

04-16-2003



APR

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

REC 102421546
TRADEMARKS OFFICE

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

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):

Stewart Chessick
1910 E. Mountain Street
Pasadena, California 91104

4-1-03

- 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: 1/22/02

2. Name and address of receiving party(ies)

Name: Oneworld Apparel, Inc.

Internal

Address:

Street Address: 2422 Lee Avenue

City: South El Monte State: CA Zip: 91733

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- 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) 1,807,683

Additional number(s) attached Yes No

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

Name: Peter J. Riebling, Esq.

Internal Address: Arter & Hadden LLP

Suite 300L

Street Address: 1801 K Street, N.W.

City: Washington State: DC Zip: 20006-1304

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

01-2520

DO NOT USE THIS SPACE

9. Signature.

Peter J. Riebling, Esq.

Name of Person Signing

Peter J. Riebling

Signature

4-1-03

Date

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

04/15/2003 TDI AZ1

00000091 012520

1807683

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

01 FC:8521

40.00 CH

TRADEMARK
REEL: 002713 FRAME: 0138

ASSIGNMENT OF U.S. TRADEMARK REGISTRATION

WHEREAS, Stewart Chessick, an individual, having an address at 1910 E. Mountain Street, Pasadena, Pasadena, California 91104 (Assignor), is the owner and registrant of the mark XCIT (the "Mark") that is the subject of U.S. Registration No. 1,807,683 (the "Registration") at the U.S. Patent and Trademark Office ("PTO"); and

WHEREAS, Oneworld Apparel, Inc., a California corporation, having an address at 2422 Lee Avenue, South El Monte, California 91733 ("Assignee"), desires to acquire all of the Assignor's entire right, title and interest in and to the Mark and Registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, transfer, convey and assign to Assignee the entire right, title and interest, in and to the Mark and the Registration, including all of the goodwill of the business connected with the use of and symbolized by the Mark and Registration. This assignment is effective nunc pro tunc (now as if before) as of January 22, 2002, and is subject to the terms and conditions of the asset purchase agreement executed between Assignee and HSBC Business credit (USA) Inc. on January 22, 2002.

DATED: March 24, 2003

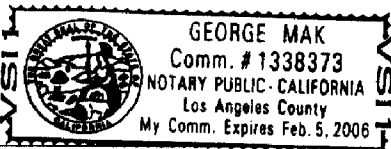
[ASSIGNOR]
By: [Signature]
Name: Stewart Chessick

State of California)
County of Los Angeles) ss

Before me, George C. Mak, on this day personally appeared Stewart Chessick, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed said instrument for the purposes and consideration therein expressed. Given under my hand and official seal this 24th day of March, 2003.

My Commission Expires:

Notary Public:



[Signature]