

04-18-2000

PATENT



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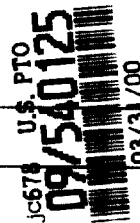
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Conveyance Type

- Assignment Security Agreement
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Conveying Party(ies)

Mark if additional names of conveying parties attached

Name (line 1)	Adams, Roger R.
Name (line 2)	An individual
Second Party Name (line 1)	
Name (line 2)	

Execution Date
Month / Day / Year

03/31/00

Execution Date
Month / Day / Year

Receiving Party

Mark if additional names of receiving parties attached

Name (line 1)	Heeling, Ltd.		
Name (line 2)	a Texas limited partnership		
Address (line 1)	4400 W. Plano Parkway		
Address (line 2)			
Address (line 3)	Plano	Texas/USA	75093
	City	State / Country	Zip Code

If the document to be recorded is an assignment and the receiving party is not Domiciled in the United States, an appointment of a domestic representative is attached.
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04/18/2000 TTOM11 00000323 233189 09540125

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Correspondent Name and Address		Area Code and Telephone Number	214/979-3027
Name	Robert J. Ward		
Address (line 1)	Worsham, Forsythe & Wooldridge, L.L.P.		
Address (line 2)	Energy Plaza		
Address (line 3)	1601 Bryan, 30 th Floor		
Address (line 4)	Dallas, Texas 75201		
Pages	Enter the total number of pages of the attached conveyance document including any attachments.		# 3

Application Number(s) or Patent Number(s) Mark if additional numbers attached
Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)			Patent Number(s)		

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor. Month / Day / Year: 03/31/00

Patent Cooperation Treaty (PCT)
 Enter PCT application number PCT PCT
only if a U.S. Application Number PCT PCT
 has not been assigned.

Number of Properties Enter the total number of properties involved. # 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

Method of Payment: Enclosed Deposit Account
Deposit Account
 (Enter for payment of deposit account or if additional fees can be charged to the account)
 Deposit Account Number: # 23-3189
 Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Robert J. Ward Reg. # 38,652
 Name of Person Signing Robert J. Ward Signature March 31, 2000 Date

A S S I G N M E N T

WHEREAS, I, the undersigned inventor of residence as listed, have invented certain new and useful improvements as below entitled, for which application for United States Letters Patent is made, said application having been executed on the date set forth below; and

WHEREAS, Heeling, Ltd., a Texas limited partnership (hereinafter referred to as "Assignee"), with an address of 4400 W. Plano Parkway, Plano, Dallas County, Texas 75093, desires to acquire my entire right, title and interest in and to the invention, and in and to the said application and any Letters Patent that may issue thereon;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, I assign to Assignee, all right, title and interest in and to said invention and in and to said application and all patents which may be granted therefor, and all divisions, reissues, continuations, continuations-in-part and extensions thereof; and I authorize and request the Commissioner of Patents and Trademarks, and any other authority throughout the world, to issue all patents for said invention, or patents resulting therefrom, insofar as my interest is concerned, to Assignee.

I also assign to Assignee, all right, title and interest in and to the invention disclosed in said application throughout the world, including the right to file applications, claim priority, and obtain patents, utility models, industrial models and designs for said invention its own name throughout the world, including all rights to publish cautionary notices reserving ownership of said invention and all rights to register said invention in appropriate registries; and I further agree to execute any and all powers of attorney, applications, assignments, declarations, affidavits, and any other papers in connection therewith necessary to perfect such right, title and interest in Assignee.

I will communicate to Assignee any facts known to me respecting any improvements related to the invention; and, at the expense of Assignee, I will testify in any legal proceedings, sign all lawful papers, execute all divisional, continuation, continuation-in-part, reissue and substitute applications, make lawful oaths and declarations, and generally do everything possible to vest title in Assignee and to aid Assignee to obtain and enforce proper protection for said invention in all countries. I have full right and power to convey the rights conveyed herein, and have not previously assigned, granted, mortgaged, licensed, or

otherwise encumbered any rights conveyed herein. I will not encumber such rights conveyed herein in contravention of this Assignment.

This Assignment shall be binding on the parties' successors, assigns and legal representatives.

Title of Invention:

Heeling Apparatus & Method

Signature of Inventor:



Inventor's Name:

Roger R. Adams

Residence (City, County, State)

4400 W. Plano Parkway
Plano, Dallas County, Texas 75093

Date:

3-31-2000

Date Application Executed:

3-31-2000

NOTARIZATION ACCOMPANYING ASSIGNMENT

STATE OF TEXAS }
 } ss
COUNTY OF DALLAS }

Before me personally appeared Roger R. Adams who acknowledged the foregoing instrument to be a free act and deed and also represented that he is authorized to execute the same this 31 day of March, 2000.



Juli Simpson

Notary Public in and for the State of
Texas

My Commission Expires: 10-19-03