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Tab settings

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

Joe Boxer Corporation

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: February 8, 1999

2. Name and address of receiving party(ies)

Name: Boxer Holdings, Inc.

Internal Address:

Street Address: 1265 Folsom Street

San Francisco

City: Francisco State: CA ZIP: 94103

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- 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 No

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

A. Trademark Application No.(s)

[See attached Schedule]

B. Trademark Registration No.(s)

[See attached Schedule]

Additional numbers attached? Yes No

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

Name: Mary Kathryn Lee

Internal Address: Steinhart & Falconer LLP

Street Address: Suite 3200
333 Market Street

San Francisco State: CA ZIP: 94105
City: Francisco State: CA ZIP: -2150

6. Total number of applications and registrations involved: 28

7. Total fee (37 CFR 3.41).....\$ 715.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-4215

(Attach duplicate copy of this page if paying by deposit account)

02/17/1999 DCURTIS 00000085 194215 1777238

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 675.00 CH

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.

Mary Kathryn Lee
Name of Person Signing

Mary Kathryn Lee
Signature

February 11, 1999
Date

Total number of pages including cover sheet, attachments, and document: 4

SCHEDULE

<u>Trademarks/Service Marks</u>	<u>Reg./Appl. No.</u>
ALMOST BASIC	1,777,238
THE BRAND IS THE AMUSEMENT PARK, THE PRODUCT IS THE SOUVENIR	Serial No. 75/355,919
CLEAN FRESH UNDERWEAR	Serial No. 75/235,062
FAMILY DINER	2,016,193
"Fly Tab Design"	1,973,563
HYSTERICAL FABRICS FOR FABULOUS PEOPLE	1,703,362
JOE BOXER (Int. Cl. 14)	1,984,619
JOE BOXER (Int. Cl. 18)	2,151,915
JOE BOXER (Int. Cl. 24)	1,801,580
JOE BOXER (Int. Cl. 25)	1,399,568
JOE BOXER (Int. Cl. 42)	2,060,335
"JOE BOXER And Design"	1,585,824
JOE BOXER BOY	1,839,984
JOE BOXER GIRLFRIEND (Int. Cl. 14)	2,170,389
JOE BOXER GIRLFRIEND (Int. Cl. 25)	1,798,747

Trademarks/Service Marks**Reg./Appln. No.**

JOE BOXER HOME!	1,814,295
JUST GO TO SLEEP!	1,705,098
"Licky Logo" (Int. Cl. 14)	2,028,591
"Licky Logo" (Int. Cl. 25)	2,041,783
MADE IN THE U.S., EH?	1,765,944
S6X	Serial No. 75/251,009
SLEEPYGIRL	1,848,226
"Smiley Logo And JOE BOXER"	2,038,467
UN	1,988,147
UNDER(EXPOSED)	1,929,053
VERBAL LINGERIE	1,775,928
WILD ELEPHANT	1,786,183
WITH UNDERWEAR LIKE THIS WHO NEED PANTS	1,896,686

TRADEMARK ASSIGNMENT

JOE BOXER CORPORATION (hereinafter called "Assignor") in consideration of the good and valuable consideration paid to it by BOXER HOLDINGS, INC.(hereinafter called "Assignee"), having a principal office and place of business at 1265 Folsom Street, San Francisco, California 94103, U.S.A., the receipt of which is hereby acknowledged, has agreed to assign and does hereby assign to Assignee all its rights, title and interest, including all goodwill, in and to the United States trademarks and service marks, and Registrations and pending applications therefor, shown in the attached Schedule.

This Assignment is effective as of August 17, 1998.

ASSIGNOR

JOE BOXER CORPORATION

By

S.P. Langmaid

Name

Stephen P. Langmaid

Title

CFO

Date

Feb. 8, 1999