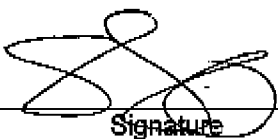


Client Code: NEWRN.000GEN

**RECORDATION FORM COVER SHEET
PATENTS ONLY**

To the Director, U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): (List using letters or numbers for multiple parties)</p> <p>Britek Footwear Development, LLC</p> <p>Additional name(s) of conveying party(ies) attached?</p> <p>() Yes (X) No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Newton Running Company, Inc.</p> <p>Internal Address: Suite 100</p> <p>Street Address: 1919 14th Street</p> <p>City: Boulder State: Colorado</p> <p>ZIP: 80302</p> <p>Additional name(s) of receiving party(ies) attached?</p> <p>() Yes (X) No</p>
<p>3. Nature of conveyance:</p> <p>(X) Assignment () Security Agreement</p> <p>() Merger () Change of Name</p> <p>() Other:</p> <p>Execution Date: (List as in section 1 if multiple signatures)</p> <p>February 26, 2008</p>	<p>4. US or PCT Application number(s) or US Patent number(s):</p> <p>(X) Patent Application No.: 12/041,591</p> <p>Filing Date: March 3, 2008</p> <p>Additional numbers attached?</p> <p>(X) Yes () No</p>
<p>5. Party to whom correspondence concerning document should be mailed:</p> <p>Customer No. 20,995</p> <p>Address: Knobbe, Martens, Olson & Bear, LLP 2040 Main Street, 14th Floor Irvine, CA 92614</p> <p>Return Fax: (949) 760-9502</p> <p>Attorney's Docket No.: NEWRN.000GEN</p>	<p>6. Total number of applications and patents involved: 11</p>
<p>7. Total fee (37 CFR 1.21(h)): \$440</p> <p>(X) Authorized to be charged to deposit account</p>	<p>8. Deposit account number: 11-1410</p> <p>Please charge this account for any additional fees which may be required, or credit any overpayment to this account.</p>
<p>9. Statement and signature.</p> <p>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.</p> <p><u>Sabing H. Lee</u> Name of Person Signing</p> <p><u>43,745</u> Registration No.</p> <p><u></u> Signature</p> <p><u>5-9-08</u> Date</p> <p>Total number of pages including cover sheet, attachments and document: 4</p>	

Documents transmitted via Facsimile to be recorded with required cover sheet information to:

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Client Code: NEWRN.000GEN

<u>Patent No.</u>	<u>Issue Date</u>
5,647,145	July 15, 1997
5,937,544	August 17, 1999
6,195,915	March 6, 2001
6,327,795	December 11, 2001
6,330,757	December 18, 2001
6,842,999	January 18, 2005
7,036,245	May 2, 2006
7,168,186	January 30, 2007

<u>Application No.</u>	<u>Filing Date</u>
11/594,694	November 8, 2006
11/325,795	December 22, 2005

Customer No. 20,995

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2040 Main Street, 14th Floor
Irvine, CA 92614

Return Fax: (949) 760-9502

5168849
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Patent/Application No.: Various
Filing/Issue Date: Various

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ASSIGNMENT

WHEREAS, Britek Footwear Development, LLC, a Colorado corporation having offices at 6171 Rain Dance Trail, Littleton, Colorado (hereinafter "ASSIGNOR"), represents and warrants that it is the sole owner of the entire right, title, and interest to certain new and useful improvements for which ASSIGNOR has filed the following United States issued Letters Patents and applications for Letters Patents in the United States (hereinafter "the Patents and Patent Applications"):

<u>Patent No.</u>	<u>Issue Date</u>	<u>Title</u>
5,647,145	July 15, 1997	Sculptured Athletic Footwear Sole Construction
5,937,544	August 17, 1999	Athletic Footwear Sole Construction Enabling Enhanced Energy Storage, Retrieval and Guidance
6,195,815	March 6, 2001	Athletic Footwear Sole Construction Enabling Enhanced Energy Storage, Retrieval and Guidance
6,327,795	December 11, 2001	Sole Construction for Energy Storage and Rebound
6,330,757	December 18, 2001	Footwear with Energy Storing Sole Construction
6,842,999	January 18, 2005	Sole Construction for Energy Storage and Rebound
7,036,245	May 2, 2006	Sole Construction for Energy Storage and Rebound
7,168,186	January 30, 2007	Sole Construction for Energy Storage and Rebound

<u>Application No.</u>	<u>Filing Date</u>	<u>Title</u>
11/594,694	November 8, 2006	Sole Construction for Energy Storage and Rebound
11/325,795	December 22, 2005	Sole Construction for Energy Storage and Rebound

WHEREAS, Newton Running Company, Inc., a Colorado corporation having offices at 1919 14th Street, Suite 100, Boulder, Colorado (hereinafter "ASSIGNEE") desires to purchase the entire right, title, and interest in and to the inventions disclosed in the Patents and Patent Applications;

NOW, THEREFORE, in consideration of One Dollar (\$1.00) to ASSIGNOR, and other good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR hereby further acknowledges that it has sold, assigned, and transferred, and by these presents does hereby sell, assign, and transfer, unto ASSIGNEE, its successors, legal representatives, and assigns, the entire right, title, and interest throughout the world in, to, and under the said improvements, and the said Patents and Patent Applications and all Patents that may be granted thereon, and all provisional applications relating thereto, and all divisions, continuations, reissues, reexaminations, renewals, and extensions thereof, and all rights of priority under International Conventions and applications for Letters Patent that may hereafter be filed for said improvements or for the said Patents and Patent Applications in any country or countries foreign to the United States; and ASSIGNOR hereby authorizes and requests the Commissioner of Patents of the United States, and any Official of any country foreign to the United States, whose duty it is to issue patents on applications as aforesaid, to issue all Letters Patents for said improvements and all Letters Patents resulting from the Patents and Patent Applications to ASSIGNEE, its successors, legal representatives, and assigns, in accordance with the terms of this Agreement.

Patent/Application No.: Various
Filing/Issue Date: Various

PATENT
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ASSIGNOR does hereby sell, assign, transfer, and convey to ASSIGNEE, its successors, legal representatives, and assigns all claims for damages and all remedies arising out of any violation of the rights assigned hereby that may have accrued prior to the date of assignment to ASSIGNEE, or may accrue hereafter, including, but not limited to, the right to sue for, collect, and retain damages for past infringements of the Letters Patents before or after issuance;

ASSIGNOR hereby covenants and agrees that it will communicate to ASSIGNEE, its successors, legal representatives, and assigns any facts known to ASSIGNOR respecting the Patents and Patent Applications immediately upon becoming aware of those facts, and that it will testify in any legal proceeding involving any of the Patents and Patent Applications, will sign all lawful papers, execute all divisional, continuing, and reissue applications, make all rightful oaths, and will generally do everything possible to aid ASSIGNEE, its successors, legal representatives, and assigns to obtain and enforce the Patents and Patent Applications in all countries.

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 26th day of February, 2008.

BRITEK FOOTWEAR DEVELOPMENT, LLC

By: Brian Russell

Name Printed: Brian Russell

Title: President

Date: 2/26/08

STATE OF

COUNTY OF

ss.

On 2/26/08, before me, Lois Jackson, notary public, personally appeared Brian Russell who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that they executed the same in their authorized capacity(ies), and that by their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(SEAL)



3372782/020107

Lois Jackson
Notary Signature