

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

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|-----------------------|---|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Purchase at auction of all assets of ZOOT SPORTS, INC., and its wholly owned subsidiary ZOIC CLOTHING MFG., INC., including but not limited to registered trademarks. |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------------------|----------|----------------|-------------------------|
| Zoot Sports, Inc. | | 02/21/2003 | CORPORATION: DELAWARE |
| Zoic Clothing Manufacturing, Inc. | | 02/21/2003 | CORPORATION: CALIFORNIA |

RECEIVING PARTY DATA

| | |
|-----------------|--|
| Name: | Vito Bialla |
| Trading As: | Trustee of the Bialla & Associates Pension and Profit Sharing Plan |
| Street Address: | 4000 Bridgeway, Suite 201 |
| City: | Sausalito |
| State/Country: | CALIFORNIA |
| Postal Code: | 94565 |
| Entity Type: | INDIVIDUAL: UNITED STATES |

PROPERTY NUMBERS Total: 6

| Property Type | Number |
|----------------------|----------|
| Registration Number: | 2573916 |
| Registration Number: | 2293887 |
| Registration Number: | 2214422 |
| Registration Number: | 2324284 |
| Serial Number: | 78070001 |
| Serial Number: | 76141078 |

CORRESPONDENCE DATA

Fax Number: (510)450-9601

**TRADEMARK
REEL: 2643 FRAME: 0257**

OP \$165.00 78070001

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 510-450-9631
Email: vbs@lsglaw.com
Correspondent Name: Gail I. Nevius – Legal Strategies Group
Address Line 1: 5905 Christie Avenue
Address Line 4: Emeryville, CALIFORNIA 94608

| | |
|-------------------------|-----------------|
| ATTORNEY DOCKET NUMBER: | 3141-000 (ZUIT) |
|-------------------------|-----------------|

| | |
|--------------------|----------------|
| NAME OF SUBMITTER: | Gail I. Nevius |
|--------------------|----------------|

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|--|
| Total Attachments: 5 source=ZOOT-ZOIC TO BIALLA_2.tif source=ZOOT-ZOIC TO BIALLA_3.tif source=ZOOT-ZOIC TO BIALLA_4.tif source=ZOOT-ZOIC TO BIALLA_5.tif source=ZOOT-ZOIC TO BIALLA_1.tif |
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NOTIFICATION OF DISPOSITION OF COLLATERAL

To:

From: Vito Bialla, Trustee of Bialla & Associates, Inc. Pension and Profit
Sharing Plan, Secured Party

Address of secured party: 4000 Bridgeway, Suite 201, Sausalito CA 94965
Telephone (415) 332-7111

Name of Debtor: Zoot Sports Inc.

We will sell the personal property assets of Zoot Sports Inc., including but not limited to all inventory, equipment, and general intangibles, including but not limited to all trademarks (which include HAWAII ZOOT HAWAII, SPORTS ZOOT SPORTS and ZOIC), to the highest qualified bidder in public as follows:


Day and date: February 21, 2003

Time: 11:00 a.m.

Place: Conference room, law offices of Plastiras & Terrizzi, 24 Professional
Center Parkway, Suite 150, San Rafael CA 94903 (415) 472-8100
Extension 207. Contact: C. Randall Bupp, attorney for secured party

You are entitled to an accounting of the unpaid indebtedness secured by the property that we intend to sell. You may request an accounting by calling us at (415) 472-8100 extension 207.

Dated: _____



C. Randall Bupp, Attorney for Secured Party

EXHIBIT

A

TRADEMARK

REEL: 2643 FRAME: 0259

PROOF OF SERVICE

(CCP SECTION 1013a - 2015)

I am over the age of eighteen years and not a party to the within action. I am employed in the City of San Rafael, County of Marin, California and my business address is 24 Professional Center Parkway, Suite 150, San Rafael, California 94903.

On February 11, 2003, I served a true copy of:

NOTIFICATION OF DISPOSITION OF COLLATERAL

on the interested parties in this action by placing a true copy thereof in a sealed envelope addressed as follows :

SEE ATTACHED SERVICE LIST

/XX/ (BY MAIL) I placed each such sealed envelope, with postage thereon fully prepaid, on the date of execution of this declaration, with our office's outgoing mail following ordinary business practices. I am readily familiar with my employer's business practice for collection and processing of correspondence for mailing. Such correspondence is deposited with the United States Postal Service, the same day in the ordinary course of business.

/___/ (BY FEDERAL EXPRESS) I deposited in a box or other facility regularly maintained by Federal Express an express service carrier, or delivered to a courier or driver authorized by said express service carrier to receive the above-designated documents, together with a signed copy of this declaration, in an envelope designated by the said express service carrier, with deliver fees paid or provided for.

/___/ (BY FACSIMILE) I caused the said document(s) to be transmitted by Facsimile to the numbers indicated above.

I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed on February 11, 2003, in the City of San Rafael, California.



Janet Boddington

EXHIBIT B

TRADEMARK

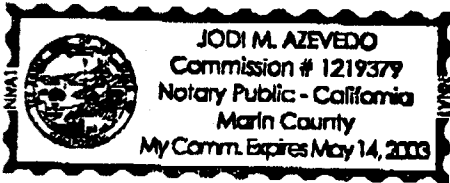
REEL: 2643 FRAME: 0260

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of Marin } ss.

On 2/21/03 before me, Jodi M. Azevedo
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared C. Randall Bupp
Name(s) of Signer(s)

- 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.

Jodi M. Azevedo
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

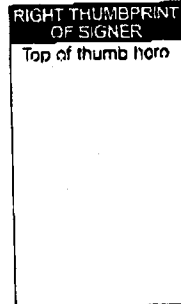
Title or Type of Document: Acknowledgment of Purchase & Auction

Document Date: 2/21/03 Number of Pages: 4

Signer(s) Other Than Named Above: N/A

Capacity(ies) Claimed by Signer

- Signer's Name: _____
- Individual
 - Corporate Officer — Title(s): _____
 - Partner — Limited General
 - Attorney in Fact
 - Trustee
 - Guardian or Conservator
 - Other: _____



Signer Is Representing: _____

THE RECORDER

10 United Nations Plaza, 3rd Floor, San Francisco, CA 94102-4911
LEGAL ADVERTISING (415) 749-5555

PROOF OF PUBLICATION (2010, 2015.5 C.C.P.)

NOTICE OF PUBLIC SALE OF PERSONAL PROPERTY

ZOOT SPORTS INC.

STATE OF CALIFORNIA
COUNTIES OF SAN FRANCISCO
AND SAN MATEO

I am a citizen of the United States and a resident of the County aforesaid. I am over the age of eighteen years, and not a party to or interested in the above matter. I am the principal clerk of the printer and publisher of THE RECORDER, a newspaper of general circulation printed and published daily except Saturdays, Sundays, and legal holidays, in the City and County of San Francisco with circulation in Alameda, Contra Costa, San Mateo and Santa Clara counties, and which newspaper has been adjudged a newspaper of general circulation by the Superior Court of the City and County of San Francisco, State of California under the date December 2, 1907, recorded in Record Book 15, at page 155 thereof, and which newspaper was also adjudged a newspaper of general circulation in San Mateo County on December 5, 2001, that the notice of which the annexed is a printed copy (set in type not smaller than nonpareil), has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit:

FEBRUARY 12, 18, 2003

I declare under penalty of perjury that the foregoing is true and correct.
Executed on **FEBRUARY 18, 2003**
at San Francisco, California


(Signature)

NOTICE OF PUBLIC SALE OF PERSONAL PROPERTY

NOTICE IS HEREBY GIVEN that on February 21, 2003 at 11:00 a.m. at the Law Offices of Plasiras & Terrizzi, 24 Professional Center Parkway, Suite 150, San Rafael, California, Vito Stalla, Trustee of the Stalla & Associates, Inc. Pension and Profits Sharing Plan (hereinafter "Secured Party"), will sell the following property at public auction, which property secures certain indebtedness of Zoot Sports Inc. to Secured Party:

All personal property of ZOOT SPORTS INC., a Delaware corporation, including but not limited to equipment, inventory and general intangibles, which includes trademarks (trademarks to be sold include but are not limited to the following: HAWAII ZDOT HAWAII, SPORTS ZOOT SPORTS and ZONC).

Bidders at said auction must be prepared to pay the full price of their bid, if such bid is accepted as the highest bid, in cash or cashiers check upon acceptance of such bid. The collateral will be sold AS IS, WHERE IS and without any representation or warranty of any kind. The secured party reserves the right to postpone or cancel the sale without notice and reserves the right to purchase the collateral at the sale, including the right to credit bid any amount owed by Zoot Sports Inc. to Secured Party.

Additional information may be obtained by contacting the attorney for secured party, who is C. Randall Bupp, 24 Professional Center Parkway, Suite 150, San Rafael CA 94903 telephone (415) 472-8100 ext. 207.

No. 86432

Feb 12, 18-R

TRADEMARK

REEL: 2643 FRAME: 0262

ACKNOWLEDGMENT OF PURCHASE AT AUCTION

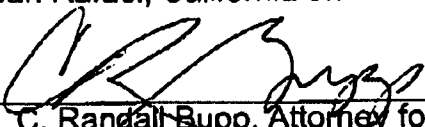
IT IS HEREBY ACKNOWLEDGED that pursuant to Section 9610 of the Commercial Code of California, at a duly noticed and held sale of collateral securing the indebtedness of ZOOT SPORTS INC. to VITO BIALLA, TRUSTEE OF THE BIALLA & ASSOCIATES PENSION AND PROFIT SHARING PLAN, which sale took place on February 21, 2003 at the offices of Plastiras & Terrizzi, the following collateral was sold: all assets of ZOOT SPORTS INC., including but not limited to goods, equipment, inventory, and general intangibles, which general intangibles include but are not limited to registered trademarks (which include "Hawaii Zoot Hawaii", "Sports Zoot Sports" and "Zoic").

The purchaser of said collateral at said sale was VITO BIALLA, TRUSTEE OF THE BIALLA & ASSOCIATES PENSION AND PROFIT SHARING PLAN. There were no other bidders at said sale.

The purchase price paid at said sale for said collateral was \$50,000⁰⁰, paid in the form of a credit against the indebtedness of ZOOT SPORTS INC. to said purchaser.

Said sale was the subject of a Notification of Disposition of Collateral sent ten days or more before said sale, in the form attached hereto as Exhibit A, to all parties entitled thereto, as shown in the proof of service attached hereto as Exhibit B, and the above-named purchaser acquired title to all of the above-described collateral pursuant to the provisions of California Commercial Code Section 9617.

I declare under penalty of perjury that the foregoing is true and correct and that this acknowledgement was executed in San Rafael, California on February 21, 2003.


C. Randall Bupp, Attorney for Secured
Creditor Vito Biaila, Trustee of the
Biaila & Associates Pension and Profit
Sharing Plan