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U.S. Patent & TMO/TM Mail Rpt Dt. #57

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Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Willitts Designs International, Inc.

08162000

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Vail Studios, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 300 Montcalm

Address (line 2) _____

Address (line 3) San Francisco
City

California
State/Country

94401
Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization California

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.)

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Area Code and Telephone Number

(415) 457-2040

Name

Anne Hiaring, Esq.

Address (line 1)

19 Brookmont

Address (line 2)

San Anselmo, California 94960-1412

Address (line 3)

Address (line 4)

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

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Number of Properties

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Deposit Account

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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.

Anne Hiaring

Name of Person Signing

Signature

August 21, 2000

Date Signed

ASSIGNMENT OF TRADEMARK

This is an assignment of trademark from Willitts Designs International, Inc., a California corporation having an address of 1129 Industrial Avenue, Petaluma, California 94952 (hereinafter "ASSIGNOR") to Vail Studios, Inc., a California corporation having an address of 300 Montcalm, San Francisco, California 94401 (hereinafter "ASSIGNEE").

WHEREAS, ASSIGNOR and ASSIGNEE, individually and collectively, desire to formalize through a recordable assignment the transfer to ASSIGNEE through assignment of all rights, title and interest in and to the trademark **INSTEP** (hereinafter "The Mark"), and whereas ASSIGNEE has acquired that portion of the goodwill of the business of ASSIGNOR associated with The Mark, including any application for registration, and is the successor in interest to that portion of the business of the ASSIGNOR to which The Mark pertains pursuant to Section 10 of the Lanham Act, 15 U.S.C. 1060:

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR does hereby assign unto ASSIGNEE and its successors and assigns, all rights, title and interest in and to The Mark throughout the world, whether common law, statutory or otherwise, together with the goodwill connected with the use of and symbolized by The Mark and that portion of the ongoing and existing business to which The Mark pertains, including the right to sue and to collect damages, to have the benefit of any and all usage of The Mark in all combinations with and without other words and in all forms, styles, colors, and representations whatsoever, from the dates of first use ever, and any and all registrations of The Mark and applications therefore, including but not limited to: U.S. Trademark Application Serial No. 75-941,637.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be executed on the date below written.

WILLITTS DESIGNS INTERNATIONAL, INC.

Dated: 8/16/00

By: 
Daryn Reif, Vice President