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Attached original documents or copy thereof.

To the Honorable Commissioner of Pat.

1. Name of conveying party(ies):

Diadora America, Inc.

1-28-02

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: January 22, 2002

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

Name: Be the Ball Inc.

Internal Address:

Street Address: 5711 Holladay Boulevard

City: Salt Lake City State: Utah ZIP: 84121

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

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)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,055,941

Additional numbers attached? Yes No

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

Name: Law Offices M. Ralph Shaffer

Internal Address:

Street Address: 1957 East Hubbard Avenue

City: Salt Lake City State: Utah ZIP: 84108-1303

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41):..... \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

191455

(Attach duplicate copy of this page if paying by deposit account)

01/29/2002 DBYRNE 00000027 191455 2055941
01 FC:481 40.00 CH

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.

John N. Jennison
Name of Person Signing

Signature

January 28, 2002
Date

Total number of pages comprising cover sheet:

1

ASSIGNMENT OF TRADEMARK

WHEREAS, Diadora America, Inc., a Washington corporation (hereinafter referred to as "Assignor"), having a place of business located at 21527 88th Place South, Kent, WA 98031, has certain rights to the trademark BE THE BALL (the "Trademark") including but not limited to the trademark registration in the United States Patent and Trademark Office described below:

REGISTRATION NO.	MARK
2,055,941	BE THE BALL

WHEREAS, Be the Ball Inc., a Nevada corporation (hereinafter referred to as "Assignee"), having a place of business located at 5711 Holladay Boulevard, Salt Lake City, Utah 84121, is desirous of acquiring all right, title and interest in and to the Trademark, together with the goodwill of the business symbolized by the Trademark and any registrations thereof, including the registration set forth above; and

WHEREAS, it is desired that the assignment of the Trademark be made a matter of record in the United States Patent and Trademark Office.

NOW, THEREFORE, for good and valuable consideration, the full receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, Assignor hereby sells, assigns, transfers and conveys unto Assignee all of its right, title and interest in and to the Trademark, including the goodwill of the business symbolized by the Trademark, and including the registration thereof as set forth above.

DIADORA AMERICA INC.

By: 

Name: WILLIAM NUTTALL

Title: President.

ACKNOWLEDGMENT

State of WASHINGTON)
) ss.
County of KING)

On this 22nd day of JANUARY, 2002, before me appeared WILLIAM NUTTALL,
the person who signed the foregoing Assignment of Trademark, who acknowledged that he/she signed
it as a free act on behalf of Diadora America, Inc., with authority to do so.

(SEAL)

Cindy R. Freeman
Notary Public

My Commission Expires:

6/1/03

Residing at:

KING COUNTY