

08-21-1998

TRADEMARKS ONLY
To the Honorable
Please record



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TRADEMARKS ONLY
demarks
ereof

<p>1. Name of Party(ies) conveying an interest: FLY INDUSTRIES, L.L.C. Entity: <u>8-17-98</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> General Partnership <input type="checkbox"/> Corporation-State of <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Other: <u>California Limited Liability Company</u> <hr/> <p>3. Interest Conveyed: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Merger <input type="checkbox"/> Other _____ <hr/> <p>Date of execution: <u>July 22, 1998</u> <hr/></p> </p></p>	<p>2. Name and Address of Party(ies) receiving an interest: Name: <u>Plan 8 Apparel, L.L.C.</u> Address: <u>12424 Wilshire Boulevard, Suite 1200</u> City: <u>Los Angeles</u> State: <u>CA</u> Zip: <u>90025</u> <input type="checkbox"/> Individual <input type="checkbox"/> General Partnership <input type="checkbox"/> Corporation-California <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Other <u>California Limited Liability Company</u> <input type="checkbox"/> Citizenship _____ If not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s). Additional Sheet Attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>2,113,733</u></p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Larry C. Russ, Esq. RUSS, AUGUST & KABAT 12424 Wilshire Boulevard, Suite 1200 Los Angeles, California 90025</p>	<p>6. Number of applications and registrations involved: <u>1</u> 7. Amount of fee enclosed or authorized to be charged: <u>\$40.00</u> 8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):</p>
<p style="text-align: center;">DO NOT USE THIS SPACE</p>	

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9. Date execution of attached document July 22, 1998

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on:

[Signature]
Signature

August 12, 1998
Date
Larry C. Russ
Name of Person Signing

ASSIGNMENT

For good and valuable consideration, receipt of which is hereby acknowledged, FLY INDUSTRIES LLC, a California LLC, 1560 Superior Avenue, Building B, Costa Mesa, California 92627, hereby assigns to PLAN 8 APPAREL, LLC, a California LLC, 12424 Wilshire Boulevard, Suite 1200, Los Angeles, California 90025, subject to the exclusions noted herein, all right title and interest, it may have in and to the trademark FLY GIRLS and any and all goodwill of the business associated with the mark and:

U.S. Trademark Registration 2,113,733, Registered November 18, 1997 for FLY GIRLS for CLOTHING, NAMELY T-SHIRTS AND HATS.

Excepted from this assignment are any rights in connection with the mark FLY GIRLS as used in connection with SUNGLASSES, AND CASES AND POUCHES USED FOR STORAGE AND PROTECTION OF SUCH SUNGLASSES, and any applications and registrations therefor, and any portions of registrations pertaining thereto.

This assignment is being made in connection with the execution of a more formal agreement more fully setting forth the rights and obligations of the parties.

FLY INDUSTRIES LLC

BY:

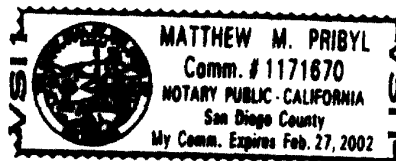
[Signature]
JACK MARTINEZ, General Manager

ACKNOWLEDGMENT

STATE OF CALIFORNIA)
)ss.
COUNTY OF SAN DIEGO)

On this 22nd day of July, 1998, before me personally came the above-named JACK MARTINEZ, of Costa Mesa, California, known to me (or proved to me on the basis of satisfactory evidence) to be the officer of FLY INDUSTRIES, LLC who executed the foregoing instrument on behalf of FLY INDUSTRIES, LLC and acknowledged to me that he executed the same in the foregoing capacity.

[Signature]
Notary Public in And For
Said State and County



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