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A Women Only Sport Company



Technology

UPPER



Flex-Foil: An ultra-thin synthetic material that creates sleek, welded overlays on the upper for lightweight structure.



Direct-Fure: A synthetic material that is fused to the upper creating a stitchless layering system that increases the strength of the upper.



X-Ray Frame: Upper engineering that consists of two layered meshes that sandwich a bracing structure to create support.



Flow-Mold: An engineered mold that flows 360 degrees around the upper creating skeletal support while keeping the shoe lightweight and hot-spot free.



3D Print: A light weight layered printing process that creates a support structure on the upper.



Defender-G: A water and stain resistant treatment applied to footwear that repels water.

TOOLING



N-Gage EVA: High rebound midrole material that returns energy on impact and has more shape retention than traditional EVA compounds.



Exo-Shell: A lightweight and extremely durable EVA compound with engineering details for ground contact.



I.H.G.: "Infured Heel Guidance" is a Thermo molded heel reinforcement that is used to help keep the calcaneus (heel) on the platform during lateral movements.



 $\ensuremath{\text{.G.S.}}$ "Tkeletal Guidance Thank" is a lightweight thermo molded arch support under the arch and midfoot.



Precise-ReturnTM Sockliner: A removable invole that is designed to hug the internal walls of the shoe. The injection molded EVA and PU blend adds comfort, protection, and energy return, while retaining its shape to ensure a consistent fit.

Flex-Training



HYPNOTIC FLEX GAGE P.R.S. D-F EXO

PROFILE For the consumer with the most rigorous training regimen strength, endurance, and stabilization. This multi-purpose shoe uses Flex-Foil fusion application that allows the upper to be externally supportive without adding additional weight. Seamless internal structure hugs the foot without creating hot spots. FleX-ology midsole/outsole platform works with the upper to enhance the foots natural movement during exercise. 7mm heel-to-toe variance.

STYLE K21072W

COLORS UNF: Sugar Plum/Matte Silver/Vivid Teal/White NHV: Matte Silver/White/Ash Grey/Black (NEW) KSO: Wild Lime/Cool Mist/Electric Coral/White (NEW) NLV: Matte Silver/Young Turq/Ash Grey/White

INTRO DATE C/O

SIZE 5-11

WIDTH Medium

UPPER Flex-Foil synthetic and mesh: Smooth tight mesh allows the foot to breathe while keeping debris out. Intertwining synthetic upper pieces keep the foot on the platform while allowing it to properly flex.

SOCKLINER Precise-Return[™] Footbed.

TECHNOLOGY N-Gage EVA; Flex-Foil

MIDSOLE N-Gage EVA; 7mm heel-to-toe variance.

OUTSOLE High abrasion, Exo-Shell foam creates an outer shell around a full foot N-Gage EVA footbed. Dual density horizontal flex grooves allow the platform to flex properly during a variety of fitness activities. Durable rubber outsole pads in high impact and wear areas.

5764/8500



PROFILE The consumer looking for a multi-purpose, high functioning footwear trainer will appreciate the vertical x-ray frame support structure that surrounds the foots movement upon impact. Seamless and smooth lightweight internal structure hugs the foot with no hot spots. Our FleX-ology platform combines with the upper to follow the foots movement patterns closely. 7mm heel-to-toe variance.

STYLE K21085W

COLORS MUS: Met. Blue Ribbon/Sugar Plum/Chrome Silver/White/Iron Grey SLM: Chrome Silver/Nirvana Blue/Malibu Blue/Matte Silver/Cool Mist SKP: Chrome Silver/White/Lime Shock/Athena Pink/Chrome Silver

INTRO DATE 1/15/13

SIZE 5-11

WIDTH Medium

UPPER Synthetic and mesh: Open air mesh layer allows the foot to breathe while a mono mesh layer keeps debris out. Vertical bracing system adds structure and upper support.

SOCKLINER Precise-Return[™] Footbed.

TECHNOLOGY N-Gage EVA.

MIDSOLE N-Gage EVA; 7mm heel-to-toe variance.

OUTSOLE High abrasion, Exo-Shell foam creates an outer shell around a full foot N-Gage EVA footbed. Dual density horizontal flex grooves allow the platform to flex properly during a variety of fitness activities. Durable rubber outsole pads in high impact and wear areas.

5214/7500





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Patent Pending













Patent Pending



PROFILE This multi-layer stretch mesh application provides a sleek glove like fit for the most intense core stabilization and strength training regimens. Seamless internal structure hugs the foot and eliminates hot spots. Midfoot brace works as a support cage with the stretch lacing system for optimal fit. FleX-ology platform combines with the upper to follow the foots movement patterns closely. 7mm heel-to-toe variance.

STYLE K21078W

COLORS ISL: Purple Daze/Chrome Silver/Nirvana Blue SX: Chrome Silver/Cool Mist/Black BHS: Black/White/Chrome Silver (NEW) BHS.W: Black/White/Chrome Silver (NEW) PHY: Coral Rose/Blazing Yellow/White (NEW) ASH: Aqua Mist/Aqua Daze/Chrome Silver/White SPY: Chrome Silver/Neon Pink/Neon Yellow SPY.W: Chrome Silver/Neon Pink/Neon Yellow

INTRO DATE C/O

SIZE 5-11 (Medium), 6-11 (Wide)

WIDTH Medium, Wide

UPPER Synthetic and mesh: Smooth, ultra soft 4-way stretch mesh allows the foot to breathe while keeping debris out.

SOCKLINER Precise-Return[™] Footbed.

TECHNOLOGY N-Gage EVA.

MIDSOLE N-Gage High Rebound Foam; 7mm heel-to-toe variance.

OUTSOLE High abrasion, Exo-Shell foam creates an outer shell around a full foot N-Gage EVA footbed. Dual density horizontal flex grooves allow the platform to flex properly during a variety of fitness activities. Durable rubber outsole pads in high impact and wear areas.

5214/7500







Patent Pending









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High-Impact Studio



AMBITION PR.S. D-F 3P

PROFILE A well cushioned, lightweight shoe engineered for high impact studio classes. The unique zoned platform features a proprietary RE-ZORB active foam in the core of the midsole to get the most out of every workout.

STYLE K1836W

COLORS SHL: Chrome Silver/White/Detox Blue/Iron Grey/Met. Ash Grey (NEW)

SVI: Chrome Silver/Steel Grey/Met. Baja Purple/Tile Blue BVP: Black/Coral Rose/Chrome Silver/Met. Steel Grey KSA: Wild Lime/Chrome Silver/Aqua Daze

INTRO DATE C/O

SIZE 5-11

WIDTH Medium

UPPER Synthetic and mesh: Direct-Fuse upper braces partnered with 3D-Print.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE Compression foam featuring full length internal RE-ZORB full-foot cavity. RE-ZORB is a proprietary foam engineered by Team Wendy, a U.S. company whose compounds are used throughout the NFL® & NHL®.

OUTSOLE Radius skeletal rubber works simultaneously with the RE-ZORB internal drop-in and responsive cobblestone engineering.

5764/8500











PROFILE Mid-height trainer for the fitness enthusiast who loves her studio time for a high energy workout. Superior performance features include high rebound N-Gage foam at forefoot and heel. Great for high impact contact, quick lateral movements and a little extra ankle support.

STYLE K1822W

COLORS SHL: Chrome Silver/White/Metallic Blue Frost/Wild Lime BSP: Black/Metallic Platinum/Metallic Magenta Spark

INTRO DATE C/O

SIZE 5-11

WIDTH Medium

UPPER Synthetic and mesh: Direct-Fuse upper layers provide lightweight support in all of the right areas.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE Compression and N-Gage foam work together providing a light weight feel with quick rebound. External S.G.S. provides midfoot support.

OUTSOLE Four piece podular rubber with high functioning traction.







PROFILE The new Influence training model meets all of her higher impact functional studio expectations. Platform and upper are engineered to compliment each other by providing a well cushioned base during forceful impact while simultaneously keeping the foot in alignment.

STYLE K1844W

COLORS BVL: Black/Ash Grey/Detox Blue SVK: Chrome Silver/Ash Grey/Elite Lime/Black WSP: White/Chrome Silver/Coral Rose/Ash Grey

INTRO DATE 1/15/13

SIZE 5-11

WIDTH Medium

UPPER Synthetic and mesh: Flex-Foil and Direct-Fuse upper layers provide skeletal support while keeping the shoe light and feminine feeling.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE Dual Impact midsole engineering provides extra cushioning at key pressure points in heel and forefront. Medial post provides additional support ander the arch.

OUTSOLE Footprint design follows the biomechanics of the foot while still offering traction, support and cushioning.

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Low-Impact Studio



DOWNBEAT P.R.S. I.H.G. D-F

PROFILE A fashionably functional dance studio shoe fuses gym and street. Low profile cushioning and light-weight performance are combined with an adjustable midfoot strap and additional ankle support. Light on her feet with every dance step.

STYLE K1823W

COLORS SVU: Chrome Silver/Met. Steel Grey/Impulse Purple/White (NEW)

BVF: Black/Metallic Steel Grey/Teal Night SPO: Metallic Platinum/Zuma Pink/Shock Orange/Vapor Grey

INTRO DATE C/O

SIZE 5-11

WIDTH Medium

UPPER Synthetic and mesh: Direct-Fuse and stitched layering with velcro strap for precise fit.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE Compression foam and I.H.G. provide low profile cushioning and heel stability.

OUTSOLE Diamond grip rubber with pivot-plus design offers the perfect amount of traction on smooth studio surfaces.

0044/8000



BVF

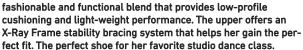
DLY











EXERTION (RR.S. LH.G. D.F.

STYLE K1838W

COLORS SIV: Chrome Silver/Purple Daze/Ash Grey (NEW) SIV.W: Chrome Silver/Purple Daze/Ash Grey (NEW) BPS: Black/Zuma Pink/Chrome Silver BPS.W: Black/Zuma Pink/Chrome Silver DLY: Goddess Blue/Tile Blue/Neon Yellow SXP: Chrome Silver/Black/Coral Rose

PROFILE This top selling low impact studio dance shoe is a

SIZE 5-11 (Medium), 6-11 (Wide)

WIDTH Medium. Wide

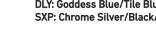
UPPER Synthetic and mesh: Direct-Fuse and stitched layering. X-Ray Frame keeps the foot laterally supported while still looking feminine.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE Compression foam and I.H.G. clip provide low profile cushioning and heel stability.

OUTSOLE Diamond rubber with pivot-plus design offers the perfect amount of traction on smooth studio surfaces.





INTRO DATE C/O

14 | 2013 SPRING CATALOG





PROFILE This evolution of the classic studio shoe combines an ultra low profile outsole with overlasted upper to bring the midsole cushioning closer to her foot. The sleek fitting upper and smooth outsole enhances all of her transitional studio dance moves.

STYLE K1847W

COLORS BP: Black/Athena Pink SL: Chrome Silver/Nirvana Blue

INTRO DATE 1/15/13

SIZE 5-11

WIDTH Medium

UPPER Synthetic and satin: Direct-Fuse upper vertical bracing for lateral support.

SOCKLINER Injected Molded Footbed.

MIDSOLE Removable compression molded EVA internal midsole.

OUTSOLE Sleek full-foot rubber with pivot point.

0583/7000







PROFILE This evolution of our classic studio shoe combines an ultra low profile outsole with overlasted upper to bring the midsole cushioning closer to her foot. The sleek fitting upper and smooth outsole enhances all of her transitional studio dance moves.

STYLE K1837W

COLORS WS: White/Chrome Silver LV: Met. Lake Blue/Ash Grey **BH: Black/White**

INTRO DATE 1/15/13

SIZE 5-11

WIDTH Medium

UPPER Synthetic: Direct-Fuse upper vertical bracing for lateral support.

SOCKLINER Injected Molded Footbed.

MIDSOLE Removable compression molded EVA foam internal midsole.

OUTSOLE Sleek full-foot rubber with pivot point.



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Core-Train

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CORE-TRAIN | 17





PROFILE This core-trainer offers the perfect amount of cushioning and structure to assist her with all of her traditional training needs. Perfect for cardio equipment. The skeletal upper structure offers an offset bracing system, while providing the feminine lightweight look and feel that she desires.

STYLE K1846W

COLORS LUH: Detox Blue/Impulse Purple/White BVK: Black/Ash Grey/Chrome Silver/Electric Lime SPH: Chrome Silver/Ash Grey/Coral Rose/White/Black KSP: Lime Shock/Cool Mist Grey/Athena Pink/Chrome Silver/Black

INTRO DATE 1/15/13

SIZE 5-11

WIDTH Medium

UPPER Synthetic and mesh: Large open air mesh with X-Ray frame and mono screen allows for excellent airflow while keeping debris out. Engineered medial arch venting system to keep feet cool.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE N-Gage EVA.

OUTSOLE High abrasion Exo-Shell acts as the outer structure around the full length N-Gage layer. A variety of heel and forefoot flex grooves help to promote natural foot movement.

5214/7500

















PROFILE This core-trainer features a forefoot bracing system to help keep the foot centered on the platform during training and cardio workouts. The more minimalistic upper structure provides a lightweight feel, assuring her movements are safe but not restricted.

STYLE KR1826W

COLORS LSP: Met. Detox Blue/Chrome Silver/Coral Rose/White/Ash Grey (NEW)

SXH: Cool Mist/Chrome Silver/Black/White (NEW) BV: Black/Metalic Steel Grey

INTRO DATE C/O

SIZE 5-11

WIDTH Medium

UPPER Synthetic and mesh: Vertical and horizontal overlays provide skeletal bracing, keeping the shoe light yet functional.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE N-Gage EVA.

OUTSOLE High abrasion Exo-Shell acts as the outer structure around the full length N-Gage layer. A variety of heel and forefoot flex grooves help to promote natural foot movement.



AQUA FIT 4 LH.G. P.R.S.

PROFILE Specifically designed hybrid water trainer is engineered with a superior drainage system, quick dry upper and an upper molded support cage to keep her foot supported while in water. The perfect functional shoe for all of her water sport needs.

STYLE K1220W

COLORS SLK: Vapor Grey/Angel Blue/Splash Lime/Chrome Silver BHS: Black/White/Chrome Silver

INTRO DATE C/O

SIZE 5-11

WIDTH Medium

UPPER Synthetic and mesh: Lateral, molded support cage with secure lock toggle system.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE Compression molded EVA foam with drainage ports.

OUTSOLE Solid rubber with webbed forefoot and asymmetrical siped heel grooves for flexibility and traction.

5753/6500







INTENT XT

PROFILE This versatile shoe is designed to meet the needs for a variety of basic fitness activities. For the woman seeking additional cushioning and extra support along with a quality fit and comfort.

STYLE K1842W

COLORS WSL: White/Chrome Silver/Clear Blue/Ash Grey (NEW) WS: White/Chrome Silver/Ash Grey (NEW) SUV: Chrome Silver/Dewberry Purple/Iron Grey

INTRO DATE C/O

SIZE 5-11

WIDTH Medium

UPPER Synthetic, leather, mesh: Direct-Fuse and stitched overlays for extra support.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE Compression molded EVA.

OUTSOLE Features full-foot flex grooves with full rubber coverage for the person who needs extra traction and durability.





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Core-Lite Run







PROFILE This water resistant shoe keeps the foot dry during her outdoor running adventures. Strategically placed overlays provide support and allow flexibility. Tight mesh with Defender-G to keep debris, stains and moisture away from her foot while allowing it to vent heat out of the shoe. Dual density foam midsole and rubber outsole work together to create a running experience she will love.

STYLE K21087W

COLORS MVS: Blue Ribbon/Met. Ash Grey/Cool Mist/Elite Lime NSU: Matte Silver/Cool Mist/Damask/Black VNO: Metallic Ash Grey/Matte Silver/Electric Coral/Black (NEW)

INTRO DATE C/O

SIZE 5-11

WEIGHT 6.7 oz.

WIDTH Medium

UPPER Synthetic and mesh: Defender-G repellent application will keep feet dry during non sunny days. Supportive upper engineering.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE N-Gage High Rebound Foam.

OUTSOLE High abrasion, Exo-Shell creates an outer shell around a full-length N-Gage EVA pad. Forefoot flex grooves aid in natural foot motion. Durable rubber outsole adds durability to high impact and wear areas.

5214/7500









NOTEJ:

PROFILE This light weight running model features cubic-lite midsole engineering. The upper is an intricate Flow-Mold design which sits externally on mesh to provide full support coverage, while eliminating pressure points and hot spots. 7mm heel-to-toe variance.

STYLE K21067W

COLORS SUO: Chrome Silver/Cool Mist/Bougainvillea/Electric Coral (NEW) UIH: Deep Lavender/Lilac Shadow/White SPK: Chrome Silver/Sunset Orange/Splash Lime SML: Chrome Silver/Met. Twilight Blue/Detox Blue

INTRO DATE C/O

SIZE 5-11

WEIGHT 7.6 oz.

WIDTH Medium

UPPER Synthetic and mesh: Flow-Mold engineering provides full foot support vertically and horizontally.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE Exo-Shell EVA.

OUTSOLE Midsole and outsole combine to create a lightweight, supportive and flexible running platform. Responsive and durable foam with staggered flex-grooves provide enhanced flexibility. Outsole rubber adds durability to key wear areas.

5214/7500



PROFILE A versatile, lightweight neutral shoe for the entry level runner. Progressive yet simple upper design provides moderate support with a casual twist.

STYLE K21089W

COLORS SLV: Ash Grey/Chrome Silver/Young Turq/Black SHP: Chrome Silver/White/Met. Ash Grey/Atomic Pink BVU: Black/Met. Iron Grey/Cosmic Purple/Sugar Plum

INTRO DATE 1/15/13

SIZE 5-11

WEIGHT 7.0 oz.

WIDTH Medium

UPPER Leather and mesh: Traditional stitched layers.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE Exo-Shell EVA.

OUTSOLE Torsional Twist design creates optimal cushioning and flexibility. Strategic rubber outsole placement keeps shoe light while offering increased durability and traction.



















PROFILE An ultra lightweight running shoe that promotes mid-foot strike based on a lower heel-to-toe drop. Designed for entry level runners looking for a shoe that helps promote a more natural running style. The upper provides minimal support to enhance the feel of running barefoot.

STYLE KR21059W

COLORS OSL: Electric Coral/Chrome Silver/Detox Blue/White/Ash Grey (NEW) KSU: Wild Lime/Chrome Silver/Sugar Plum/White (NEW) SHV: Chrome Silver/White/Ash Grey/Black (NEW) SLP: White/Pink Lollipop/Chrome Silver DYH: True Navy/Neon Yellow/Winter Blue/White

INTRO DATE C/O

SIZE 5-11

WEIGHT 7.0 oz.

WIDTH Medium

UPPER Synthetic and mesh: Flex-Foil fusion application for the lightest upper engineering. Open air mesh allows for maximum breathability.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE 3D Injected EVA Foam.

OUTSOLE Midsole and outsole combine to create a lightweight, supportive and flexible running platform. Responsive and durable foam with staggered flex-grooves provide enhanced flexibility. Outsole rubber adds durability to key wear areas.

5753/6500













NOTEJ:

PROFILE Sleek and well cushioned entry level running model features a minimalistic Direct-Fuse upper bracing while providing cushioning and flexibility.

STYLE K21084W

COLORS SHO: Chrome Silver/White/Electric Coral/Blazing Yellow/ Iron Grey (NEW)

SMP: Chrome Silver/Malibu Blue/Athena Pink/White/Black (NEW) SXP: Chrome Silver/Black/Neon Pink

INTRO DATE C/O

SIZE 5-11

WEIGHT 8.0 oz.

WIDTH Medium

UPPER Synthetic and mesh: Direct-Fuse upper support bracing. Extra padded collar.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE Lightweight molded EVA with full length guidance plate.

OUTSOLE Two-piece skeletal rubber offer flexibility and traction on any surface.

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NOTEJ:







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Walking





PROFILE Running inspired design for the serious, fast paced, athletic walker. This sleek design is lightweight, offers high breathability, is well cushioned and flexible. This combination creates the ultimate walking experience.

STYLE K24145W

COLORS WSX: White/Chrome Silver/Black/Steel Grey SU: Chrome Silver/Met. Bright Violet/Steel Grey

INTRO DATE C/O

SIZE 5-11

WIDTH Medium

UPPER Breathable mesh with Direct-Fuse overlays.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE Compression foam with contoured heel cushioning and I.H.G. shank.

OUTSOLE S-shaped rubber placement is engineered to provide reinforcement where fitness walkers need it most.

5214/7500









PROFILE One of the top five walking shoes based on Sports Scan selling reports. This classic Ryka design meets the needs of female walking consumers. Midsole and outsole design is suitable for treadmill, indoor and outdoor fitness walking.

STYLE K24109W

COLORS SHL: Chrome Silver/White/Metallic Lake Blue/Submarine WSX: White/Chrome Silver/Black ETK: Metallic Java Brown/Metallic Basil Green/Snowline Ecru

INTRO DATE C/O

SIZE 5-11

WIDTH Medium

UPPER Breathable mesh with synthetic and leather overlays.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE Compression foam with N-Gage high rebound foam in heel and I.H.G. shank.

OUTSOLE Full rubber coverage with great traction, durability and flexibility.









PROFILE Walk the walk! Sticking to her fitness goals is easy with these comfy lace-up sneakers. Engineered to give her the performance she needs without weighing her down, these shoes keep her light on her feet with a low-profile design and breathable open air mesh - so she can stay focused on the task at hand, not on her feet.

STYLE K24142W

COLORS TJM: Stone Taupe/Shiitake Brown/Nordic Blue/Concrete (NEW) TJM.W: Stone Taupe/Shiitake Brown/Nordic Blue/Concrete (NEW) SHM: Chrome Silver/White/Met. Twilight Blue/Met. Ash Grey (NEW) SHM.W: Chrome Silver/White/Met. Twilight Blue/Met. Ash Grey (NEW) SU: Chrome Silver/Bougainvillea/Steel Grey LSV: Met. Lake Blue/Chrome Silver/Steel Grey/White WSP: White/Chrome Silver/Meadow Mauve/Steel Grey

WSP:Witte/Chrome Silver/Meadow Mauve/Steel Grey

INTRO DATE C/O

SIZE 5-11 (Medium), 6-11 (Wide)

WIDTH Medium, Wide

UPPER Breathable mesh with synthetic and leather overlays.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE Compression molded EVA.

OUTSOLE Full rubber coverage with great traction, durability and flexibility.

0033/6000















PROFILE Support every step of the way. Amp up her walk with these leather and mesh shoes with Ryka Rocker technology. Lightweight and comfortable, they feature a specially made outsole. As her heel strikes the ground, rocker technology supports her arch, helping to propel her foot through its natural gait.

STYLE K24111W

COLORS WLD: White/Metallic Lake Blue/Metallic Midnight Navy WSQ: White/Chrome Silver/Angel Pink

INTRO DATE C/O

SIZE 5-11

WIDTH Medium

UPPER Breathable mesh with synthetic and leather overlays.

SOCKLINER Precise-Return[™] Footbed.

MIDSOLE Compression molded EVA with Ryka Rocker midfoot engineering to aid in walking efficiencies.

OUTSOLE Full rubber heel coverage for durability with multiple rubber placement in forefoot to enhance flexibility.





Notes

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Terms and Conditions

Orders: All orders are subject to acceptance by ASG, and such acceptance is conditional upon the Purcharer's acceptance of terms and conditions printed on order forms, catalogs, and invoices. Purcharers taking delivery of any merchandise or payment of any invoice shall be conclusive evidence of Purcharer's acceptance of such terms and conditions.

Prices: Prices are subject to change without notice. All merchandise (original orders and backorders) will be billed at prevailing prices at the time of shipment. No ASG employee, ASG sales Representative, or any other party is authorized to alter the pricing or other terms and conditions of the sale of ASG merchandise.

Payment Terms: Payment terms are Net 30 days from invoice date, unless specifically noted otherwise. A service charge of 1.5% per month (18% annually) will be charged on all past due accounts: Any Purchaser who has an overdue balance will not be eligible for discounts. All accounts part 60 days from invoice date will not be eligible for discounts. All accounts further shipments until account is current. The Purchaser will pay such costs, expenses and reasonable attorney fees that ASG may incur due to collection of past due amounts.

Delivery: All A/G merchandize (including backorders) will be sold F.O.B. shipping point. Unless otherwise directed by Purcharer, we will use our discretion in the selection of carriers. All shipments are shipped "Freight Collect." Title to the products and all risk of loss or damage with respect thereto shall pass to and be borne by the Purcharer upon delivery to the carrier. In no event shall we assume liability, consequential, or otherwise, as a result of our failure to deliver merchandise in accordance with indicated delivery schedules. We reserve the right to make deliveries in installments. Partial delivery of an order does not obligate us to make further deliveries.

Liability: We assume no liability except as previously provided in these Terms and Conditions. We will not be liable for any loss of profit, interruption of business, or any other special, consequential or incidental damages suffered or sustained by the purchaser, whether arising in contract, in tort, under warranty, or otherwise. In addition, any merchandise presented in our catalogs is sold under the condition that we cannot guarantee the user freedom from injury. The user assumes all risks related to the use of the merchandise and no employee or ASG sales representative can waive or change this condition.

Cancellation: Orders may be canceled by the Purchaser only upon written notification to our Customer Service Department at least 30 days prior to ship date. Any customer refusing orders (delivered to their door) prior to cancellation date will be responsible for all freight and a 15% restock charge.

General: We may immediately terminate the Purcharer's ability, to purchare merchandize on credit or otherwize, at any time at our sole discretion. Prices and other terms and conditions are subject to change by us without prior notice. We reserve the right to discontinue product lines and to make changes in products at any time. No supplement, modification or amendment of these terms and conditions will be binding upon us unless made in writing and signed by a duly authorized representative of our company. The terms and conditions herein being final, complete and an exclusive statement of the contract of sale. Purcharer's rights under this contract may not be assigned or sold by purcharer without prior written consent. These terms and conditions shall be construed and enforced in accordance with the laws of the State of California. **Refured Thipmentr**: Refured shipments will be charged a 15% re-stock fee. Accounts with two, consecutive "refured" shipments will be put on "Thipping Hold." Upon thorough review of the account by the credit department, the Purchaser may regain shipping status. All transportation costs are the responsibility of the customer and will be considered as a past due invoice.

Shortage Claims/Proofs of Delivery: ASG will not be responsible for merchandise lost or damaged in transit. Purchaser will be responsible for inspecting shipments upon delivery for total carton count and condition. Any shortages or evidence of damage to merchandise must be noted on the carrier's delivery receipt and reported to the carrier's local office. All shortages must be reported within 10 days of receipt in writing to our Customer Service Department. Purchaser will be required to furnish our Customer Service Department with an invoice or shipping order number and an itemization of all shortages/overages by product code, size and quantity. Requests for POD's (Proof of Delivery) must be received in ASG's office within 15 days of invoice date.

Returns: All requests for returns must be in writing to our Customer Jervice Department. All merchandise returns are subject to acceptance by our Customer Jervice Department. No return will be authorized after one year from date of purchase. Upon approval by our Customer Jervice Department, special return authorization labels, that must be affixed to the carton, will be issued to the Purchaser. Merchandise returned without our special return authorization labels will be refused and returned unopened. Credit will not be issued for any merchandise determined to have been damaged by improper use or care of, or for which no defect can be found. Display merchandise will not be credited. Return freight must be paid by Purchaser. Merchandise returned collect will not be accepted. A 15% re-stocking charge will be levied unless the return is due to our error and reported within 10 days of receipt. Additional charges will be assessed if reboxing, unlacing, and/or removal of customer tags or stickers are necessary.

Non-Jufficient Funds (NJF): NJF checks will automatically put an account on "Jhipping Hold." Checks will be resubmitted after a first return and a \$25.00 fee charged to the Purchaser's account. If a check is returned a second time, another \$25.00 fee will be assessed and the account will be immediately referred to a corporate attorney. Upon resolution of NJF check and related fees, account will be referred to the Credit Department for review and possible revision of Credit terms.

Transchipment/Diversion of Merchandize: In order to enhance the Ryka image and goodwill that has been created by the Ryka name, we will only sell selected retail outlets on the express condition that such outlets may not resell to any person or entity who is not the final user of the Ryka merchandize. Accordingly, the resale, transshipment or other diversion of Ryka merchandize to any person or entity who is not the final user is prohibited and may constitute a breach of the contract of sale, for which we may seek appropriate legal remedies, including money damages and injunctive relief. We reserve the right to cancel all previously accepted orders of any Purcharer who we believe engages in such activity and to demand the return at Purcharer's expense, of all diverted merchandize and any other merchandize previously shipped to the Purcharer.

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