

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Vito Bialla		03/07/2003	Trustee of the Bialla & Associates Pension and Profit Sharing Plan: CALIFORNIA

RECEIVING PARTY DATA

Name:	ZuitSports, Inc.
Street Address:	10280 Camino Santa Fe
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92121
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 6

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

CORRESPONDENCE DATA

Fax Number: (510)450-9601

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

Phone: 510-450-9631

Email: vbs@lsglaw.com

OP \$165.00 78070001

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

**Total Attachments: 9**

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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment") is made as of this 7<sup>th</sup> day of March, 2003, by and between Vito Bialla, trustee of the Bialla & Associates Pension and Profit Sharing Plan ("Assignors") and ZuitSports, Inc., a California corporation ("Assignee").

WHEREAS, Assignors own certain trademarks, trademark registrations and trademark applications (collectively, the "Marks"), as listed on Schedule A attached hereto and made a part hereof; and

WHEREAS, Assignors acquired title to the Marks as part of the assets purchased by Assignors at Auction on February 21, 2003 from Zoot Sports, Inc, a Delaware corporation and its wholly owned subsidiary, Zoic Clothing Manufacturing, Inc. A copy of such acknowledgement of Purchase at Auction attached hereto and made a part hereof as Schedule B; and

WHEREAS, Assignee wishes to obtain all rights Assignors hold in the Marks, along with the goodwill of the business symbolized thereby; and

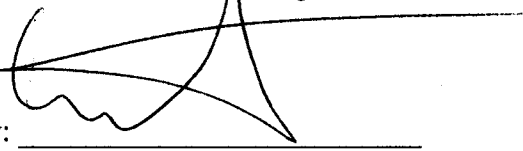
WHEREAS, Assignors wish to assign to Assignee all rights it holds in the Marks and the goodwill;

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

Assignors hereby assign unto Assignee all of Assignor's worldwide right, title, interest and associated good will in and to the Marks listed on Schedule A attached hereto.

ASSIGNORS:

The Bialla & Associates  
Pension and Profit Sharing Plan

  
By: \_\_\_\_\_

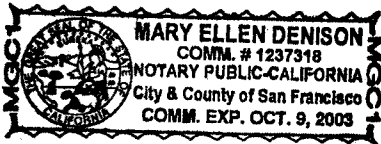
Vito Bialla, Trustee

TRADEMARK ASSIGNMENT

ACKNOWLEDGMENT

State of California    )  
                                  )  
County of Alameda    )        ss.

On March 7, 2003, before me, Mary Ellen Denison, personally appeared, Vito Bialla, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.  
WITNESS my hand and official seal.



*Mary Ellen Denison*  
\_\_\_\_\_  
Mary Ellen Denison


# INTELLECTUAL PROPERTY ASSIGNMENT

## SCHEDULE A

### UNITED STATES AND FOREIGN TRADEMARK REGISTRATIONS AND APPLICATIONS

#### ZOIC CLOTHING MANUFACTURING, INC.

##### Registrations:

Mark	Reg. No.	Class	Country
CORE CLOTHING	2,293,887	25	U.S.
MISC. DESIGN (Zoic Flower)	2,214,422	25	U.S.
			
ZOIC	2,324,284	25	U.S.
ZOIC	TMA548,111	25	Canada
ZOIC	1197805	25	European Community (CTM)

#### ZOOT SPORTS, INC.

##### Registrations:

Mark	Reg. No.	Class	Country
HAWAII ZOOT HAWAII (Stylized)	619678	25	Benelux
HAWAII ZOOT HAWAII (Stylized)	39653895	25	Germany
HAWAII ZOOT HAWAII (Stylized)	B11086/2001	25	Hong Kong
HAWAII ZOOT HAWAII (Stylized)	B11085/2001	35	Hong Kong
SPORTS ZOOT SPORTS (Stylized)	B12268/2001	25	Hong Kong
SPORTS ZOOT SPORTS (Stylized)	B12269/2001	35	Hong Kong
SPORTS ZOOT SPORTS (Stylized)	11189/2001	41	Hong Kong
HAWAII ZOOT HAWAII (Stylized)	865.552	25	Italy
HAWAII ZOOT HAWAII (Stylized)	4300942	25	Japan
SPORTS ZOOT SPORTS (Stylized)	72482	41	Korea, South
SPORTS ZOOT SPORTS (Stylized)	606682	35	New Zealand
SPORTS ZOOT SPORTS (Stylized)	606683	41	New Zealand
SPORTS ZOOT SPORTS (Stylized)	606681	25	New Zealand
HAWAII ZOOT HAWAII (Stylized)	T00/00751D	35	Singapore
HAWAII ZOOT HAWAII (Stylized)	T00/00750F	25	Singapore
SPORTS ZOOT SPORTS (Stylized)	T00/00749B	41	Singapore
SPORTS ZOOT SPORTS (Stylized)	T00/00747F	25	Singapore
SPORTS ZOOT SPORTS (Stylized)	T00/00748D	35	Singapore
HAWAII ZOOT HAWAII (Stylized)	S139748	41	Taiwan

SPORTS ZOOT SPORTS (Stylized)	S138649	41	Taiwan
SPORTS ZOOT SPORTS (Stylized)	S143257	35	Taiwan
HAWAII ZOOT HAWAII (Stylized)	Bor11894	42	Thailand
HAWAII ZOOT HAWAII (Stylized)	Bor11895	41	Thailand
HAWAII ZOOT HAWAII (Stylized)	Kor98944	25	Thailand
SPORTS ZOOT SPORTS (Stylized)	Bor11892	42	Thailand
SPORTS ZOOT SPORTS (Stylized)	Bor11893	41	Thailand
SPORTS ZOOT SPORTS (Stylized)	Kor147766	25	Thailand
SPORTS ZOOT SPORTS (Stylized)	2,573,916	35	U.S.

**Applications:**

<b>Mark</b>	<b>Reg. No.</b>	<b>Class</b>	<b>Country</b>
SPORTS ZOOT SPORTS (Stylized)	846332	25, 35, 41	Australia
SPORTS ZOOT SPORTS (Stylized)	2000-075785	25, 35, 41	Japan
SPORTS ZOOT SPORTS (Stylized)	45-2000-322	35	Korea, South
SPORTS ZOOT SPORTS (Stylized)	2000-00610	35	Malaysia
SPORTS ZOOT SPORTS (Stylized)	2000-00609	25	Malaysia
SPORTS ZOOT SPORTS (Stylized)	89-4037	25	Taiwan
SPORTS ZOOT SPORTS (Stylized)	78/070001	25	U.S.
WET ZOOT	76/141078	25	U.S.

## ACKNOWLEDGMENT OF PURCHASE AT AUCTION

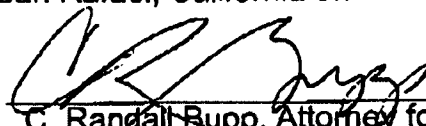
IT IS HEREBY ACKNOWLEDGED that pursuant to Section 9610 of the Commercial Code of California, at a duly noticed and held sale of collateral securing the indebtedness of ZOOT SPORTS INC. to VITO BIALLA, TRUSTEE OF THE BIALLA & ASSOCIATES PENSION AND PROFIT SHARING PLAN, which sale took place on February 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 \$50,000<sup>00</sup>, 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 Bialla, Trustee of the  
Bialla & Associates Pension and Profit  
Sharing Plan

## 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: 0283



**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

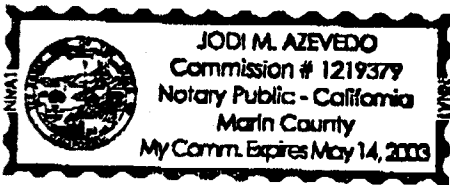
REEL: 2643 FRAME: 0284

**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**

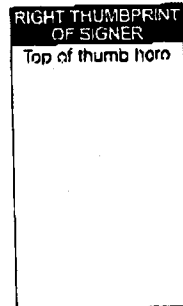
Title or Type of Document: Acknowledgment of Purchase & Auction

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, 3<sup>rd</sup> 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