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12-28-2000

FORM PTO-1595
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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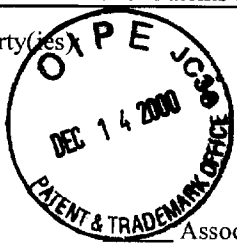
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Pier Garden, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - California
 Other _____

Additional names of conveying parties attached? Yes No



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

Name: Urgent Gear, Inc.

Internal Address: _____

Street Address: 1016 East 14th Place

City: Los Angeles State: CA ZIP: 90021

Individual(s) citizenship _____
 Association _____
 Limited Partnership _____
 Corporation - State California
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 28, 2000

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 registration number(s):

A. Trademark Application No.(s)
75/721353

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

2,176,742 2,153,347
2,208,021 2,144,322

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

Name: Stanley W. Sokoloff

Internal Address:
BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN LLP

Street Address: 12400 Wilshire Boulevard
Seventh Floor

City: Los Angeles State: CA ZIP: 90025

6. Total number of applications/registrations involved: 2

7. Total fee (37 CFR 3.41)\$ 140.00

Enclosed
 Deficiency of fees authorized to be charged to deposit account

8. Deposit account number:
02-2666
 (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 attached copy is a true copy of the original document.

Stanley W. Sokoloff
 Name of Person Signing

[Signature]
 Signature

12/5/00
 Date

Total number of pages comprising cover sheet: 1

75/721353 -40.00 OP
 12/28/2000 GTON11 0000017 75721353
 01 FC:481
 TRADEMARK
 12/28/2000 GTON11 0000055 75721353
 01 FC:481
 02 FC:482

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 12/28/2000 GTON11 0000017 75721353
 01 FC:481 40.00 OP

REEL: 002201 FRAME: 0670

ASSIGNMENT

WHEREAS, PIER GARDEN, INC., a California corporation, having a principal address at 1016 East Fourteenth Place, Los Angeles, California 90021 (hereinafter "Assignor"), is the owner of the U.S. registrations and pending applications as shown in Exhibits A and B hereto (hereinafter the "Marks") and as shown in the records of the U.S. Patent and Trademark Office; and

WHEREAS, URGENT GEAR, INC., a California corporation, having a principal address at 1016 East Fourteenth Place, Los Angeles, California 90021 (hereinafter "Assignee") is desirous of acquiring all rights, title and interest to the Marks; and

WHEREAS, the Assignor is willing to transfer and assign all of its rights, title and interest to the Marks.

NOW THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee all of its rights, title and interests to the Marks, together with the goodwill of the business pertaining thereto and the registration and all common law rights thereto and including, but not limited to, the right to bring actions for past and future infringements of the Marks and the right to solely recover any damages, costs and settlements related to such infringements.

PIER GARDEN, INC.
(Assignor)

Date: 11/28/2000

By: Babak Roofian
Babak Roofian
Vice President

EXHIBIT A
SCHEDULE OF PENDING MARKS FOR THE UNITED STATES
(Sorted by Mark/Class)

Mark	Class	Serial No.	Filing Date
Micros	25	75/721353	6/4/99



EXHIBIT B
SCHEDULE OF REGISTERED MARKS FOR THE UNITED STATES
(Sorted by Mark/Class)

Mark	Class	Registration No.	Registration Date
Dulce Denims	25	2,176,742	7/28/98
Urgent Gear	25	2,153,347	4/28/98
Urgent Gear (& Design) (Banner & Globe)	25	2,208,021	12/8/98
Urgent Gear (& Design) (Crest)	25	2,144,322	3/17/98

