

4/29/04

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102736539

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Wells Fargo Foothill, Inc. f/k/a Foothill Capital Corporation

2. Name and address of receiving party(ies) Name: Brooks Sports, Inc. Internal Address: 19820 North Creek Parkway

3. Nature of conveyance: Assignment, Merger, Security Agreement, Change of Name, Other Release of Sec. Interest

Corporation-State Washington

4. Application number(s) or registration number(s): A. Trademark Application No.(s) see attached

B. Trademark Registration No.(s) see attached

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Amy Lee Brady Internal Address: CSC Street Address: 80 State Street, 6th Floor City: Albany State: NY Zip: 12207

6. Total number of applications and registrations involved: 22 7. Total fee (37 CFR 3.41): \$ 640.00 565.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: Refund Ref: 05/03/2004 MGETACHE 0000136041 CHECK Refund Total: \$75.00

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. Amy Lee Brady Name of Person Signing Signature Date 04/23/2004

05/03/2004 MGETACHE 00000078 2203713 01 FC:8521 02 FC:8522 40.00 OP 525.00 OP

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



04-29-2004 U.S. Patent & TMO/c/TM Mail Rcpt Dt. #72 TRADEMARK REEL: 002960 FRAME: 0943

EXHIBIT A

TRADEMARKS

UNITED STATES TRADEMARKS

<u>TRADEMARK</u>	<u>CLASS(ES)</u>	<u>TRADEMARK APPLICATION NO./ FILING DATE</u>	<u>TRADEMARK REGISTRATION NO./ ISSUANCE DATE</u>
1. ASR	25	75/304381 06/09/97	2203713 11/17/98
2. B & DESIGN	25	74/641911 03/03/95	1973699 05/14/96
3. BROOKS	25	73/125926 05/09/77	1161034 07/14/81
4. BROOKS & NEW CHEVRON DESIGN	25	75/932902 03/02/00	2521124 12/18/01
5. BROOKS & V DESIGN	25	73/427688 05/26/83	1319455 02/12/85
6. BROOKS & V DESIGN & CHEVRON DESIGN	25	73/427681 05/26/83	1336768 05/21/85
7. BROOKS & V DESIGN (INTEGRAL)	18	74/280580 06/02/92	1777883 06/22/93
8. DESIGN (NEW CHEVRON - NO OVAL)	25	76/007508 03/23/00	
9. DESIGN (NEW CHEVRON OVAL)	25	76/002711 03/17/00	2550943 03/19/02
10. HYDROFLOW	25	75/035222 12/21/95	2008775 10/15/96
11. MUDDY BUDDY	41	75/611477 12/23/98	2398589 10/24/00
12. PODULAR TECHNOLOGY	25	75/252947 03/05/97	2181990 08/18/98
13. RUN HAPPY	25	76/006174 03/21/00	

<u>TRADEMARK</u>	<u>CLASS(ES)</u>	<u>TRADEMARK APPLICATION NO./ FILING DATE</u>	<u>TRADEMARK REGISTRATION NO./ ISSUANCE DATE</u>
14. RUNDERWEAR	25	76/117309 08/25/00	
15. V DESIGN ON SHOE	25	73/109762 12/16/76	1419241 12/02/86
16. BROOKS & DESIGN	25	74/046570 4/6/90	1683840 4/21/92
17. DESIGN ONLY	18	73/425028 5/9/83	1360550 9/17/85
18. BROOKS & DESIGN	25	73/425027 5/9/83	1319454 2/12/85
19. BROOKS & DESIGN	18	73/425026 5/9/83	1360549 9/17/85
20. DESIGN ONLY	25	73/425025 5/9/83	1319453 2/12/85
21. BROOKS (& DESIGN)	25	73/253544 3/10/80	1213324 10/19/82
22. DESIGN ONLY	25	75/982684 3/23/00	

FOREIGN TRADEMARKS

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>CLASS(ES)</u>	<u>TRADEMARK APPLICATION NO./ FILING DATE</u>	<u>TRADEMARK REGISTRATION NO./ISSUANCE DATE</u>
1. Argentina	BROOKS	25	2052396 10/10/96	1640152 07/31/97
2. Argentina	BROOKS & V Design (integral)	18	1793037 03/01/91	1578528 10/12/95
3. Argentina	BROOKS & V Design (Integral)	25	1793038 03/01/91	1589116 01/23/96

**RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

This Release of Security Interest in Intellectual Property ("Release") is made as of March 26, 2004, by WELLS FARGO FOOTHILL, INC. formerly known as Foothill Capital Corporation ("Bank").

BACKGROUND

WHEREAS, BROOKS SPORTS, INC. ("Brooks") and the Bank are party to certain agreements pursuant to which the Bank, among other things, extended to Brooks and certain credit facilities, repayment of which is secured by a security interest in substantially all of the assets of Brooks.

WHEREAS, Brooks owns all right, title, and interest in and to, among other things, all the United States and foreign trademarks, trademark registrations, trademark applications and tradenames, set forth on Exhibit A hereto (the "Trademarks"); and

WHEREAS, Brooks owns all right, title, and interest in and to, among other things, all the United States and foreign patents, registrations and applications for the protection of inventions or designs set forth on Exhibit B hereto (the "Patents," and together with the Trademarks, the "Intellectual Property");

NOW, THEREFORE, in consideration of good and valuable consideration, receipt of which is hereby acknowledged, Bank hereby waives and releases all of its right, title and interest, now owned or hereinafter acquired, that it may have whether by assignment or otherwise, in and to any mortgage and continuing security interest and collateral assignment in the Intellectual Property, including without limitation the following:

1. Trademarks

(a) The entire right, title and interest in and to the trademark applications and trademarks listed in Exhibit A hereto including without limitation all renewals thereof, all proceeds of infringement suits, the right to sue for past, present and future infringements and all rights corresponding thereto throughout the world, and the goodwill of the business to which each of the Trademarks relates;

(b) To the extent permitted under any license or other agreement, all license agreements with any other person entered into in connection with any Trademark or such other person's trademarks or trademark registrations or applications, whether Brooks is a licensor or licensee under any such license agreement and all tangible property covered by any of the licenses; and

(c) Any and all proceeds of the foregoing including, without limitation, license royalties and proceeds of infringement suits, the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all renewals and extensions thereof.

2. Patents

(a) The entire right, title and interest in and to the patent applications and Patents listed in Exhibit B hereto, including without limitation all proceeds thereof (such as, by way of example, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof;

(b) To the extent permitted under any license or other agreement, all license agreements with any other person entered into in connection with any Patents or such other person's patents or patent registrations or applications, whether either Company is a licensor or licensee under any such license agreement and all tangible property covered by any of the licenses; and

(c) Any and all proceeds of the foregoing including, without limitation, license royalties and proceeds of infringement suits, the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all renewals and extensions thereof.

3. Representations and Warranties; Further Actions

(a) Bank represents and warrants that it has full power and authority to release its security interest in the Intellectual Property.

(b) Bank represents and warrants that it has not assigned or otherwise encumbered its security interest in the Intellectual Property.

(c) 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 Release.

WITNESS the execution hereof under seal as of the day and year first above written.

BANK:

WELLS FARGO FOOTHILL, INC.

By: Stacy Yucht
Name: Stacy Yucht
Title: Senior Vice President

Address:
2450 Colorado Ave
Santa Monica, CA 90404

[Release of Security Interest in Intellectual Property]

ACKNOWLEDGMENT

STATE OF

COUNTY OF Los Angeles

On March 26, 2004

Date

before me,

Rochelle M. Lyon

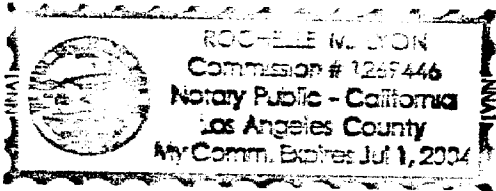
Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared

Stacy Yucht

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.

Rochelle M. Lyon

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)

DESCRIPTION OF ATTACHED DOCUMENT

- Individual
Corporate Officer

Collateral Assignment of Trademarks (Security Agreement)

Title(s)

Title or Type of Document

- Partner(s) Limited General
Attorney-In-Fact
Trustee(s)
Guardian/Conservator
Other:

Number of Pages

Date of Document

Signer is Representing: Name of Person(s) or Entity(ies)

Signer(s) Other Than Named Above

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1. Argentina	BROOKS	25	2052396 10/10/96	1640152 07/31/97
2. Argentina	BROOKS & V Design (integral)	18	1793037 03/01/91	1578528 10/12/95
3. Argentina	BROOKS & V Design (Integral)	25	1793038 03/01/91	1589116 01/23/96

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>CLASS(ES)</u>	<u>TRADEMARK APPLICATION NO./ FILING DATE</u>	<u>TRADEMARK REGISTRATION NO./ASSUANCE DATE</u>
4. Argentina	HYDROFLOW	25	1835325 03/12/92	1480259 10/29/93
5. Australia	BROOKS	25	382658 10/18/82	B382658
6. Australia	BROOKS & V Design (Integral)	25	533418 05/02/90	533418 12/03/96
7. Australia	Design – New Chevron Oval	25	849120 09/05/00	849120
8. Australia	HYDROFLOW	25	504409 02/08/89	A504409 03/31/95
9. Australia	MUDDY BUDDY	41	905113 03/04/02	
10. Australia	V Design	25	571590 02/03/92	571590 10/21/96
11. Australia	V Design on shoe	25	539382 08/06/90	539382 10/21/96
12. Austria	BROOKS	25	AM 2035/79 07/30/79	92623 12/14/79
13. Austria	BROOKS & V Design (Integral)	18 25	AM5906/91 12/11/91	140873 03/09/92
14. Austria	HYDROFLOW	18 25	AM 5907/91 03/09/92	140874 04/24/92
15. Austria	V Design	25	AM2039/79 07/30/79	92627 12/14/79
16. Brazil	BROOKS & V Design (Integral)	25 (Local Class 25.20)	816631298 02/21/92	816631298 08/03/93
17. Brazil	BROOKS (stylized)	25 (Local Class 25.20)	814771580 04/24/89	814771580 12/06/94
18. Brazil	HYDROFLOW	25 Local Class 25.10, 25.20, 25.60	816631280 02/21/92	816631280 10/24/95
19. Brazil	V Design	25	816626189 02/14/92	816626189 10/19/93

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20. Bulgaria	BROOKS	25	5439 12/23/87	16147 01/29/88
21. Benelux	BROOKS	28	658853 06/28/83	390876
22. Benelux	BROOKS	18 25	631858 08/10/79	364369
23. Benelux	BROOKS & V Design (integral)	18 25	783573 07/24/92	518115
24. Benelux	HYDROFLOW	25	724975 02/08/89	460413 12/01/89
25. Benelux	V Design	25	632367 09/13/79	363409
26. Benelux	V Design on shoe	25	632026 08/22/79	363737
27. Canada	BROOKS		489319 07/09/92	303228 05/31/85
28. Canada	BROOKS & V Design (integral)		666982 09/14/90	445893 08/11/95
29. Canada	BROOKS & V Design (Integral)		690202 09/24/91	436079 11/25/94
30. Canada	Design – New Chevron Oval		1075201 09/15/00	
31. Canada	HYDROFLOW		624686 02/03/89	395417 03/13/92
32. Canada	HYDROFLOW		666996 09/14/90	395197 03/06/92
33. Canada	HYDROFLOW		690207 09/24/91	403115 09/25/92
34. Canada	V Design		690197 09/24/91	437200 12/23/94
35. Canada	V Design		666960 09/14/90	436704 12/09/94

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>CLASS(ES)</u>	<u>TRADEMARK APPLICATION NO./ FILING DATE</u>	<u>TRADEMARK REGISTRATION NO./ASSUANCE DATE</u>
36. Canada	V Design on shoe	25	427601 07/18/78	338782 03/31/88
37. Canada	Muddy Buddy		1147711 07/23/02	
38. Chile	BROOKS	18	6283 08/04/82	400633 09/07/82
39. Chile	BROOKS	25	224649 11/06/92	402810 03/03/93
40. Chile	BROOKS & V Design (integral)	18	217078 08/12/92	400632 01/20/93
41. Chile	BROOKS & V Design (Integral)	18 25	502524 09/27/00	585940 12/21/00
42. Chile	HYDROFLOW	25	443834 03/19/99	539258 04/22/99
43. Chile	V Design	25	232497 02/17/93	405724 04/27/93
44. Chile	V Design	18 25	198574 01/28/92	417442 11/26/93
45. China	BROOKS	25	43063 11/21/85	262644
46. China	BROOKS & V Design (Integral)	18	92008122 03/04/92	629412 02/10/93
47. China	BROOKS & V Design (Integral)	25	8908747 04/03/89	511818 02/10/90
48. China	Design – New Chevron Oval	25	2000144629 09/18/00	
49. China	HYDROFLOW	25	92052799 08/18/92	657899 09/14/93
50. China (Taiwan)	Design – New Chevron Oval	25	89051632 09/06/00	971622 11/16/01
51. China (Taiwan)	HYDROFLOW	41	81011945 03/17/92	570881 01/16/98

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>CLASS(ES)</u>	<u>TRADEMARK APPLICATION NO./ FILING DATE</u>	<u>TRADEMARK REGISTRATION NO./ISSUANCE DATE</u>
52. Columbia	HYDROFLOW	25	357096 03/13/92	
53. Czech Republic	BROOKS	25	55437 12/15/87	167152 12/28/88
54. Czech Republic	BROOKS & V Design	18 25	85787 01/13/94	184886 05/15/95
55. Czech Republic	HYDROFLOW	25	6285 03/17/92	183286 03/09/95
56. Denmark	BROOKS	25	3142/79 07/30/79	2420-1984 07/06/84
57. Denmark	BROOKS & V Design (Integral)	18 25	181/93 01/12/93	VR30031994 05/13/94
58. Denmark	HYDROFLOW	25	1760/92 03/10/92	VR 109401992 11/27/92
59. Denmark	V Design	25	3146/79 07/30/79	2310/80 06/13/80
60. Dominican Republic	BROOKS	45	(none) 01/12/83	34997 02/03/83
61. Dominican Republic	BROOKS	52	(none) 01/12/83	34996 02/03/83
62. Ecuador	BROOKS & V Design (Integral)	18	30145 02/12/92	2797-92 11/16/92
63. Ecuador	BROOKS & V Design (Integral)	25	30464 02/24/92	2926-92 11/16/92
64. Ecuador	HYDROFLOW	25	31432 04/10/92	825-93 04/30/93
65. Ecuador	V Design	25	25622 05/22/91	457-92 03/04/92
66. Ecuador	V Design	25	30466 02/24/92	2891-92 11/16/92
67. European Community	BROOKS	25	162313 04/01/96	162313 01/25/99

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68. European Community	Design – New Chevron Oval	25	1854728 09/14/00	1854728 04/18/02
69. European Community	HYDROFLOW	25	162131 04/01/96	162131 06/02/98
70. European Community	V Design	25	162255 04/01/96	162255 12/22/99
71. European Community	BROOKS ADRENALINE	25	10/07/02	
72. Federal Republic of Germany	BROOKS	25	B6430025Wz 10/15/79	1002388 05/22/80
73. Federal Republic of Germany	BROOKS & Chevron Design	25	W34381/25Wz 08/08/84	1109990 08/17/87
74. Federal Republic of Germany	BROOKS & V Design (Integral)	25	W40506/25Wz 06/07/90	1186858 01/29/93
75. Federal Republic of Germany	HYDROFLOW	25	W38936/25Wz 02/14/89	1186887 02/03/93
76. Finland	BROOKS	25	793760 07/27/79	91775 02/20/85
77. Finland	BROOKS & V Design (Integral)	18 25		142434 02/20/96
78. Finland	HYDROFLOW	25	890143 01/12/89	111957 05/20/91
79. Finland	V Design	25	793764 07/27/79	89036 06/05/84
80. France	BROOKS	25	09/21/89	1551741
81. France	BROOKS & V Design (Integral)	18 25	212332 05/25/90	1593873
82. France	HYDROFLOW	25	92411308 03/20/92	92411308 03/20/92

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83. France	V Design	25	155900 09/21/89	1551737
84. Greece	BROOKS & V Design (Integral)	18 25	107548 01/31/92	107548 05/17/95
85. Greece	HYDROFLOW	18 25	107549 01/31/92	107549 01/17/95
86. Guatemala	BROOKS & V Design (Integral)	25	3001-83 07/28/83	
87. Guatemala	BROOKS	25	3051-83 08/04/83	Pending
88. Hong Kong	HYDROFLOW	25	1776/92 02/29/92	4230/93 10/14/93
89. Hungary	BROOKS	25	2275/87 12/03/87	127095 06/29/88
90. Hungary	BROOKS & V Design (Integral)	18 25	M300025 01/06/93	139908 09/23/88
91. Hungary	HYDROFLOW	25	M9201361 03/11/92	135797
92. Hungary	V Design	25	2276/87 12/03/87	127248
93. India	BROOKS	25	403461 03/29/83	
94. India	BROOKS & V Design (Integral)	25	581151 09/16/92	
95. India	HYDROFLOW	25		5169148
96. India	V Design	25	403463 03/29/83	403463B 01/31/95
97. Indonesia	BROOKS	18	804 05/26/90	495168 06/04/91
98. Indonesia	BROOKS	25	804 05/26/90	495169 06/04/91

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99. Indonesia	BROOKS & V Design (Integral)	18 25	4248 07/28/93	315401 11/07/94
100. Indonesia	HYDROFLOW	25	4248 02/08/92	312829
101. Ireland	BROOKS	25	39184 02/10/84	135237 09/01/93
102. Ireland	BROOKS & V Design (Integral)	25	169/92 01/14/92	162713 02/12/96
103. Ireland	HYDROFLOW	25	168/92 01/14/92	147286
104. Ireland	V Design	25	2357/79 08/22/79	B110200
105. Israel	BROOKS	25	82354 02/11/92	82354
106. Israel	BROOKS & V Design (Integral)	18	82333 02/07/92	82333
107. Israel	BROOKS & V Design (Integral)	25	892334 02/07/92	82334
108. Israel	HYDROFLOW	25	82355 02/11/92	82355
109. Israel	V Design	25	82353 02/11/92	82353
110. Italy	BROOKS	18	19271C/83 05/13/83	418681 04/14/86
111. Italy	BROOKS	25	21490C/80 09/26/80	470116 03/11/87
112. Italy	BROOKS & V Design (Integral)	18	23080C/90 08/24/90	605454 10/20/93
113. Italy	HYDROFLOW	25	MI92C002093 03/23/92	641010 12/27/94
114. Italy	V Design	25	21494C/80 09/26/80	470120 03/11/87

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115. Japan	B & Design	25	7-80976	4100559 01/09/98
116. Japan	BROOKS	21	52-049691 07/15/77	1492780 12/25/81
117. Japan	BROOKS	24	1739/86 04/02/76	2061754 07/22/88
118. Japan	BROOKS	25	10-011020 02/12/98	4293079 07/09/99
119. Japan	BROOKS & V Design (Integral)	5 9 10 16 17 18 20 21 22 24 25 28	2-063002 06/04/90	2716226 09/30/96
120. Japan	BROOKS (in Katakana)	25	7-080973 08/04/95	4168370 07/17/98
121. Japan	BROOKS (in Katakana)	25 (Local Class 22)	22560/1977 04/05/77	1465560 06/30/81
122. Japan	BROOKS ATHLETIC & Design	21	3-116670 11/08/91	2585348 10/29/93
123. Japan	Design – New Chevron Oval	25	2000-098447 09/07/00	4472761 05/11/01
124. Japan	HYDROFLOW	22	1-15447 02/13/89	2357270 11/29/91
125. Japan	HYDROFLOW	25	7-80977	4100560 01/09/98
126. Japan	V Design	25	20465/92 02/28/92	2673407 06/29/94
127. Japan	V Design	25	305937/92	3200339 09/30/96
128. Japan	V Design	25	5-001892 01/12/93	3200342 09/30/96
129. Japan	V Design	25	7-80975	4104160 01/16/98
130. Japan	V Design	6 14 18 21 22 25 26	3-123824 11/29/91	2705647 03/31/95

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>CLASS(ES)</u>	<u>TRADEMARK APPLICATION NO./ FILING DATE</u>	<u>TRADEMARK REGISTRATION NO./ISSUANCE DATE</u>
131. Japan	BROOKS & V Design (Integral)	25	7-80974	4168371 08/04/95
132. Kuwait	V Design	25	18688 12/31/85	17532 12/15/86
133. Lebanon	HYDROFLOW	25	41/20014 04/30/92	57841
134. Malaysia	BROOKS	25	85/02365 05/31/85	
135. Malaysia	BROOKS & V Design (Integral)	25	MA/524/92 01/29/92	
136. Malaysia	Design – New Chevron Oval	25	2000/12450 09/07/00	
137. Malaysia	HYDROFLOW	25	MA/803/92 02/11/92	92/00803 05/03/95
138. Malaysia	V Design – Line Border	25	MA/804/92 02/11/92	
139. Malaysia	V Design on shoe	25	85/02366 05/31/85	
140. Mexico	BROOKS	25	127510 11/25/91	408170 03/18/92
141. Mexico	BROOKS & V Design	18	127513 11/25/91	
142. Mexico	BROOKS & V Design (Integral)	25	54881 12/30/88	434988 06/01/93
143. Mexico	BROOKS & V Design (Integral)	25	127512 11/25/91	432484 03/29/93
144. Mexico	Design – New Chevron Oval	25	447896 09/15/00	688969 02/28/01
145. Mexico	HYDROFLOW	25	127509 11/25/91	408169 03/18/92
146. Mexico	V Design	25	127511 12/25/91	420801 08/27/92

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147. Mexico	V Design	10 25	72429 09/27/89	412974 05/12/92
148. New Zealand	BROOKS	18	204543 09/03/80	204543
149. New Zealand	BROOKS	25	154449 08/17/84	154449 02/25/97
150. New Zealand	BROOKS & V Design (Integral)	18	204544 09/03/90	204544 10/17/96
151. New Zealand	BROOKS & V Design (Integral)	25	204545 09/03/90	204545 01/17/97
152. New Zealand	Design – New Chevron Oval	25	622451 09/05/00	622451 03/08/01
153. New Zealand	HYDROFLOW	18	204646 09/07/90	204646
154. New Zealand	V Design	25	206347 11/20/90	B206347 10/17/96
155. New Zealand	V Design	25	132671 06/04/96	132671 12/03/97
156. New Zealand	Muddy Buddy	41	661362 07/24/02	
157. New Zealand	Muddy Buddy	36	663774 09/02/02	
158. Norway	BROOKS	25	792244 08/03/79	112380 11/18/82
159. Norway	BROOKS & V Design (Integral)	18 25	915909 11/22/91	163658 07/14/94
160. Norway	Design – New Chevron Oval	25	200010488 09/06/00	208696 05/25/01
161. Norway	V Design	25	832690 08/25/83	120808 05/02/85
162. Panama	BROOKS	25	49157 02/22/89	49157 09/04/89

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163. Panama	HYDROFLOW	25	61201 05/11/92	61201 01/21/94
164. Panama	V Design on shoe	25	60689 03/31/92	60689 12/27/93
165. Peru	BROOKS	18	183090 03/18/91	96256 02/14/92
166. Peru	BROOKS	25	183061 03/18/91	92294 07/25/86
167. Peru	BROOKS & V Design (Integral)	18	199000 03/03/92	98545 08/05/92
168. Peru	BROOKS & V Design (Integral)	25	153538 03/03/92	97980 06/26/92
169. Peru	V Design on shoe	25	182024 02/22/91	7684 04/27/94
170. Philippines	BROOKS	25	49383 10/11/82	46625 09/27/89
171. Philippines	BROOKS	18 25 28	48993 80/23/82	43682 04/10/89
172. Philippines	BROOKS & V Design (Integral)	18 25	81175	59412 10/03/94
173. Philippines	V Design on shoe	25	44811 05/08/81	46415 09/11/89
174. Poland	BROOKS	25	Z-85273 12/18/87	63098
175. Poland	BROOKS & V Design (INTEGRAL)	18 25	Z-117702 01/07/93	88103 01/07/93
176. Poland	V Design on shoe	25	Z-85275 12/18/87	63281 05/05/89
177. Portugal	BROOKS	25	203544 08/14/79	203544 01/05/87
178. Portugal	BROOKS & V Design (Integral)	18	278372 11/20/91	278372 09/22/92

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179. Portugal	BROOKS & V Design (Integral)	25	278373 11/20/91	278373 09/16/92
180. Portugal	HYDROFLOW	25	280358 02/12/92	280358 12/28/92
181. Portugal	V Design	25	280274 02/07/92	280274 02/02/94
182. Republic of Korea	BROOKS	25 (Local Class 27)	91-2329 08/04/83	77255 04/09/92
183. Republic of Korea	Design – New Chevron Oval	25	40200043720 09/18/00	503657 10/15/01
184. Russia	BROOKS	25	107647 12/07/87	83416 07/11/88
185. Russia	BROOKS & V Design (Integral)	18 25	92010705 12/16/92	122444 12/28/94
186. Russia	Design – New Chevron Oval	25	2000723840 09/18/00	
187. Russia	HYDROFLOW	25	154974 03/24/92	113215 08/23/93
188. Russia	V Design on shoe	25	107648 12/07/87	83465 07/18/88
189. Saudi Arabia	HYDROFLOW	25	16181 03/21/92	271/34 12/12/92
190. Singapore	BROOKS	25	T92/00833D 02/07/92	T92/00833D 02/07/92
191. Singapore	BROOKS & V Design (Integral)	25	S/3915/90 05/30/90	B3915/90
192. Singapore	HYDROFLOW	25	S891/92 02/10/92	T92/00891A
193. Singapore	V Design – Line Border	25	S/890/92 02/10/92	
194. SK	BROOKS & V Design	25	59134 10/29/90	169555 03/24/92

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195. South Africa	BROOKS	25	80/2603 04/28/80	80/2603 02/04/83
196. South Africa	BROOKS & V Design (Integral)	18	92/0582 01/27/92	92/0582 03/21/94
197. South Africa	BROOKS & V Design (Integral)	25	92/0583 01/27/92	92/0583 03/21/94
198. South Africa	HYDROFLOW	25	92/05/81 01/27/92	92/0581 03/21/94
199. South Africa	V Design	25	80/0752 02/14/80	80/0752
200. Spain	BROOKS & V Design (Integral)	25	1575393 06/20/90	1575393 08/05/93
201. Spain	BROOKS (stylized)	25	668884 03/04/72	668884 10/13/75
202. Spain	HYDROFLOW	25	1302981 02/17/89	1302981 05/21/90
203. Spain	V Design on shoe	25	1194284 05/14/87	1194284 06/05/89
204. Sweden	BROOKS & V Design (Integral)	18 25	92-04128 04/29/92	252208 10/01/93
205. Sweden	HYDROFLOW	25	89-1128 02/07/89	219894 12/07/90
206. Sweden	V Design	25	83-1564 08/10/83	194348 01/18/85
207. Switzerland	BROOKS	25	4910 09/27/79	302425 04/01/80
208. Switzerland	BROOKS & V Design (integral)	18	8230/1991.5 12/06/91	395756
209. Switzerland	HYDROFLOW	18 25	8229/1991.9 12/06/91	394142
210. Switzerland	V Design	25	4913 09/27/79	302472 04/03/80

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>CLASS(ES)</u>	<u>TRADEMARK APPLICATION NO./ FILING DATE</u>	<u>TRADEMARK REGISTRATION NO./ISSUANCE DATE</u>
211. Thailand	BROOKS & V Design (Integral)	38	222206 12/11/91	162196 09/22/92
212. Thailand	Design – New Chevron Oval	25	432674 09/15/00	
213. Thailand	HYDROFLOW	25 (Local Class 38)	480148 02/11/92	TM159189 09/22/92
214. Thailand	V Design	25	217185 07/24/91	164059
215. Thailand	V Design	18 Local Class 50	217186 07/24/91	161202 02/08/94
216. Thailand	BROOKS	38	217183 07/24/91	159482
217. Tangier	BROOKS	18 25	8279 01/22/92	8279
218. Ukraine	BROOKS	25	02/10/93	513 06/15/93
219. Ukraine	HYDROFLOW	25	93063011 06/18/93	8406 06/30/97
220. Ukraine	V Design on shoe	25	02/10/93	510 06/15/93
221. United Arab Emirates	222. BROOKS	25	4761 01/30/94	
223. United Kingdom	BROOKS	25	1500324 05/13/92	1500324 08/27/93
224. United Kingdom	BROOKS & V Design (Integral)	25	1494051 03/12/92	1494051 03/17/95
225. United Kingdom	HYDROFLOW	25	1369943 01/13/89	1369943 08/28/90
226. United Kingdom	V Design	25	1503217 06/09/92	1503217 09/30/94
227. United Kingdom	V Design – Line Border	25	1494032 03/12/92	1494032 10/28/94

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228. Uruguay	BROOKS	25	217106 04/22/87	217106 11/19/91
229. Uruguay	BROOKS	18 25	237847 06/07/90	340519 06/03/92
230. Uruguay	BROOKS & V Design (Integral)	18 25	237848 06/07/90	340518 06/30/92
231. Venezuela	BROOKS	39	4545/85 05/03/85	128224-F 01/20/87
232. Venezuela	BROOKS & V Design	39	1455-92 01/29/92	02/20/95
233. Venezuela	V Design	39	6648-85 06/12/85	
234. Vietnam	BROOKS	25	17487 03/26/94	15493 03/01/95
235. Vietnam	BROOKS & V Design (Integral)	16	17486 11/26/94	15492 03/01/95
236. Vietnam	V Design	25	17488 03/26/94	31960 09/03/99
237. Zimbabwe	BROOKS & V DESIGN (INTEGRAL)	25	96/92 01/28/92	B96/92 01/28/92

EXHIBIT A**PATENTS****UNITED STATES PATENTS**

<u>PATENT TITLE</u>	<u>PATENT APPLICATION NO./ FILING DATE</u>	<u>PATENT REGISTRATION NO. ISSUANCE DATE</u>
1. Composite Spring for Shoe Soles	60/347525 01/11/02	
2. Shoe Having Hydrodynamic Pad	08/576958 12/22/95	5704137 01/06/98
3. Fluid Forefoot Footwear	520373 05/07/90	5097607 03/24/92
4. Shoe Having Cushioning Means Localized in High Impact Zones	09/151881 09/11/98	6065230 05/23/00
5. Fluid Dynamic Shoe	07/339198 04/14/89	4934072 06/19/90
6. Propulsion Plate Hydrodynamic Footwear	07/743483 08/08/91	5191727 03/09/93
7. Spring-Plate Shoe	07/510671 04/18/90	5052130 10/01/91
8. Running Shoe with Wedged Sole	05/908344 05/22/78	4,180,924 01/01/80
9. Running Shoe with Perforated Midsole	06/009993 02/07/79	4,237,627 12/09/80
10. Running Shoe with Rear Stabilization Means	06/194485 10/06/80	4,364,188 12/21/82
11. Teardrop Propulsion Plate Footwear	091540 07/12/93	5,315,769 05/31/94
12. Cleated Sports Shoe Sole	05/883625	D256,180 08/05/80
13. Cleated Shoe Sole	06/7107	D264,017 04/27/82
14. Athletic Shoe	06/507477	D281,926 12/31/85

<u>PATENT TITLE</u>	<u>PATENT APPLICATION NO./ FILING DATE</u>	<u>PATENT REGISTRATION NO./ ISSUANCE DATE</u>
15. Athletic Shoe	06/521692	D281,927 12/31/85
16. Shoe Having a Composite Roll Bar	08/337,674	
17. Toe Off Athletic Shoe	06/723197	4,694,591 09/22/87
18. Rear Entry Athletic Shoe	07/419526	4,972,613 11/27/90

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<u>COUNTRY</u>	<u>PATENT TITLE</u>	<u>PATENT APPLICATION NO./ REGISTRATION NO.</u>	<u>PATENT NO. ISSUANCE/FILING DATE</u>
1. Australia	Fluid Forefoot Footwear	7503191 04/16/91	653515 01/31/95
2. Australia	Fluid Dynamic Shoe	44560/89 11/09/89	623194 08/31/92
3. Austria	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	AT 0780064 11/28/01
4. Austria	Spring-Plate Shoe	87311016.7 12/15/87	AT 0272082 08/12/92
5. Belgium	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	BE 0780064 11/28/01
6. Belgium	Spring-Plate Shoe	87311016.7 12/15/87	BE 0272082 08/12/92
7. Canada	Shoe Having Hydrodynamic Pad	2193601 12/20/96	
8. Canada	Fluid Forefoot Footwear	2041027 04/23/91	2041027 02/04/97
9. Canada	Toe Off Athletic Shoe	506006 04/07/86	1251636 03/28/89

<u>COUNTRY</u>	<u>PATENT TITLE</u>	<u>PATENT APPLICATION NO./ REGISTRATION NO.</u>	<u>PATENT NO. ISSUANCE/FILING DATE</u>
10. Canada	Fluid Dynamic Shoe	2001879 10/31/89	2001879 01/02/96
11. Canada	Running Shoes	424646 03/28/83	1186507 05/07/85
12. Chile	Fluid Forefoot Footwear	383-91 04/29/91	38397 09/30/92
13. China (Taiwan)	Fluid Forefoot Footwear	82207679	104872 01/19/96
14. Denmark	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	DK 0780064 11/28/01
15. European Patent Application	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	0780064 11/28/01
16. European Patent Application	Spring-Plate Shoe	87311016.7 12/15/87	0272082 08/12/92
17. European Patent Application	Running Shoes	83302053.0 04/12/83	0092366 07/03/85
18. Federal Republic of Germany	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	DE 69617375.1 11/28/01
19. Federal Republic of Germany	Spring-Plate Shoe	87311016.7 12/15/87	DE 0272082 08/12/92
20. Federal Republic of Germany	Running Shoes	83302053.0 04/12/83	DE 0092366 07/03/85
21. Finland	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	FI 0780064 11/28/01
22. France	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	FR 0780064 11/28/01
23. France	Spring-Plate Shoe	87311016.7 12/15/87	FR 0272082 08/12/92
24. France	Running Shoes	83302053.0 04/12/83	FR 0092366 07/03/85
25. Greece	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	GR 0780064 11/28/01

<u>COUNTRY</u>	<u>PATENT TITLE</u>	<u>PATENT APPLICATION NO./ REGISTRATION NO.</u>	<u>PATENT NO. ISSUANCE/FILING DATE</u>
26. Greece	Spring-Plate Shoe	87311016.7 12/15/87	GR 0272082 08/12/92
27. Ireland	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	IE 0780064 11/28/01
28. Italy	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	IT 0780064 11/28/01
29. Italy	Spring-Plate Shoe	87311016.7 12/15/87	IT 0272082 08/12/92
30. Japan	Shoe Having Hydrodynamic Pad	8-359778 12/24/96	
31. Luxembourg	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	LU 0780064 11/28/01
32. Luxembourg	Spring-Plate Shoe	87311016.7 12/15/87	LU 0272082 08/12/92
33. Monaco	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	MC 0780064 11/28/01
34. Netherlands	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	NL 0780064 11/28/01
35. Netherlands	Spring-Plate Shoe	87311016.7 12/15/87	NL 0272082 08/12/92
36. Netherlands	Running Shoes	83302053.0 04/12/83	NL 0092366 07/03/85
37. Portugal	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	PT 0780064 11/28/01
38. Republic of Korea	Fluid Forefoot Footwear	7301/91 05/06/91	99999 05/29/96
39. Republic of Korea	Spring-Plate Shoe	14407/87 12/14/87	62587 06/10/93
40. Spain	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	ES 0780064 11/28/01
41. Spain	Spring-Plate Shoe	87311016.7 12/15/87	ES 0272082 08/12/92

<u>COUNTRY</u>	<u>PATENT TITLE</u>	<u>PATENT APPLICATION NO./ REGISTRATION NO.</u>	<u>PATENT NO. ISSUANCE/FILING DATE</u>
42. Sweden	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	SE 0780064 11/28/01
43. Sweden	Spring-Plate Shoe	87311016.7 12/15/87	SE 0272082 08/12/92
44. Switzerland	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	CH 0780064 11/28/01
45. Switzerland	Spring-Plate Shoe	87311016.7 12/15/87	CH 0272082 08/12/92
46. United Kingdom	Shoe Having Hydrodynamic Pad	96120680.2 12/20/96	GB 0780064 11/28/01
47. United Kingdom	Spring-Plate Shoe	87311016.7 12/15/87	GB 0272082 08/12/92
48. United Kingdom	Running Shoes	83302053.0 04/12/83	GB 0092366 07/03/85