

05-14-2003



102447047

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

5.12.03

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year March 28, 2003
- Change of Name
- Other:

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
March 28, 2003

Name Earth and Ocean Sports, Inc.
Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Massachusetts

Receiving Party

Mark if additional names of receiving parties attached

Name Motion Water Sports, Inc.
DBA/AKA/TA
Composed of
Address (line 1) c/o John Clark
Address (line 2) 433 Park Avenue S.
Address (line 3) New London, OH 44851
City State/County Zip

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Washington

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

OFFICE OF PUBLIC RECORDS
2003 MAY 12 AM 7:07
FINANCE SECTION

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05/13/2003 LUMELLER 00000024 76210400

01 FC:0521
02 FC:0522

40.00 DP
900.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
 Other
 Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City, State/Country/Zip Code

- Individual General Partnership Limited Partnership
 Corporation Association
 Other
 Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

2,349,505	2,342,936	2,199,599
2,286,853	2,195,192	1,978,741
2,360,967	2,040,774	2,447,262
1,265,133	1,371,212	1,019,479
1,011,062	2,147,891	2,144,784
2,147,892	2,147,893	2,144,785
848,151	2,147,890	2,627,738
1,280,826	750,813	812,468
1,068,197		

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name
Address (line 1)
Address (line 2)
Address (line 3)
Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (206) 623-7580

Name Heather K. Fox
Address (line 1) Preston Gates & Ellis LLP
Address (line 2) 925 Fourth Avenue
Address (line 3) Suite 2900
Address (line 4) Seattle, WA 98104

Pages

Enter the total number of pages of the attached conveyance document including any attachments.
15

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
76/210,400	76/276,063	75/613,247	2,312,047	1,722,163	1,198,934
			1,725,948	1,288,020	1,711,905
			2,486,482	2,484,650	2,082,396

Number of Properties

Enter the total number of properties involved # 37

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$940.00

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account).

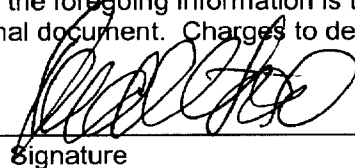
Deposit Account Number: # 162456

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Heather K. Fox



5/5/03

Name of Person Signing

Signature

Date Signed

**FORECLOSURE BILL OF SALE AND
TRANSFER STATEMENT**

FOR VALUE RECEIVED, JACKSON NATIONAL LIFE INSURANCE COMPANY, a Michigan insurance corporation (the "Secured Party"), does hereby sell to MOTION WATER SPORTS, INC., a Washington corporation (the "Buyer"), all of the rights of Earth and Ocean Sports, Inc., a Massachusetts corporation (the "Debtor"), in the collateral described on Exhibit A attached hereto.

TO HAVE AND TO HOLD unto the Buyer and its assigns forever.

This Foreclosure Bill of Sale and Transfer Statement has been issued following a private sale held pursuant to Section 9-610 of the Uniform Commercial Code of the State of Illinois (the "Illinois UCC") and is intended to constitute a Transfer Statement within the meaning of Section 9-619 of the Illinois UCC. The Debtor has defaulted in connection with an obligation secured by the above-referenced collateral, the Secured Party has exercised its post-default remedies with respect to the collateral, and, by reason of the exercise, the Buyer has acquired the rights of the Debtor in the collateral.

The name and address of the Secured Party is:

Jackson National Life Insurance Company
c/o PPM America, Inc.
225 West Wacker Drive, Suite 1200
Chicago, Illinois 60606-1228

The name and address of the Debtor is:

Earth and Ocean Sports, Inc.
c/o Commonwealth Venture Funding Group, LLC
391 Totten Pond Road, Suite 402
Waltham, Massachusetts 02451

The name and address of the Buyer is:

Motion Water Sports, Inc.
433 Park Avenue S.
New London, Ohio 44851

This Foreclosure Bill of Sale and Transfer Statement is made without any warranties whatsoever. Without limiting the generality of the foregoing THE SECURED PARTY (1) EXPRESSLY DISCLAIMS ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR PARTICULAR PURPOSE, (2) EXPRESSLY DISCLAIMS ANY REPRESENTATIONS OR WARRANTIES AS TO THE CONDITION OR QUALITY OF THE TRANSFERRED COLLATERAL, AND (3) MAKES NO WARRANTY RELATING TO TITLE, POSSESSION, QUIET ENJOYMENT, OR THE LIKE IN THIS DISPOSITION.

INTELLECTUAL PROPERTY

See attached Trademark Report by Country and Trademark Status Report

Licensing Agreement with Cassette, Inc. whereby Cassette grants EOS an exclusive license to the trademark "Cassette" and the stylized logo related thereto.

Settlement Agreement with Ride Snowboard Company regarding EOS's right to use the marks "Liquid Force" and "Liquidkite" for water sports products and related clothing.

License Agreement with Ski Merchandising Corporation whereby SMC grants EOS a royalty-free worldwide license to use the mark "AXIS" (Registration No. 2,312,047) in conjunction with ski boards and ski fins.

See attached Patent Status Report and List of Patents

Royalty Agreement with Brent Young and Richard Woodfin (B & R Aquatic Sports Inc.) whereby the Inventors (as defined therein) grant EOS an exclusive license to manufacture, market and sell "The Aquatic Hook" (U.S. Patent No. 5,427,047).

Supply Agreement with the Peter and Paul Schiebel and Caution, Inc. whereby the Schiebels grant EOS an exclusive license to all of their kite designs, certain of which may be patented.

License Agreement with Sentinel Polyolefins LLC whereby Sentinel grants EOS an exclusive, royalty-free license to U.S. Patent No. 5,882,776.

Settlement Agreement with Rocky Mountain, Inc. regarding circular inflatable trampoline-style water tubes sold by EOS.

Royalty Agreement with Randy Myers whereby Myers grants EOS the exclusive right to manufacture, market and sell the "Power Port Fin Blade" in exchange for royalty payments.

Settlement Agreement with SwimWays Corp. regarding the granting by SwimWays to EOS of a license to manufacture, sell and promote Ricochet kneeboards.