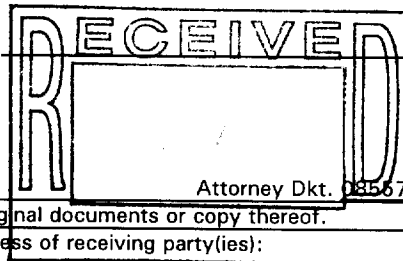


06-28-1999

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101077380



Attorney Dkt. 04567.001

6-24-99
MAD

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying parties:

Periscope Sportswear, L.L.C.

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

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

Name: Periscope Sportswear, Inc.
Street Address: 1407 Broadway, Suite 620
City/Country: New York, New York 10018

3. Nature of Conveyance:

 Assignment Merger

 Security Agreement Change of Name

 Other _____

Execution Date: _____

Name:
Street Address:
City/Country:

Name:
Street Address:
City/Country:

Additional name(s) & address(es) attached?
 Yes No

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s) _____
filed _____

B. Registration No.(s)
2,127,046 and 2,089,412

Additional numbers attached? Yes No

00/000245

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

Gerard M. Wissing
Thelen Reid & Priest LLP
40 West 57th Street
New York, New York 10019

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 80.00
 Enclosed
 Authorized to be charged to Deposit Account

8. Deposit account number:

18-0805

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.

Gerard M. Wissing
Name of Person Signing

Signature

June 21, 1999
Date

Total Number of pages including cover sheet: 3

OMB No. 0651-0027

Do not detach this portion

06/25/1999 WTR11
01 FC:481
02 FC:482
03 FC:998

Mail document with required cover sheet information to:

40.00 OP
25.00 OP
15.00 OP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project. (0651-0027). Washington, D.C. 20503

ASSIGNMENT EFFECTIVE AS OF AUGUST 10, 1998

WHEREAS, Periscope Sportswear, L.L.C., (Assignor), a Delaware limited liability company, doing business at 1407 Broadway, Suite 601, New York, New York 10018, has adopted, used and is using and is the sole and exclusive owner of the following registered trademarks:


<u>Registration Number</u>	<u>Trademark</u>
2,127,046	Directive Sports plus design
2,089,412	Directive Sports

WHEREAS, Periscope Sportswear, Inc., (Assignee), a Delaware corporation, having its principal office at 1407 Broadway, Suite 620, New York, New York 10018, is desirous of acquiring said registered trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor, has sold, assigned and transferred and by these presents does hereby sell, assign and transfer unto the said Assignee, all right, title and interest in and to the said registered trademarks, above identified, together with the goodwill of the business symbolized by said trademarks, the same to held and enjoyed by Assignee for its own use and enjoyment and for the use and enjoyment of its successors, assigns, or other legal representatives to the end of the terms for which said registered trademarks are registered or re-registered, as fully and entirely as the same would have been held and enjoyed by Assignor, if this sale and assignment had not been made; together with all claims for damages by reason of any past infringement of said trademarks with the right to sue for and collect the same for its own use and benefit and for the use and benefit of its successors, assigns or other legal representative.

IN WITNESS WHEREOF, we have caused this Assignment of said registered trademarks to be executed through the signature of our duly authorized representative.

PERISCOPE SPORTWEAR, L.L.C.


Raymond Kuslansky, Vice-President