

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mr. Joseph Simmons		03/16/2003	INDIVIDUAL: UNITED STATES

RECEIVING PARTY DATA	
Name:	Run Athletics, LLC
Street Address:	512 Seventh Avenue
Internal Address:	43rd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	Delaware Limited Liability Company:

PROPERTY NUMBERS Total: 3								
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Serial Number:</td> <td>76302113</td> </tr> <tr> <td>Serial Number:</td> <td>76500523</td> </tr> <tr> <td>Serial Number:</td> <td>76500524</td> </tr> </tbody> </table>	Property Type	Number	Serial Number:	76302113	Serial Number:	76500523	Serial Number:	76500524
Property Type	Number							
Serial Number:	76302113							
Serial Number:	76500523							
Serial Number:	76500524							

CORRESPONDENCE DATA	
Fax Number:	(212)326-0806
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2123260831
Email:	tle@pryorcashman.com
Correspondent Name:	Pryor Cashman Sherman & Flynn LLP
Address Line 1:	410 Park Avenue
Address Line 4:	New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	05527.00013
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NAME OF SUBMITTER:	Teresa A. Lee, Esq.
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Total Attachments: 2

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**TRADEMARK
 REEL: 002693 FRAME: 0304**

CH \$90.00 76302113

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ASSIGNMENT OF TRADEMARK

This Agreement (hereinafter the "Agreement") is made and entered into effective as of March 16, 2003 (hereinafter the "Effective Date") by and between JOSEPH SIMMONS, an individual and U.S. citizen, with a location at c/o Felcher & Freifeld LLP, 358 5th Avenue, Suite 401, New York, NY 10001 (hereinafter the "ASSIGNOR") on the one hand, and RUN ATHLETICS, LLC, a Delaware limited liability company, with an office at 512 Seventh Avenue, 43rd Floor, New York, NY 10018 (hereinafter the "ASSIGNEE"), on the other hand;

WHEREAS, ASSIGNOR owns the cl. 25 trademark applications set forth below (hereinafter collectively referred to as the "Marks");

RUN ATHLETICS, Appl. Serial No. 76/302,113, filed on Aug. 20, 2001;

RA *with Design*, Appl. Serial No. 76/500,523, filed on Feb. 14, 2003;

RA JOSEPH SIMMONS *with Design*, Appl. Serial No. 76/500,524, filed on Feb. 14, 2003;

WHEREAS, ASSIGNEE wishes to acquire from ASSIGNOR all of its right, title and interest in, to and under such Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR hereby assigns, transfers and conveys to ASSIGNEE, its successors, assigns and legal representatives forever, ASSIGNOR's entire right, title and interest in and to such Marks, together with that part of the goodwill of ASSIGNOR's business connected with the use thereof and symbolized thereby and any and all of ASSIGNOR's other rights, privileges and priorities provided

under the United States, state or foreign law with respect to the Marks, including without limitation ASSIGNOR's common law rights and rights under the laws of unfair competition (hereinafter the "Transferred Rights") and any and all of ASSIGNOR's rights to obtain renewals, reissues, and extensions for such Marks upon registration of such Marks or other legal protections pertaining to the Transferred Rights.

ASSIGNOR:

JOSEPH SIMMONS

ASSIGNEE:

RUN ATHLETICS, LLC

By: 

Name: Russell Simmons

Title: Managing Member