

11-07-2000



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type 10-4-00		Conveyance Type	
<input checked="" type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____	<input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<input type="checkbox"/> Security Agreement	<input checked="" type="checkbox"/> Nunc Pro Tunc Assignment
		<input type="checkbox"/> Merger	Effective Date Month Day Year <input type="text" value="07"/> <input type="text" value="01"/> <input type="text" value="00"/>
		<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other _____	

Conveying Party Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year _____

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

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Correspondent Name and Address

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Name

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Address (line 2)

Address (line 3)

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Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

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.

J. Michael Hurst

Name of Person Signing


Signature

10.3.0

Date Signed

Assignment of Trademarks

This Assignment of Trademarks is made and entered into by and between Streetball Partners, Inc, a Texas Corporation, located at 4008 Belt Line Road, Suite 230, Dallas, Texas 75244, ("Assignor"), and USA I, Inc., a Delaware Corporation located at 548 East Main Street, Lexington, Kentucky 40505 ("Assignee").

WHEREAS, Assignor has adopted and is the exclusive owner of all right, title and interest in and to various United States trademark applications and registrations as set forth on the attached "Schedule of Trademarks", which are referred to hereinafter as the Marks; and

WHEREAS, Assignee desires to acquire all right, title and interest in and to the Marks, along with the goodwill associated therewith.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Marks, together with the goodwill symbolized by the Marks, and the registrations, applications and/or common law uses thereof, *nunc pro tunc*, effective as of July 1, 2000.

IN WITNESS WHEREOF, the parties have caused this Instrument to be duly executed as of the day and year first written above.

Streetball Partners, Inc.

USA I, Inc.

Jerry L. Felix
By

Jerry L. Felix
By

Jerry L. Felix
Chief Financial Officer

Jerry L. Felix
Chief Financial Officer

Schedule of Trademarks

MARK	OWNER	GOODS	STATUS
COURT OF DREAMS	Streetball Partners, Inc.	Arrangement and conducting of athletic competitions.	<i>Registered</i> Reg.# - 1,832,465 Reg. - 04.19.94
HOOP-IT-UP	Streetball Partners, Inc.	T-shirts, shorts, hats and sweat-shirts.	<i>Registered</i> Reg.# - 1,844,508 Reg. - 07.12.94

Spanish Trademarks

MARK	OWNER	GOODS	STATUS
HOOP-IT-UP	Streetball Partners, Inc.	Educacion; formacion incluida la profesional; diversion, y esparcimiento, actividades deportivas y culturales, doma y adiestramiento de animales.	<i>Registered</i> Reg.# - 1700517 M Reg. - 01.04.93