

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ball Dynamics International, LLC		07/01/2007	LIMITED LIABILITY COMPANY: COLORADO

RECEIVING PARTY DATA

Name:	FI, Inc.
Street Address:	11990 Grant St, Suite 550
City:	Northglenn
State/Country:	COLORADO
Postal Code:	80233
Entity Type:	CORPORATION: COLORADO

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	3311322	FITBALL
Registration Number:	2977078	FITBALL
Registration Number:	2835247	FITBALL
Registration Number:	2977077	FITBALL
Registration Number:	2686213	
Registration Number:	2697546	
Registration Number:	2680605	
Registration Number:	2677586	
Registration Number:	2672035	
Registration Number:	2671984	
Registration Number:	2671977	
Registration Number:	2161890	FITBALL
Registration Number:	2160486	FITBALL
Registration Number:	2165689	FITBALL

OP \$390.00 3311322

Registration Number:	1892755	FITBALL
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CORRESPONDENCE DATA

Fax Number: (303)447-0451

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 303-447-0450

Email: scott@packarddierking.com

Correspondent Name: Scott H. Culley

Address Line 1: 2595 Canyon Blvd, Suite 200

Address Line 4: Boulder, COLORADO 80302

ATTORNEY DOCKET NUMBER:	1719-01
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NAME OF SUBMITTER:	Scott H. Culley
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Signature:	/Scott H. Culley/
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Date:	01/22/2008
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Total Attachments: 3

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GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Ball Dynamics International, LLC, a Colorado limited liability company (the "Grantor") with principal offices at 14215 Mead Street, Longmont, Colorado 80504, hereby assigns, grants and mortgages to FI, Inc., a Colorado corporation, with principal offices c/o 11990 Grant Street, Suite 550, Northglenn, Colorado 80233 (the "Grantee"), a continuing first position security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) any and all licenses or other use agreements for the marks and set forth in that certain Second Amended and Restated Trademark Agreement effective as of July 1, 2007 between Grantor and Grantee, which includes a security agreement that creates and provides for a continuing first position security interest ("Trademark Agreement") and the goodwill of the businesses symbolized by the Marks, and (iii) all products and proceeds of items (i) and (ii) including, without limitation, all causes of action arising prior to or after the date hereof for infringement or dilution of any of the Marks or unfair competition regarding the same.

THIS AGREEMENT is entered into to secure the full and prompt performance and payment of all the obligations of the Grantor (as amended from time to time, the "Security Agreement").

This Agreement has been entered into in conjunction with the security interest granted to the Grantee under the Trademark Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Trademark Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Trademark Agreement, the provisions of the Trademark Agreement shall govern.

The undersigned have executed this Agreement as of the date first above written.

Grantor:

Grantee:

By: Timothy J. Collins
Tim Collins, Manager

By: Dale Mayer
Dale Mayer, CEO and President

Schedule A Trademarks

United States Federal Trademarks
As of January 2008

Trademark	Goods/Services	Reg. No. / Ser. No.	Status
Fitball	Chairs	Reg. 3,311,322 Ser. 77/093,536	Registered
Fitball®	Personal Exercise Mats	Reg. 2,977,078 Ser. 76/454892	Registered
Fitball®	Massage apparatus	Reg. 2,835,247 Ser. 76/454891	Registered
Fitball®	Cushions	Reg. 2,977,077 Ser. 76/454890	Registered
Fitball Design w/o Oval®	Educational Services	Reg. 2,686,213 Ser. 76/396253	Registered
Fitball Design w/ Oval®	Printed educational materials	Reg. 2,697,546 Ser. 76/383236	Registered
Fitball Design w/o Oval®	Printed educational materials	Reg. 2,680,605 Ser. 76/383629	Registered
Fitball Design w/ Oval®	Pre-recorded video tapes	Reg. 2,677,586 Ser. 76/384148	Registered
Fitball Design w/o Oval®	Pre-recorded video tapes	Reg. 2,672,035 Ser. 76/384139	Registered
Fitball Design w/ Oval®	Exercise and rehabilitation equipment	Reg. 2,671,984 Ser. 76/81846	Registered
Fitball Design w/o Oval®	Exercise and rehabilitation equipment	Reg. 2,671,977 Ser. 76/381470	Registered
Fitball®	Exercise and rehabilitation equipment	Reg. 2,161,890 Ser. 75/285636	Registered
Fitball®	Printed educational materials	Reg. 2,160,486 Ser. 75/285722	Registered
Fitball®	Pre-recorded video tapes	Reg. 2,165,689 Ser. 75/285625	Registered
Fitball®	Educational services	Reg. 1,892,755 Ser. 74/333532	Registered

Canadian Trademarks
As of July 2007

Trademark	Goods/Services	Reg. No. / Ser. No.	Status
Fit-Ball	Exercise and rehabilitation equipment	Reg. TMA554,150 Ser. 1,044,171	Registered
Fit-Ball	Pre-recorded video tapes	Reg. TMA554,151 Ser. 1,044,172	Registered
Fit-Ball	Printed materials	Reg. TMA556,028 Ser. 1,044,173	Registered