

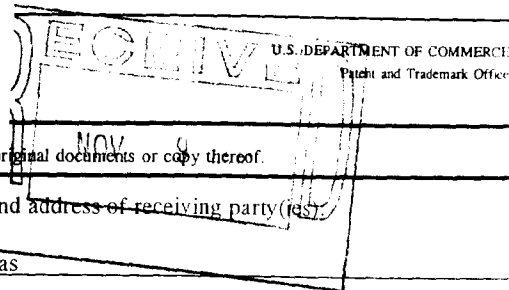
11-20-1998

Form PTO-1594
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

88-69-11
MED

1. Name of conveying party(ies):

Braxton Jeans, Inc.
1702 Metrocrest Drive
Carrollton, Texas 75006

- Individual(s)
- General Partnership
- Corporation-State
- XXX Other Corporation -- Texas
- Association
- Limited Partnership

Additional name(s) of conveying parties attached? Yes XX No

3. Nature of conveyance:

- XXX Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 21, 1998

2. Name and address of receiving party(ies):

Name: Chuck Yoas

Internal Address: _____

Street Address: 1702 Metrocrest Drive

City: Carrollton State: Texas ZIP: 75006

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

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/081,789 -- **URBAN JEANSWEAR**
75/435,037 -- **...URBAN CITY SIGNS... AND DESIGN**

B. Trademark registration No.(s)

Additional numbers attached? Yes XX No

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

Name: David A. Einhorn, Esq.

Internal Address: Anderson Kill & Olick, P.C.

11/23/1998 JSINBAZZ 00000010 011944 75081789

01 FC:481 40.00 CH
02 FC:482 25.00 CH

Street Address: 1251 Avenue of the Americas

City: New York State: NY ZIP: 10020

6. Total number of applications and registrations involved

2

7. Total fee (37 CFR 3.41):.....\$ 65.00

- Enclosed
- XX Authorized to be charged to deposit account

8. Deposit account number:

01-1944

(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.

David A. Einhorn, Esq.

Name of Person Signing

Signature

11/20/98

Date

ASSIGNMENT OF TRADEMARKS

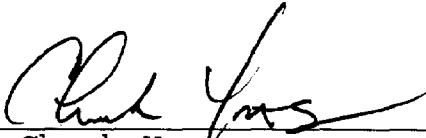
WHEREAS, BRAXTON JEANS, INC. ("BJI"), a Texas corporation having a principal place of business at 1702 Metrocrest Drive, Carrollton, Texas 75006, has adopted the marks **URBAN JEANSWEAR**, an application in the United States Patent and Trademark Office, Ser. No. 75/081,789; **URBAN JEANSWEAR**, registered in Texas, Reg. No. 57675, on the issue date of April 3, 1998; **URBAN JEANSWEAR**, registered in New York, Reg. No. R-28886, on the issue date of April 2, 1998; and **...URBAN CITY SIGNS... AND DESIGN**, an application in the United States Patent and Trademark Office, Ser. No. 75/435,037 (referred to collectively herein as the "**TRADEMARKS**");

WHEREAS, CHUCK YOAS ("MR. YOAS"), an individual with an address at 1702 Metrocrest Drive, Carrollton, Texas 75006, is desirous of acquiring all rights which BJI has to the **TRADEMARKS**;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, BJI does hereby assign unto MR. YOAS all rights, title, and interest in and to the **TRADEMARKS**, namely **URBAN JEANSWEAR**, Ser. No. 75/081,789; **URBAN JEANSWEAR**, Texas Reg. No. 57675, **URBAN JEANSWEAR**, New York Reg. No. R-28886; and **...URBAN CITY SIGNS... AND DESIGN**, Ser. No. 75/435,037, together with any common law rights that BJI may have in and to said **TRADEMARKS** and together with that part of the good will of the business connected with the use of and symbolized by the **TRADEMARKS**.

BRAXTON JEANS, INC.

Date: Oct. 21, 1998

By: 

Chuck Yoas
President