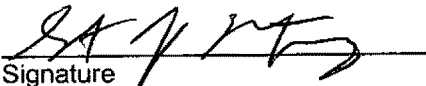


Client Code: FRLNE.UCC1

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director, U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): (List using letters or numbers for multiple parties)</p> <p>FREELINE SPORTS, INC.</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> General Partnership <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Other: <input checked="" type="checkbox"/> Corporation of: DE</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: KNOBBE, MARTENS, OLSON & BEAR, LLP Internal Address: FOURTEENTH FLOOR Street Address: 2040 MAIN STREET City: IRVINE State: CA ZIP: 92614</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> General Partnership <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Other: California <input type="checkbox"/> Corporation of: Limited Liability Partnership</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</p> <p>Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: Security Interest</p> <p>Execution Date: (List as in section 1 if multiple signatures) OCTOBER 27, 2011</p>	<p>4. Application number(s) or registration number(s):</p> <p>a. Trademark Application No(s): 77/009109</p> <p>b. Trademark Registration No(s):</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Party to whom correspondence concerning document should be mailed:</p> <p>Customer No. 20,995 Address: Knobbe, Martens, Olson & Bear, LLP 2040 Main Street, 14th Floor Irvine, CA 92614 Return Fax: (949) 760-9502 Attorney's Docket No.: FRLNE.UCC1</p>	<p>6. Total number of applications and registrations involved: 7</p> <p>7. Total fee (37 CFR 1.21(h)): \$190.00 <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p>
<p>8. Deposit account number: 11-1410</p> <p>Please charge this account for any additional fees which may be required, or credit any overpayment to this account.</p>	
<p>9. Statement and signature.</p> <p>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> <p>STEVEN J. NATAUPSKY  <u>12/29/11</u> Name of Person Signing Signature Date</p> <p style="text-align: center;">Total number of pages including cover sheet, attachments and document: 7</p>	

CH \$190.00 111410 7727899

Documents transmitted via Facsimile to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director, U.S. Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450
Facsimile Number: (571) 273-0140

TRADEMARK

REEL: 004694 FRAME: 0693

700477574

<u>Case No.</u>	<u>Trademark Name:</u>	<u>Application No.</u>	<u>Filing Date:</u>	<u>Reg Date:</u>	<u>Reg No:</u>
FRLNE.007T	FREELINE F & design	77/009109	9/27/2006	9/18/2007	3292741
FRLNE.008T	THE NEXT RIDE	77/278997	9/13/2007		
FRLNE.008TD1	THE NEXT RIDE	77/980473	9/13/2007	11/9/2010	3872877
FRLNE.028T	DOUBLE D	85/142418	9/30/2010		
FRLNE.030T	F (STYLIZED AND/OR WITH DESIGN)	85/109526	8/17/2010		
FRLNE.031T	FREELINE	85/109543	8/17/2010		
FRLNE.032T	THE NEXT RIDE	85/109519	8/17/2010		

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**DELAWARE DEPARTMENT OF STATE
U.C.C. FILING SECTION
FILED 08:06 PM 10/27/2011
INITIAL FILING # 2011 4162072**

SRV: 111143984

A. NAME & PHONE OF CONTACT AT FILER [optional]	
Michell Do	9497600404
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
KNOBBE, MARTENS, OLSON & BEAR, LLP 2040 MAIN STREET 14TH FLOOR IRVINE CA 92614	

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME FREELINE SPORTS, INC.						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 10 HUGHES #107			CITY IRVINE	STATE CA	POSTAL CODE 92618	COUNTRY US
1e. TYPE OF ORGANIZATION CORPORATION			1f. JURISDICTION OF ORGANIZATION DE			

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME						
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
2e. TYPE OF ORGANIZATION			2f. JURISDICTION OF ORGANIZATION			

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME KNOBBE, MARTENS, OLSON & BEAR, LLP						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 2040 MAIN ST., 14TH FLOOR			CITY IRVINE	STATE CA	POSTAL CODE 92614	COUNTRY US

4. This FINANCING STATEMENT covers the following collateral:

Collateral Description - please see attachment

6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional)	All Debtors	Debtor 1	Debtor 2
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8. OPTIONAL FILER REFERENCE DATA

FRIME - UCC1

All of debtor's intellectual property that is or has ever been the subject of secured party's representation and all files and records relating thereto, any recoveries from litigation involving such intellectual property, including, without limitation, any judgments, amounts paid in settlement, insurance proceeds and any awards of attorneys' fees and costs, and any other proceeds of such intellectual property, including, but not limited to, the property described below.

U.S. Patent & Patent Applications

Application No.	App. Filing Date	Patent No.	Date Issued	Title of Invention
12/536437	8/5/2009			PERSONAL TRANSPORTATION DEVICE FOR SUPPORTING A USER'S FOOT HAVING MULTIPLE TRANSPORTATION ATTACHMENTS
12/465561	5/13/2009	DE5567318	4/22/2008	PERSONAL TRANSPORTATION DEVICE
13/021622	2/4/2011			PERSONAL TRANSPORTATION DEVICE FOR SUPPORTING A USER'S FOOT

Non U.S. Patent & Patent Applications

Application No.	App. Filing Date	Country	Title of Invention
2009204125	1/8/2009	AU	
2.0098E+11	1/8/2009	CN	PERSONAL TRANSPORTATION DEVICE FOR SUPPORTING A USER'S FOOT
9700660.5	1/8/2009	EP	PERSONAL TRANSPORTATION DEVICE FOR SUPPORTING A USER'S FOOT
2009246325	5/13/2009	AU	
PI0911842-0	5/13/2009	BR	

PG 1 OF 2

All of debtor's intellectual property that is or has ever been the subject of secured party's representation and all files and records relating thereto, any recoveries from litigation involving such intellectual property, including, without limitation, any judgments, amounts paid in settlement, insurance proceeds and any awards of attorneys' fees and costs, and any other proceeds of such intellectual property, including, but not limited to, the property described below.

Non U.S. Patent & Patent Applications

Application No.	App. Filing Date	Country	Title of Invention
9747508.1	5/13/2009	EP	PERSONAL TRANSPORTATION DEVICE FOR SUPPORTING A USER'S FOOT
588537	5/13/2009	NZ	
2010148066	5/13/2009	RU	

All of debtor's intellectual property that is or has ever been the subject of secured party's representation and all files and records relating thereto, any recoveries from litigation involving such intellectual property, including, without limitation, any judgments, amounts paid in settlement, insurance proceeds and any awards of attorneys' fees and costs, and any other proceeds of such intellectual property, including, but not limited to, the property described below.

U.S. Trademark & Trademark Applications

Application No.	App. Filing Date	Reg. No.	Reg. Date	Trademark Name
77/278997	9/13/2007	3292741	9/18/2007	FREELINE F & DESIGN THE NEXT RIDE
85/142418	9/30/2010	3872877	11/9/2010	THE NEXT RIDE DOUBLE D
85/109526	8/17/2010			F (STYLIZED AND/OR WITH DESIGN)
85/109543	8/17/2010			FREELINE
85/109519	8/17/2010			THE NEXT RIDE

PG 1 OF 2

All of debtor's intellectual property that is or has ever been the subject of secured party's representation and all files and records relating thereto, any recoveries from litigation involving such intellectual property, including, without limitation, any judgments, amounts paid in settlement, insurance proceeds and any awards of attorneys' fees and costs, and any other proceeds of such intellectual property, including, but not limited to, the property described below.

Non U.S. Trademark & Trademark Applications

Application No.	App. Filing Date	Reg. No.	Reg. Date	Country	Trademark Name
1498118	10/1/2010	1386660	5/25/2011	AU	FREELINE F & DESIGN
928177	2/25/2011			CA	
				CL	
		301727389	5/17/2011	HK	FREELINE F & DESIGN
		1201937	2/16/2011	MX	
		831301	4/1/2011	NZ	FREELINE
		911158	12/14/2006	WO	FREELINE F & DESIGN
		9345521	3/18/2011	EU	F (DESIGN)
2010-068973	9/1/2010			JP	
9345612	9/1/2010			EU	
2010-068974	9/1/2010			JP	
9345703	9/1/2010			EU	THE NEXT RIDE
1123940	10/6/2010			MX	
1123941	10/6/2010			MX	

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