

RECORDATION FORM COVER SHEET PATENTS ONLY

CLIENT CODE: FLEECE.002A

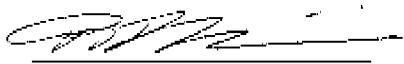
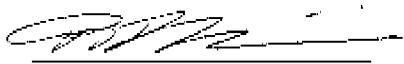
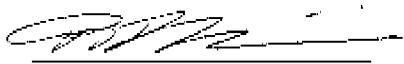
TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS: Please record the attached original documents or copy thereof.

Submission Type <input checked="" type="checkbox"/> New <input type="checkbox"/> Resubmission (Non-Recordation)-Document ID# _____ <input type="checkbox"/> Correction of PTO Error - Reel # _____ Frame # _____ <input type="checkbox"/> Corrective Document - Reel # _____ Frame # _____	Conveyance Type <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: <u>10/31/2005</u>
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Conveying Party(ies) Martine Fennelly Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Receiving Party(ies) Name: FleeceWorks, Inc. Address: 19909 Harrison Avenue City of Industry, CA 91789 Additional name(s) of receiving party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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Application Number(s) or Patent Number(s) <input type="checkbox"/> Application filed herewith <input checked="" type="checkbox"/> Patent Application No(s): 11/218,805 filed September 2, 2005. <input type="checkbox"/> Patent No(s): Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Correspondent Name and Address Name: Robert F. Gazdzinski, Esq. Internal Address: GAZDZINSKI & ASSOCIATES Street Address: 11440 West Bernardo Court, Suite 375 City: San Diego State: CA ZIP: 92127 Telephone: (858) 675-1670	Fee Amount (37 CFR 3.41): \$40.00 <input checked="" type="checkbox"/> Please charge our Deposit Account No. 501423 for any required fees.
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Number of Properties Enter the total number of properties involved: (1)			
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. <table> <tr> <td> <u>Robert F. Gazdzinski</u> Name of Person Signing </td> <td>  Robert F. Gazdzinski; Reg. No. 39,990 </td> <td> <u>11/21/05</u> Date </td> </tr> </table>	<u>Robert F. Gazdzinski</u> Name of Person Signing	 Robert F. Gazdzinski; Reg. No. 39,990	<u>11/21/05</u> Date
<u>Robert F. Gazdzinski</u> Name of Person Signing	 Robert F. Gazdzinski; Reg. No. 39,990	<u>11/21/05</u> Date	

Pages Enter the total number of pages of the conveyance document including any attachments: (2)
Mail documents to be recorded with required cover sheet information to: <p align="center">Director of the U.S. Patent and Trademark Office Mail Stop Assignment Recordation Services P.O. Box 1450 Alexandria, VA 22313-1450</p>

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**PATENT
REEL: 017050 FRAME: 0227**

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ASSIGNMENT

WHEREAS, I, **MARTINE FENNELLY**, hereinafter referred to as the assignor, residing at 4705 Monongahela Street, San Diego, California 92117, am the sole inventor of certain new and useful improvements in an **ADAPTIVE RIDING PAD APPARATUS AND METHOD** for which an application for a United States Patent was filed on September 2, 2005 and assigned Application Serial No. 11/218,805; and

WHEREAS, **FLEECEWORKS, INC.**, hereinafter referred to as the assignee, a California Corporation, with its principal place of business at 19909 Harrison Avenue, City of Industry, California 91789, is desirous of acquiring the entire right, title and interest in and to the said new and useful improvements and in and to the said application, and in, to and under any and all Letters Patent which may be granted on or as a result thereof in any and all countries:

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) to me in hand paid by said assignee, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, I, the said assignor, have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over to said assignee, the entire right, title and interest in and to said new and useful improvements and said application and any and all continuations, divisions and renewals of and substitutes for said application, and in, to and under any and all Letters Patent which may be granted on or as a result thereof in the United States and any and all other countries, and any reissue or reissues or extension or extensions of said Letters Patent, and assign to and authorize said assignee, to file in my name applications for Letters Patent in all countries, the same to be held and enjoyed by said assignee, its successors, assigns, nominees or legal representatives, to the full end of the term or terms for which said Letters Patent respectively may be granted, reissued or extended, as fully and entirely as the same would have been held and enjoyed by me had this assignment, sale and transfer not been made.

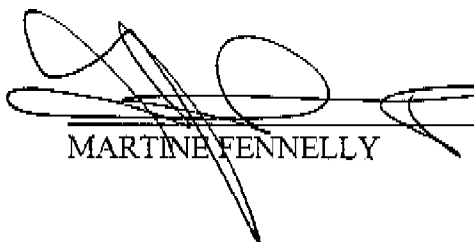
AND I hereby covenant that I have full right to convey the entire interest herein assigned, and that I have not executed and will not execute any agreement in conflict herewith, and I further covenant and agree that I will each time request is made and without undue delay, execute and deliver all such papers as may be necessary or desirable to perfect the title to said new and useful improvements, said application and said Letters Patent to said assignee, its successors, assigns, nominees, or legal representatives, and I agree to communicate to said assignee or to its nominee all known facts respecting said new and useful improvements, said application and said Letters Patent, to testify in any legal proceedings, to sign all lawful papers, to execute all disclaimers and divisional, continuing, reissue and foreign applications, to make all rightful oaths, and generally to do everything possible to aid said assignee, its successors, assigns, nominees and legal representatives to obtain and enforce for its or their own benefit proper patent protection for said new and useful improvements in any and all countries.

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AND I hereby authorize and request the Commissioner of Patents and Trademarks of the United States and any official of any country or countries foreign to the United States whose duty it is to issue patents on applications as aforesaid, to issue to said assignee, as assignee of the entire right, title and interest, any and all Letters Patent for said new and useful improvements, including any and all Letters Patent of the United States which may be issued and granted on or as a result of the application aforesaid, in accordance with the terms of this assignment.

IN WITNESS WHEREOF, we have hereunto set our hands and seals.

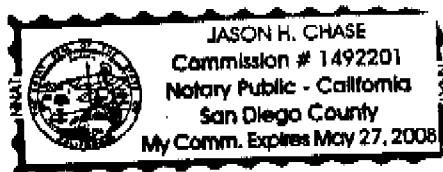

MARTINE FENNELLY

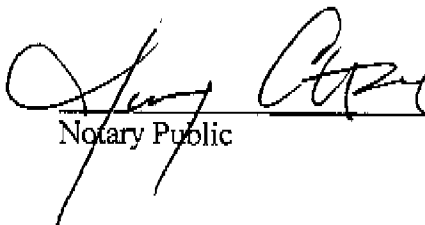
State of California)
)
County of San Diego)

On October 21, 2005 before me, Jason H. Chase, personally appeared MARTINE FENNELLY personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Seal




Notary Public