

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

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

<p>1. Name of conveying party(ies):</p> <p style="margin-left: 20px;">DnB NOR Bank ASA f/k/a Union Bank of Norway</p> <p> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation (Norway) <input type="checkbox"/> Other _____ </p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies)</p> <p>Name: Brooks Sports, Inc.</p> <p>Address: 19820 North Creek Parkway, Suite 200, Bothell, Washington 98011</p> <p> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation (Washington) <input type="checkbox"/> Other - _____ </p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>3. Nature of conveyance:</p> <p> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other - Release of Security Interest </p> <p>Execution Date: <u>November 24, 2004</u></p>	<p> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation (Washington) <input type="checkbox"/> Other - _____ </p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p>	<p>B. Trademark Registration No.(s) See Attached Schedule</p>
<p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p style="margin-left: 20px;">Hayley M. Smith, Senior Legal Assistant Kirkland & Ellis LLP 153 East 53rd Street New York, NY 10022-4675 (212) 446-4800 (Phone) (212) 446-4900 (Fax)</p>	<p>6. Total number of applications and registrations involved: 9</p> <p>7. Total fee (37 CFR 3.41)..... \$ 240 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account</p> <p>8. Charge to Deposit Account No. 111098 (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

<p><u>Hayley M. Smith</u> Name of Person Signing</p>	<p><u>Hayley Smith</u> Signature</p>	<p><u>12/1/04</u> Date</p>
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Total number of pages including cover sheet, attachments, and document: _____

CH \$240.00 111098 1161034

UNITED STATES TRADEMARK REGISTRATIONS

TRADEMARK	REGISTRATION No. ISSUANCE DATE
BROOKS	1161034 07/14/98
BROOKS & V DESIGN	1319455 02/12/85
BROOKS & V DESIGN & CHEVRON DESIGN	1336768 05/21/85
BROOKS & V DESIGN (INTEGRAL)	1683840 04/21/92
V DESIGN ON SHOE	1419241 12/02/86
DESIGN ONLY	1360550 9/17/85
BROOKS DESIGN	1319454 2/12/85
BROOKS DESIGN	1360549 9/17/85
DESIGN ONLY	1319453 2/12/85

DnB NOR



RELEASE OF SECURITY INTERESTS IN TRADEMARKS

THIS RELEASE OF SECURITY INTERESTS IN TRADEMARKS (this "Release") is made as of 24th of November 2004 ("Effective Date") by and between **BROOKS SPORTS, INC.**, a Washington Corporation with executive offices at 19820 North Creek Parkway, Suite 200, Bothell, Washington, 98011 USA ("Grantor"), and **DnB NOR Bank ASA**, enterprise number 984 851 006, the result of the merger between Den norske Bank ASA and Union Bank of Norway whereby Union Bank of Norway acquired all of the assets and liabilities of Den norske Bank ASA as universal successor in title by operation of law. Union Bank of Norway has now changed its name to DnB NOR Bank ASA), a Norwegian banking corporation with executive offices located at Kirkegaten 18, 0107 Oslo, Norway ("Grantee").

WHEREAS, pursuant to the terms and conditions of that certain Security Agreement by and between Grantor and Grantee dated January 2, 1993 (the "Security Agreement"), Grantor granted to Grantee a continuing security interest in and a continuing lien upon, and assigned to Grantee as security, among other items, all of Grantor's right, title and interest in and to all existing and future service marks, trademarks (including, without limitation, the Brooks® brand name), slogans, trademark applications, the right to claim priority thereon, trade names, and any and all goodwill associated with such marks, slogans and names (collectively, the "Trademarks"), including, without limitation, the United States trademark registrations set forth on Exhibit A attached hereto;

WHEREAS, the Security Agreement was recorded with the United States Patent and Trademark Office on February 3, 1993, at Reel 931, Frames 31 to 49;

WHEREAS, Grantor has paid all of its outstanding indebtedness to Grantee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. **RELEASE.** The parties acknowledge that each is of the belief that prior to the Effective Date the Security Agreement was terminated, that any and all security interests which Grantee may have had against the Trademarks were terminated, cancelled and released, and that any rights Grantee may have had in the Trademarks were reassigned to Grantor. To the extent the foregoing has not occurred, Grantee hereby terminates the Security Agreement, hereby terminates, cancels and releases any and all security interests it has against the Trademarks, and hereby reassigns any rights it may have in the Trademarks to Grantor.

2. **REPRESENTATIONS AND WARRANTIES.** Grantee hereby represents and warrants that:

2.1 it has the full power and authority to execute this Release;

2.2 it has not assigned, transferred, restricted or otherwise encumbered any security interest it has against the Trademarks; and

2.3 it has not recorded or otherwise evidenced its security interest with respect to any trademark, or registration of an application to register the foregoing, or any trade name or

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assumed name of Grantor other than those of the foregoing set forth on Exhibit A (attached hereto), in any jurisdiction throughout the world.

3. **FURTHER ASSURANCES.** Grantee shall, at Grantor's expense, take all further actions, and provide to Grantor, its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by Grantor to more fully and effectively effectuate the purposes of this Release.

IN WITNESS WHEREOF, Grantee has caused this Release to be executed by its duly authorized representative as of the Effective Date.

p.p. DnB NOR Bank ASA

By: 

Name: Linda Sandberg

Title: Senior Vice President

I hereby certify that this document is signed by Linda Sandberg and that she is authorized to sign this document singly as per power of procuration on behalf of DnB NOR Bank ASA, enterprise number 984 851 006 according to the Certificate of Registration from the Register of Business Enterprises in Brønnøysund, dated 16.10.2004. The signature is certified on the basis of signatures deposited in our register of signatories.

Oslo byfogd og notarius publicus this 24th day of November 2004.



The undersigned Notary Public hereby certifies that Linda Sandberg has signed this document.
The signature is certified on the basis of the signature deposited in our register of signatories.
Oslo byfogdemøte 24 November 2004


Notary Public
Marianne Ofstad
førstekonsulent

nB NOR

Exhibit A

UNITED STATES TRADEMARK REGISTRATIONS

TRADEMARK	REGISTRATION NO. / ISSUANCE DATE
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BROOKS DESIGN	1319454 2/12/85
BROOKS DESIGN	1360549 9/17/85
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Brønnøysundregistrene

THE BRØNNØYSUND REGISTER CENTRE

DnB NOR ASA
Direksjonssekretariatet
Attn: Birgitte Teigland
0021 OSLO

Your ref.	Our ref.	Files	Date
Birgitte Teigland	220/04 SB-GKL		2004-02-02

CONFIRMATION

GJENSIDIGE NOR SPAREBANK ASA, organization number 984 851 006 (operating as Union Bank of Norway abroad) - **DEN NORSKE BANK ASA**, organization number 810 506 482

The Brønnøysund Register Centre hereby confirms:

- 1) That the merger of the two banks has been registered in the Register of Business Enterprises on 19 January 2004,
- 2) That pursuant to the registration of the merger, Gjensidige NOR Sparebank ASA (operating abroad under the name Union Bank of Norway in accordance with its Articles of Association) acquires all of the assets and liabilities of Den norske Bank ASA as universal successor in title by operation of law,
- 3) That Gjensidige NOR Sparebank ASA has changed its name to DnB NOR Bank ASA,
- 4) That Den norske Bank ASA was dissolved and has now been struck off from the Register of Business Enterprises.


BRØNNØYSUNDREGISTRENE - Opplysningsavdelingen
THE BRØNNØYSUND REGISTER CENTRE - The Department of Distribution


Torunn Meosli
Head of Section




Grete K. Lund
Junior Executive Officer




Erik Fossum
Notary Public
for the Brønnøysund Register Centre

Organizational number: 974 760 673	Address: P.O. Box 1089 00 Brønnøysund	Telephones: The Information Dept. +47 75 00 75 00 Administration +47 75 00 75 09 Fax +47 75 00 75 05	Other services: The Brønnøysund fax +47 75 00 75 01 Datafon +47 75 00 75 02
E-mail: firmapost@brreg.no	Internet: http://www.brreg.no		