

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

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

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

1. Name of conveying party(ies):
BEL AIR-PLAYERS GROUP, INC.

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

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

2. Name and address of receiving party(ies):
Name: GolfGear International, Inc.
Internal Address:
Street Address: 5285 Industrial Way
City: Huntington Beach
State: California Zip: 92647

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

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

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

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: APRIL 28, 2003

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s):
Additional numbers attached? Yes No

B. Trademark Registration No.(s):
2,232,317; 1,533,359; 2,182,208
2,234,290; 1,485,617;
1,549,244; 1,712,748;
 Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Billy A. Robbins
FULBRIGHT & JAWORSKI L.L.P.
Internal Address: Atty. Dkt.: LA-7072-142XX
Street Address: 865 South Figueroa
Twenty-Ninth Floor
City: Los Angeles State: CA Zip: 90017-2571

6. Total Number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) \$ 280.00
 Enclosed
 Authorized to be charged to Deposit Account
 Authorized to be charged to credit card
(Form 2038 enclosed)

8. Deposit account number: 50-0337
(Attach duplicate copy of this page if paying by deposit account)

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.

Billy A. Robbins [Signature] May 21, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail, in an envelope addressed to: Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on the date shown below.

7000312253 Signature: [Signature] (Dena S. Amezcua) **TRADEMARK**
REEL: 002054 FRAME: 0532

CONFIRMATORY TRADEMARK ASSIGNMENT

WHEREAS, BEL AIR – PLAYERS GROUP, INC., a Nevada corporation, owned the below listed registered trademarks, and had adopted, used and was the Applicant of the below listed pending application for which it applied for registration in the United States Patent and Trademark Office:

<u>MARK</u>	<u>REG. NO.</u>
CLUBS FOR A LIFETIME	2,232,317
ONE CLUB AT A TIME	2,234,290
AIRSOFT	2,182,208
TOUR SPECS	1,945,933
PRO SPECS	1,945,922
AIR SOFT I	1,639,829
AIR PRO	1,639,828
BEL AIR	1,549,244
PLAYERS GOLF	1,533,359
PLAYERS	1,465,617
PRO PAR	1,712,748

APPLICATION

<u>MARK</u>	<u>SERIAL NO.:</u>
HARDBODIES	75/360,848
WHAT'S SO HARD ABOUT GOLF?	75/360,847

and

WHEREAS, GOLFGEAR INTERNATIONAL, INC., a Nevada corporation, whose address is 5285 Industrial Way, Huntington Beach, California 92647, by way of that certain Amended and Restated Agreement For Sale and Purchase of Assets dated and effective April 11, 2000, did acquire the assets of Bel Air – Players Group, Inc., including said marks and the

registrations thereof and the portion of the business to which the marks pertain along with the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said corporation, BEL AIR – PLAYERS GROUP, INC., does hereby assign, transfer and convey unto the said GOLFGEAR INTERNATIONAL, INC., all right, title and interest in and to the said trademarks, together with the good will of the business symbolized by the trademarks and/or the portion of the business to which the marks pertain, and the registrations thereof.

Dated: 4/28/03

BEL AIR – PLAYERS GROUP, INC.



By: Dennis Iden
Its: President