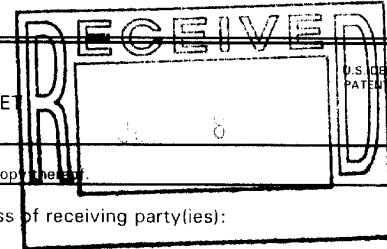


07-14-1998



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U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

MED 7.8.98

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of conveying party(ies):
Flag Sportswear, Inc.

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State CALIFORNIA
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Nelson Clark, 1120 Mark Avenue, Carpinteria, CA 93013

 Individual(s) citizenship United States
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: July 2, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
If this document is being filed together with a new application, the execution date of the application is: _____
A. Trademark Application No.(s) _____ B. Trademark No.(s) 2,120,269

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Neil F. Martin, Esq.
BROWN, MARTIN, HALLER & McCLAIN
1660 Union Street
San Diego, California 92101-2926

6. Total number of application and trademarks involved: One

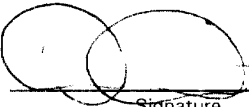
7. Total fee (37 CFR 3.41): \$ 40
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
02-4070
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Neil F. Martin
Name of Person Signing



Signature

July 7, 1998
Date

Total number of pages comprising cover sheet: 2

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

07/18/1998 SMITH 00000021 2120269
01 FC:481 40.00 CP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding the burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

ASSIGNMENT

WHEREAS, **Flag Sportswear, Inc.**, a California corporation, having a principal place of business at 10280 Camino Santa Fe, San Diego, California 92121, has adopted, used and is using the following mark which is registered in the U.S. Patent and Trademark Office:

"Waterman" Registration No. 2,120,269 Issued December 9, 1997

WHEREAS, **Nelson Clark**, an individual, citizen of the United States, having a principal place of business at 1120 Mark Avenue, Carpinteria, California 93013, is desirous of acquiring said trademark and the registration thereof.

NOW, THEREFORE, in consideration of and in exchange for the sum of One (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, **Flag Sportswear, Inc.**, hereby assigns, transfers and sets over unto **Nelson Clark**, all right, title and interest in and to said mark, together with the goodwill of the business in connection with which the mark is used.

Signed at 10280 CAMINO SANTA FE S.D. CA 92121, this 2ND day of JULY, 1998.

By: [Signature]
Title: President

State of California)
County of SAN DIEGO) ss.

On JULY 2, 1998 before me, the undersigned Notary Public in and for said County and State, personally appeared JAMES JENKS

personally known to me

OR

_____ 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 he/she/they executed the same in his/her/their authorized capacity(ies) and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

[Signature]
(Signature of Notary)



[ASNMFLOG98.F23]

RECORDED: 07/08/1998

TRADEMARK
REEL: 1752 FRAME: 0957