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To the Honorable Commissioner of Patents and Trademarks, U.S. Department of Commerce, attached original documents or copy thereof.

1. Name of conveying party(ies):

Frederic H. Brooks

- 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: June 26, 1997

2. Name and address of receiving party(ies)

Name: Zubaz, LLC

Internal Address:

Street Address: 37 MacArthur Drive

City: Old Greenwich State: CT ZIP:

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Limited Liability Corporation of Delaware

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)

B. Trademark Registration No.(s)

1,699,188

Additional numbers attached? Yes No

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

Name: Michele P. Schwartz

Internal Address:

Street Address: Stroock & Stroock & Lavan LLP
180 Maiden Lane

City: New York State: NY ZIP: 10038

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

19-4709

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

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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.

Michele P. Schwartz

Name of Person Signing

Signature

March 19, 1999

Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

ASSIGNMENT OF TRADEMARKS
BETWEEN FREDERIC H. BROOKS AS ASSIGNOR,
AND ZUBAZ, LLC, AS ASSIGNEE

WHEREAS, Frederic H. Brooks, is a resident of the State of Connecticut residing at 189 Shore Road, Old Greenwich, Connecticut ("Assignor"); and;

WHEREAS, ZUBAZ, LLC, is a Delaware Limited Liability Corporation residing at 37 MacArthur Drive, Old Greenwich, Connecticut ("Assignee"); and,

WHEREAS, pursuant to a Security Agreement and a Collateral Assignment executed and delivered by 20/20 Sport, Inc., a New York Corporation having its principal place of business at 350 Fifth Avenue, New York, New York (the "Debtor") to the Assignor on February 1, 1997, granting and conveying to the Assignor all of the Debtor's right, title and interest in and to certain property and collateral described in Exhibit "A" annexed hereto (the "Trademarks"); and,

WHEREAS, pursuant to said Security Agreement and Assignment, and Section 9-504 of the Uniform Commercial Code as adopted and applied under and in accordance with the laws of the State of New York, the Assignor was entitled to sell the Trademarks at Public Auction to the highest bidder; and,

WHEREAS, a public auction was held on June 26, 1997 for the purpose of selling the Trademarks (the "Auction Sale"); and,

WHEREAS, the Assignee was the highest bidder at the Auction Sale (the "Purchase Price"); and

WHEREAS, the Assignor having accepted and received the Purchase Price of the Trademarks from the Assignee.

NOW THEREFORE, for good and valuable consideration, the sufficiency of which is hereby acknowledged,

1. Assignor hereby transfers, conveys, delivers and assigns to Assignee, it heirs, executors, administrators, successors and assigns, all of the Debtor's right title and interest in and to the Trademarks, and to have and to hold the same for its own, forever.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed as of the 26th day of June, 1997..

FREDERIC H. BROOKS
189 Shore Road
Old Greenwich, Connecticut 06870



EXHIBIT "A"

Trademark In Words, Letters,
or Numbers in Typed Form

U.S.P.T.O.
Reg./App.##

ZEBEEZ

APP.# 74518309

AGOG

APP.# 74474048

ERACISM

APP.# 74396759

NO US NO THEM

APP.# 74424542

REG.# 1893661

ZUBAZ

APP.# 74180658

ZUBAZ

APP.# 74283698

DARE TO BE DIFFERENT

APP.# 74111442

REG.# 1664195

ZUBAZ

APP.# 74206193

REG.# 1759883

ZUBAZ

APP.# 73821678

REG.# 1591046

ZUBAZ

APP.# 74180726

REG.# 1699188

ZB'Z

APP.# 74518314

BILL OF SALE
FROM FREDERIC H. BROOKS
TO ZUBAZ, LLC

KNOW ALL MEN BY THESE PRESENTS THAT Frederic H. Brooks, as the Secured Party under a Security Agreement dated February 1, 1996 executed and delivered by 20/20 Sport, Inc. (the "Debtor"), in consideration of the sum of \$10,000 paid and delivered by Zubaz, LLC, 37 MacArthur Drive, Old Greenwich, Connecticut (the "Purchaser"), receipt of which is hereby acknowledged, do hereby sell, assign, convey, transfer and deliver to Purchaser all of the Debtor's right, title and interest in and to the following property:

<u>Trademark In Words, Letters, or Numbers in Typed Form</u>	<u>U.S.P.T.O. Reg./App.##</u>
ZEBEEZ	APP.# 74518309
AGOG	APP.# 74474048
ERACISM	APP.# 74396759
NO US NO THEM	APP.# 74424542
	REG.# 1893661
ZUBAZ	APP.# 74180658
ZUBAZ	APP.# 74283698
DARE TO BE DIFFERENT	APP.# 74111442
	REG.# 1664195
ZUBAZ	APP.# 74206193
	REG.# 1759883
ZUBAZ	APP.# 73821678
	REG.# 1591046
ZUBAZ	APP.# 74180726
	REG.# 1699188
ZB'Z	APP.# 74518314

To have and to hold the same unto Purchaser and the heirs, executors, administrators, successors and assigns of said Purchaser, forever.

Dated: June 26, 1997


Frederic H. Brooks, Seller