

TRADEMARK RECORDATION COVER SHEET

01-13-2000



101244259

U.S. Patent and Trademark Office
Office of Public Records
Attn: Customer Services Counter
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1213 Jefferson Davis Highway, 3rd Floor
Arlington, Virginia 22202-3513

Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Foothill Capital Corporation</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>California</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) conveying party(ies) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>RYKA Inc.</u> Street Address: <u>555 South Henderson Road</u> City <u>King of Prussia</u> State <u>DE</u> Zip <u>19406</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Pennsylvania</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, A domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(Designation must be a separate document from Assignment)</p> <p>Additional name(s) and address(es) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>										
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: _____</p>											
<p>4. Application number(s) or registration number(s)</p> <table border="0"> <tr> <td data-bbox="66 1228 779 1491"> <p>A. Trademark Application No(s):</p> </td> <td data-bbox="779 1228 1555 1491"> <p>B. Trademark Registration No(s):</p> <table border="0"> <tr><td>75-129321</td><td>75-147249</td></tr> <tr><td>1616804</td><td>1572014</td></tr> <tr><td>1916526</td><td>1963545</td></tr> <tr><td>1797939</td><td>1970608</td></tr> </table> </td> </tr> </table>		<p>A. Trademark Application No(s):</p>	<p>B. Trademark Registration No(s):</p> <table border="0"> <tr><td>75-129321</td><td>75-147249</td></tr> <tr><td>1616804</td><td>1572014</td></tr> <tr><td>1916526</td><td>1963545</td></tr> <tr><td>1797939</td><td>1970608</td></tr> </table>	75-129321	75-147249	1616804	1572014	1916526	1963545	1797939	1970608
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<p>5. Name and address of party to whom correspondence concerning documents should be mailed:</p> <p>Name: <u>Laurie Kim, Esq.</u> Street Address: <u>Kelley Drye & Warren LLP</u> <u>777 South Figueroa Street, Suite 2700</u> City: <u>Los Angeles</u> State: <u>CA</u> Zip: <u>90017-5825</u></p>	<p>6. Total number of applications and registrations involved: <u>8</u></p> <p>7. Total fee (37 CFR 3.41) <u>\$215.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)</p>										

01/13/2000 DCOATES 00000031 75129321
01 FC:481 40.00 OP
02 FC:482 175.00 OP

9. 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.

<p><u>Danielle V. Garcia</u> Name of Person Signing</p>	<p>_____ Signature</p>	<p><u>01/06/99</u> Date</p>
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RELEASE OF SECURITY INTEREST IN TRADEMARKS

KNOW ALL MEN BY THESE PRESENTS, that FOOTHILL CAPITAL CORPORATION, a California corporation (hereinafter referred to as "Secured Party"), having an office at 11111 Santa Monica Boulevard, Suite 1500, Los Angeles, California 90025-3333, DOES HEREBY CERTIFY that the security interest it holds in those certain trademarks, as set forth in Exhibit "A" attached hereto and incorporated herewith (the "Trademarks"), of RYKA INC., a Pennsylvania corporation (hereinafter referred to as "Debtor"), having a place of business at 555 South Henderson Road, King of Prussia, Pennsylvania 19406, pursuant to a certain Trademark Collateral Assignment and Security Agreement, dated November 20, 1997, by Debtor in favor of Secured Party, recorded in the United States Office of Patents and Trademarks at Reel 1665 Frame 0222 (the "Security Agreement"), is released and all interests in the Trademarks and any related property previously assigned to Secured Party under the Security Agreement are hereby reassigned to Debtor, without representation, warranty or recourse of any kind, nature or description.

IN WITNESS WHEREOF, Secured Party has caused this Release of Security Interest in Trademarks to be executed by its duly authorized corporate officer this 28th day of December, 1999.

FOOTHILL CAPITAL CORPORATION

By: 

Title: VICE PRESIDENT

Massachusetts
STATE OF ~~NEW YORK~~)
Suffolk) ss.:
COUNTY OF ~~NEW YORK~~)

On the 28th day of December, 1999 before me personally came Erik Sawyer, to me known, who being by me duly sworn, did depose and say, that he/she is the Vice President of FOOTHILL CAPITAL CORPORATION and that said instrument was signed on behalf of such corporation by authority of its Board of Directors, and he/she acknowledged said instrument to be the free act of deed of said corporation.

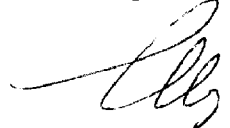


EXHIBIT A

LIST OF TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Expiration Date</u>
Ryka (Stylized)	75-129321	July 2, 1996	
Ryka (Stylized)	75-147249	August 8, 1996	
Ryka & Design	1616804	October 9, 1990	
Umlaut Design	1572014	December 19, 1989	
Nitrogen Ultra-Lite	1916526	September 5, 1995	
Nitrogen/ES	1963545	March 19, 1996	
Be Strong	1797939	October 12, 1993	
Aqueous	1970608	April 23, 1996	

**Trademark
Application**

**Application/Serial
Number**

**Application
Date**

NONE