

08-21-2003



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Docket No.:

JOHN-9902

Tab settings

102530889

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Kenneth E. Johnson III
James L. Denton
Daniel R. Pero

8-4-03

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

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Hooahgear LLC

Internal Address: _____

Street Address: 2152 E. Calle Maderas

City: Mesa State: AZ ZIP: 85213

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Assignment Agreement
- Merger
- Change of Name

Execution Date: 2/22/2002, 2/25/2002, 5/12/2003

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

~~2,704,977~~
2,704,976
2,704,978

Additional numbers Yes No

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

Name: Pacer K. Udall / Reg. No.: 50,976

Internal Address: _____

Street Address: SCHMEISER, OLSEN & WATTS LLP

18 E. University Dr. #101

City: Mesa State: AZ ZIP: 85201

6. Total number of applications and registrations involved:.....

3

7. Total fee (37 CFR 3.41):.....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-0513

08/20/2003 ECOOPER 00000160 2704977

DO NOT USE THIS SPACE

01 FC:8521 40.00 DP
02 FC:8522 50.00 DP

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.

Pacer K. Udall

Name of Person Signing

Signature

July 30, 2003

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

AGREEMENT

This Agreement is entered into effective the 22nd day of February, 2002 between HooahGear LLC, located and doing business at 2152 E. Calle Maderas, Mesa, Arizona 85213 ("HooahGear") and Daniel R. Pero, an individual residing at 2529 E. Ivy Street, Mesa, Arizona 85213 ("Pero").

This Agreement is based upon the following premises and objectives:

Pero is a co-owner of the federal trademark registrations HOOYAH, Serial No. 5/811,644 and filed September, 30, 1999, HOOAH, Serial No. 75/811,643, filed September, 30, 1999, and HOOAHGEAR, Serial No. 75/811,645, filed September, 30, 1999, including any associated United States or foreign trademark applications or registrations (the "Trademark Rights").


HooahGear wishes to acquire all assets and inventory of Pero, along with all of Pero's rights in the Trademark Rights.

The parties mutually agree as follows:

1. Pero agrees to assign to HooahGear all his rights, title, and interest in the Trademark Rights and any associated goodwill, and to appoint Kenneth E. Johnson III, by the Power of Attorney attached as Exhibit B, to execute the formal assignment attached as Exhibit A.
2. HooahGear agrees to pay Pero \$1,000 for the above rights and other rights subject to other agreements between the parties.
3. Pero warrants that he has not sold or licensed the Trademark Rights or any associated rights to anyone else prior to the execution of this Agreement.

The parties have executed this agreement individually or through their authorized representative.

Signed at MESA, AZ this 25 day of FEB, 2002.
(city and state)

By: 
HooahGear LLC,
Kenneth E. Johnson III

Signed at Mesa Az this 22 day of Feb, 2002.
(city and state)

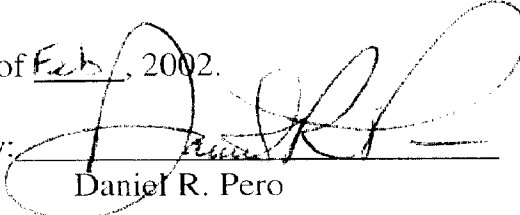
By: 
Daniel R. Pero

Exhibit A

ASSIGNMENT

WHEREAS, Kenneth E. Johnson III, a citizen of the United States, James L. Denton, a citizen of the United States, and Daniel R. Pero, a citizen of the United States, all doing business together as HOOAHGEAR, located at 2152 E. Calle Maderas, Mesa, Arizona 85213, have adopted, used, and are using and are the owners of the following trademarks now registered in the United States Patent and Trademark Office:

<i>Trademark</i>	<i>Registration No.</i>	<i>Registration Date</i>
HOOYAH	2,704,977	April 8, 2003
HOOAH	2,704,976	April 8, 2003
HOOAHGEAR	2,704,978	April 8, 2003

WHEREAS, HOOAHGEAR LLC, located and doing business at 2152 E. Calle Maderas, Mesa, Arizona 85213, is desirous of acquiring said trademarks;

NOW, THEREFORE, effective the 8th day of April, 2003, and for good and valuable consideration, the receipt of which is hereby acknowledged, Kenneth E. Johnson III, James L. Denton, and Daniel R. Pero, all doing business together as HOOAHGEAR, hereby assign to HOOAHGEAR LLC, all right, title and interest in the United States in and to said trademarks together with the goodwill of the business symbolized by said trademarks and registrations thereof.

Signed at MESA, ARIZONA this 12 day of MAY, 2003.
(city and state)

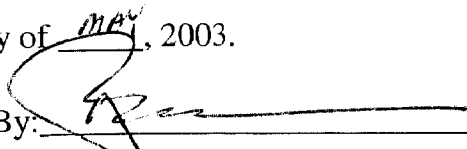
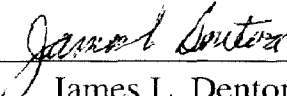
By: 
Kenneth E. Johnson III

Exhibit A

Signed at MEZA AZ this 12 day of MAY, 2003.
(city and state)

By: 
James L. Denton

Signed at MEZA, ARIZONA this 12 day of MAY 2003.
(city and state)

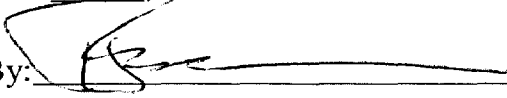
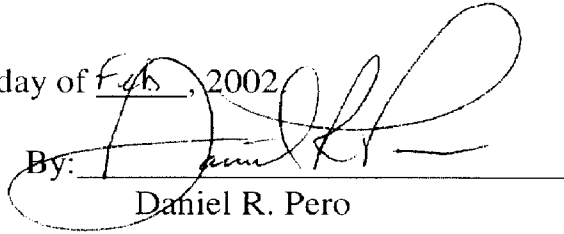
By: 
Kenneth E. Johnson III,
Signing on behalf of Daniel R. Pero

Exhibit B

POWER OF ATTORNEY

DANIEL R. PERO hereby appoints KENNETH E. JOHNSON III to execute on his behalf the formal assignment attached as Exhibit A to the Agreement effective February 22, 2002 between HOOAHGEAR LLC and DANIEL R. PERO.

Signed at Mesa Az this 22 day of Feb, 2002
(city and state)

By: 
Daniel R. Pero

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

TRANSMITTAL LETTER (GENERAL)
(With Certificate of Mailing by First Class Mail)

Applicant/Registrant: **Johnson, et al.**
Serial No.:
Registration No.: **2,704,977; 2,704,976; 2,704,978**
Trademark: **HOOYAH; HOOAH; HOOAHGEAR**

Docket No.
JOHN-9902

TO THE COMMISSIONER FOR TRADEMARKS:

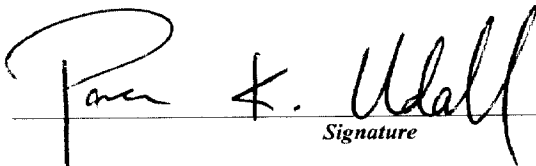
Transmitted herewith is the following:

- 1. Assignment with Recordation Form Cover Sheet;
- 2. Assignment Agreement; and
- 3. Return Receipt Postcard.

No fee is required.

Please charge Deposit Account No. _____ in the amount of _____

A check in the amount of **\$90.00** is attached.
Any excess or insufficiency should be credited or debited to Deposit Account No. **19-0513**



Signature

Dated: **July 30, 2003**

Pacer K. Udall
Reg. No.: 50,976
SCHMEISER, OLSEN & WATTS LLP
18 E. University Dr. #101
Mesa, AZ 85201
480-655-0073

I certify that this document and fee is being deposited on **July 30, 2003** with the U.S. Postal Service as first class mail under 37 C.F.R. 1.8 and is addressed to the Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3514.



Signature of Person Mailing Correspondence

Heather Clark

Typed or Printed Name of Person Mailing Correspondence



CC: **08-06-2003**