



## ASSIGNMENT

WHEREAS, DIAMOND HEAD LTD., a corporation organized and existing under the laws of the State of Delaware with offices located at 354 South Emerson Street, Denver, Colorado 80209 (hereinafter "Assignor"), was the owner of all right, title and interest in and to the below listed Trademarks, particulars of which are as follows:

<u>Trademark</u>	<u>U.S. Registration No. / U.S. Serial No.</u>
DV8 BY DIAMONDHEAD LTD. and Design	1,743,232
DV8	75-338,914

(hereinafter referred to as the "Trademarks");

WHEREAS, CANDIE'S, INC., a Delaware corporation with offices located at 2975 Westchester Avenue, Purchase, New York 10577 (hereinafter "Assignee"), was desirous of acquiring the aforesaid Trademarks, together with the goodwill of the business symbolized by the Trademarks;

WHEREAS, by agreement, Assignee received the entire right, title, and interest in and to the aforesaid Trademarks, together with the goodwill of the business symbolized thereby; and

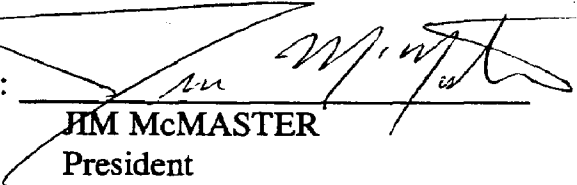
WHEREAS, the parties hereto are desirous of executing a document for purposes of recordation at the United States Patent and Trademark Office recording title in and to the aforesaid Trademarks in the name of Assignee.

NOW, THEREFORE, effective as of November 3, 1998 for and in consideration of and in exchange for Ten (\$10.00) Dollars and other good and valuable consideration to it paid, the receipt and sufficiency of which are hereby acknowledged, said DIAMOND HEAD LTD. hereby acknowledges and confirms its prior said transfer, and does hereby sell, assign, and transfer unto said

Assignee all rights, title and interest in and to said Trademarks, including any and all applications and registrations thereof and Certificates of Registration duly and legally issued therefor, and any and all renewals thereof for the Trademarks, together with the goodwill of the business symbolized thereby, and further including, without limitation, all claims for damages by reason of past infringement and the right to sue for and the right to collect the same for its own use and behoof, and for the use and behoof of its successors, assigns, or legal representatives and the right to defend the Trademarks and the registrations thereof.

**DIAMOND HEAD LTD.**  
*(Delaware Corporation)*

By: \_\_\_\_\_

  
**JM McMASTER**  
President

Date: \_\_\_\_\_

11/9/98