

12-06-2006

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/



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

103344530
TRADEMARKS ONLY

2006 DEC -4 PM 2:32

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

GROUNDLEVEL FOOTWEAR, INC.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) November 22, 2006

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: SANDRA L. MILLER

Internal

Address: SUITE 1100

Street Address: 9401 WILSHIRE BOULEVARD

City: BEVERLY HILLS

State: CALIFORNIA

Country: USA Zip: 90212-2924

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other INDIVIDUAL Citizenship USA

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,433,688

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
I AM

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

Name: GARY S. PHILLIPS

Internal Address: SUITE 1100

Street Address: 9401 WILSHIRE BOULEVARD

City: BEVERLY HILLS

State: CALIFORNIA Zip: 90212-2924

Phone Number: (310) 278-9787

Fax Number: (310) 278-5430

Email Address: gspesq@sbcglobal.net

6. Total number of applications and registrations involved:

-1-

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

NOVEMBER 29, 2006

Date

12/05/2006 DBYRNE 00000030 2433688

Signature

(40.00) GARY S. PHILLIPS

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

-2-

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003443 FRAME: 0543

12.4.06

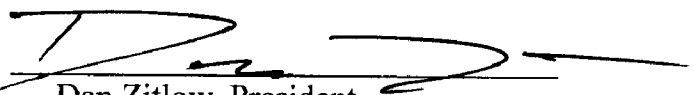
ASSIGNMENT

GROUNDLEVEL FOOTWEAR, INC., an Arizona corporation, whose address is 8334 E. Tumbleweed Drive, Scottsdale, Arizona 85262 USA, has adopted, used and is using the mark **I AM** which was registered in the United States Patent and Trademark Office on March 6, 2001 as Registration No. 2,433,688.

SANDRA L. MILLER is an individual and United States citizen, whose address for purposes of this Assignment is 9401 Wilshire Boulevard, Suite 1100, Beverly Hills, California 90212-2924.

For and good and valuable consideration, the receipt of which is hereby acknowledged, GROUNDLEVEL FOOTWEAR, INC. by these presents does hereby sell, assign, and transfer unto SANDRA L. MILLER the entire right, title and interest in and to the trademark **I AM** and the United States registration thereof, Registration No. 2,433,688, dated March 6, 2001, together with the good will of the business connected with the use of and symbolized by said mark.

GROUNDLEVEL FOOTWEAR, INC.

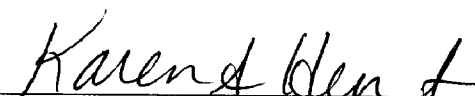
By: 
Dan Zitlow, President

State of Arizona)
) ss.
County of Maricopa)

On November 22, 2006, before me, personally appeared DAN ZITLOW, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature executed this instrument.

Witness my hand and official seal.




Notary Public