	01-Mar-95	17486	26-Nov-94
	V DESIGN	25	n/a	n/a	N-0867/94	26-Mar-94
81. Yemen Northern	BROOKS	25	5368	21-Feb-93	1531	28-Nov-91
82. Yugoslavia	BROOKS	25	31383	21-Dec-87	Z331/85	23-May-85
83. Zimbabwe	BROOKS AND V DESIGN (INTEGRAL)	18	B95/92	28-Jan-92	95/92	28-Jan-92
	BROOKS AND V DESIGN (INTEGRAL)	25	B96/92	28-Jan-92	96/92	28-Jan-92
	HYDROFLOW	25	204/92	09-Mar-92	204/92	09-Feb-92
	V DESIGN	25	99/92	29-Jan-92	99/92	29-Jan-92

III. LICENSES BY BORROWER OF PROPRIETARY RIGHTS

Although Borrower does not license any of its technology, Borrower does by virtue of a Settlement Agreement between Borrower and Dan Barry dated April 29, 1998 pay certain royalties to Dan Barry.

IV. LICENSES OF PROPRIETARY RIGHTS TO THIRD PARTIES

1. License Agreement dated June 30, 1996 by and between Brooks Sports, Inc. and Texas Peak PTY Ltd.
2. License Agreement dated February 1, 1993 by and between Brooks Sports, Inc. and R.M.P. Athletic Locker Limited, and amendments thereto.
3. License Agreement dated June 27, 1996 by and between Brooks Sports, Inc. and Forus S.A.
4. Distribution and License Agreement dated April 28, 1997 by and between Brooks Sports, Inc. and Bretton s.r.o.
5. Distribution and License Agreement dated July 25, 1997 by and between Brooks Sports, Inc. and Finnsport Vertriebs GmbH.
6. Apparel License Agreement by and between Brooks Sports, Inc. and Fairbo Sport B.V.
7. Distribution and License Agreement by and between Brooks Sports, Inc. and Cisafla S.p.A.
8. Distribution and License Agreement by and between Brooks Sports, Inc. and Multi-Way Investments, Inc., a British Virgin Islands corporation, dated July 1, 1998.
9. License Agreement dated January 1, 1993 between Wolverine World Wide, Inc. and Asahi Corporation, and amendments thereto.
10. License Agreement dated April 9, 1996 by and between Brooks Sports, Inc. and Kumhwa Sports Corp.

11. Distribution and License Agreement dated May of 1998 by and between Brooks Sports, Inc. and Gresvig ASA Konsem.

12. Distribution and Licensing Agreement dated June 13, 1997 by and between Brooks Sports, Inc. and MTB Canada Ltd.

13. Distribution and License Agreement dated September 18, 1997 by and between Brooks Sports, Inc. and Induyco S.A.

14. Distribution and License Agreement dated February 2, 1997 by and between Brooks Sports, Inc. and SportGruppen Inkjob AB/Stadium.

15. Distribution and Licensing Agreement dated _____, 1998 by and between Brooks Sports, Inc. and O'Neills.

16. License Agreement dated September 3, 1996 by and between Brooks Sports, Inc. and United Sports (Thailand) Ltd.

17. Letter dated May 9, 1997 describing distribution arrangement with Bourne Sports d/ b/ a Sports International Ltd. for the United Kingdom.

18. License and Distribution Agreement with Kesko Ltd. dated February 28, 1995.

V. TRADE NAMES

Brooks Sports, Inc., Brooks Sports, Brooks

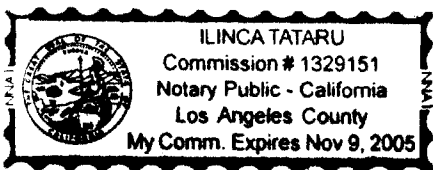
ACKNOWLEDGMENT

STATE OF California)
COUNTY OF Los Angeles) ss.

On October 23 2002, before me, Ilina Tataru,
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared Philip Seferovich,
Name of Signer(s)

personally known to me – OR – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.
Ilina Tataru
Signature of Notary Public

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY(IES) CLAIMED BY SIGNER(S)

- Individual
- Corporate Officer
- President
Title(s)
- Partner(s) Limited General
- Attorney-In-Fact
- Trustee(s)
- Guardian/Conservator
- Other: _____

DESCRIPTION OF ATTACHED DOCUMENT

Collateral Assignment of Trademarks (Security Agreement)
Title or Type of Document
24
Number of Pages
Date of Document
Signer(s) Other Than Named Above

Signer is Representing:
Name of Person(s) or Entity(ies)
Board of Directors, N.A.