

5/24/01

06-04-2001



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form TPO-1594
(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings ⇌ ⇌ ⇌ ▼

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

1. Name of conveying party(ies):

The Estate of Rose Marie Reid

- 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: May 21, 2001

2. Name and address of receiving party(ies)

Name: Maxine Swim Group, Inc.

Internal Address: _____

Street Address: 2424 East 28th Street

City: Los Angeles State: CA Zip: 90058

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State DELAWARE
- 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 registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

0551238
1088787

Additional number(s) attached Yes No

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

Name: Kelly A. McMahon

Internal Address: Jeffer, Mangels, Butler & Marmaro LLP

Street Address: 2121 Avenue of the Stars

City: Los Angeles State: CA Zip: 90067

6. Total number of applications and registrations involved: 2

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

10-0440

(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.

Kelly A. McMahon
Name of Person Signing

Kelly McMahon
Signature

5/23/01
Date

Total number of pages including cover sheet, attachments, and document: 2

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

TRADEMARK
REEL: 2307 FRAME: 0650

ASSIGNMENT OF TRADEMARK

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Estate of Rose Marie Reid, by and through its personal representative, Carole Reid Burr, whose address is Route 1, P.O. Box 3390, Alta, Wyoming, U.S.A. ("Assignor"), hereby sells, assigns and transfers to MAXINE SWIM GROUP, INC., a Delaware corporation, having its principal office at 2424 East 28th Street, Los Angeles, California, 90058 U.S.A., ("Assignee"), and Assignee hereby accepts from Assignor:

A. All right, title and interest held by Assignor in and to the trademark and/or service mark ROSE MARIE REID including stylizations and design elements associated therewith, and U.S. Registration Nos. 1088787 and 0551238 therefor (hereinafter collectively referred to as the "Trademark") as more particularly set forth in that certain Trademark Purchase Agreement by and between Assignor and Assignee, dated as of the date herewith (the "Purchase Agreement");

B. All words, names, logos, symbols, trade names, corporate names, copyrights, source indicating indicia, trade dress, trademarks, service marks, U.S. and foreign applications to register marks and U.S. and foreign registrations, associated with the Rose Marie Reid name, as set forth in the Purchase Agreement;

C. The goodwill of the business connected with the use of and symbolized by the Trademark, together with all assets that uniquely reflect the goodwill of the business of Assignor, including Assignor's trade names and license rights, as set forth in the Purchase Agreement; and

D. All rights to damages or profits, due or to become due, accrued or to accrue, arising out of past, present, or future infringement of said Trademark or injury to said goodwill, together with the right to sue or recover the same in the Assignor's name.

IN WITNESS WHEREOF, the undersigned, having been duly authorized, have hereunto set their hands as of the 21st day of May, 2001.

MAXINE SWIM GROUP, INC.

THE ESTATE OF ROSE MARIE REID

By: *Vincent E. Rojas*
 Name: VINCENT E. ROJAS
 Title: PRESIDENT / CEO

By: *Carole Reid Burr*
 Carole Reid Burr, Personal
 Representative

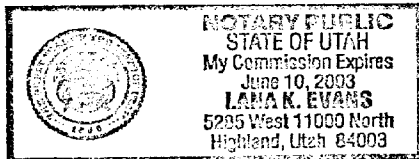
STATE OF UTAH)
)
COUNTY OF UTAH)

On May 11, 2001 before me, Lana K Evans,
personally appeared Carolee Burr

personally known to me proved to me on the basis
of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed the
instrument.

WITNESS my hand and official seal.



Lana K Evans
Signature of Notary

CAPACITY CLAIMED BY SIGNER:

- | | |
|---|---|
| <input type="checkbox"/> Individual(s) | <input type="checkbox"/> Attorney-In-Fact |
| <input type="checkbox"/> Partner(s) | <input type="checkbox"/> Subscribing Witness |
| <input type="checkbox"/> Trustee(s) | <input type="checkbox"/> Guardian/Conservator |
| <input type="checkbox"/> Corporate _____
Title | <input checked="" type="checkbox"/> Other: <u>Personal Representative</u> |

SIGNER IS REPRESENTING:

Name of Person(s) or Entity(ies): Estate of Rose Marie Reid,
Carolee Burr, personal representative