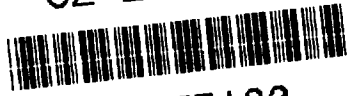


02-24-2000



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COVER SHEET

U.S. DEPARTMENT OF COMMERCE
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FORM PTO-1595

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4-94)

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PATENTS ONLY

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

JC542 U.S. PTO
29/118783



02/15/00

1. Name of conveying party(ies):

James Agnew
Erik C. Purdom

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

2. Name and address of receiving party(ies)

Name: Edge Quest, Inc.

Internal Address: _____

Street Address: 11600 Orcas Ave.

Lakeview Terrace

City: _____ State: CA ZIP: 91342

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

3. Nature of conveyance:

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

Execution Date: December 14, 1999

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

If this document is being filed together with a new application, the execution date of the application is: 12-14-99

A. Patent Application No.(s)

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: Thomas I. Rozsa, Esq.

Internal Address: _____

Street Address: ROZSA & CHEN LLP
15910 Ventura Blvd., Suite 1601

City: Encino State: CA ZIP: 91436

6. Total number of applications and patents involved:

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

- Enclosed
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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.

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2-15-00

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(Form PTO-1595—Recordation Form Cover Sheet [16-5]—page 1 of 3)

02 FC:581

(40.00 DP)

PATENT
REEL: 010586 FRAME: 0301

For: U.S. and/or Foreign Rights
For: U.S. Application or
 U.S. Provisional Application
For: U.S. Patent
For: PCT Application
By: Multiple Inventors

ASSIGNMENT OF INVENTION (MULTIPLE INVENTORS)

In consideration of the payment by ASSIGNEE to ASSIGNOR of the sum of One Dollar (\$1.00), the receipt of which is hereby acknowledged, and for other good and valuable consideration,

ASSIGNORS (Inventors):

James Agnew
(type or print name of inventors)

United States citizen
Address Nationality

10851 Longford Street

Lakeview Terrace, California 91342

Erik C. Purdom

United States citizen

10508 Northridge Hill Drive

Chatsworth, California 91311

hereby sells, assigns and transfers to

ASSIGNEE:

Edge Quest, Inc.

(type or print name of ASSIGNEE)

11600 Orcas Avenue

Address

A California Corporation

Nationality

Lakeview Terrace, California 91342

and the successors, assigns and legal representatives of the ASSIGNEE

(complete one of the following)

- the entire right, title and interest
 an undivided _____ percent (____ %) interest

for the United States and its territorial possessions

(check the following box, if foreign rights are also to be assigned)

and in all foreign countries, including all rights to claim priority
in and to any and all improvements which are disclosed in the invention entitled:

SHOE UPPER WITH FOUR GORES

(check and complete (a), (b), (c), (d), (e), (f), or (g))

and which is found in (37 C.F.R. § 3.21)

- (a) U.S. patent application executed on even date herewith
(b) U.S. patent application executed on _____
(c) U.S. provisional application naming the above inventor(s) for the above-entitled invention
 Express mail label no.: _____
Mailed: _____
 To comply with 37 C.F.R. § 3.21 for recordal of this assignment, I, an ASSIGNOR signing below, hereby authorize and request my attorney to insert below the filing date and application number when they become known.
- (d) U.S. application no. _____ / _____ filed on _____
(e) International application no. PCT _____ / _____ / _____
filed on _____
(f) U.S. patent no. _____ issued _____
 A change of address to which correspondence is to be sent regarding patent maintenance fees is being sent separately.

(check (g), if foreign application(s) is also being assigned)

- (g) and any legal equivalent thereof in a foreign country, including the right to claim priority

(Assignment of Invention—Multiple Inventors [16-3.2]—page 2 of 3)

and, in and to, all Letters Patent to be obtained for said invention by the above application or any continuation, division, renewal, or substitute thereof, and as to letters patent any reissue or re-examination thereof.

ASSIGNOR hereby covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment.

ASSIGNOR further covenants that ASSIGNEE will, upon its request, be provided promptly with all pertinent facts and documents relating to said invention and said Letters Patent and legal equivalents as may be known and accessible to ASSIGNOR and will testify as to the same in any interference, litigation or proceeding related thereto and will promptly execute and deliver to ASSIGNEE or its legal representatives any and all papers, instruments or affidavits required to apply for, obtain, maintain, issue and enforce said application, said invention and said Letters Patent and said equivalents thereof which may be necessary or desirable to carry out the purposes thereof.

IN WITNESS WHEREOF, We have hereunto set hand and seal this 12/14/99
Date of signing

WARNING: The date of signing must be the same as the date of execution of the application, if item (a) was checked above.

James Agnew
(type name of inventor)


Signature of INVENTOR

Erik C. Purdom



Notarization or Legalization Page Added.

NOTE: No witnessing, notarization or legalization is necessary. If the assignment is notarized or legalized then it will only be prima facie evidence of execution. 35 U.S.C. § 261. Use next page if notarization is desired.