

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

Name	Formerly	Execution Date	Entity Type
Redsand, Inc.		10/24/2003	CORPORATION: CALIFORNIA
Redsand, Inc.		10/24/2003	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Jantzen Apparel Corp.
Street Address:	3000 NW 107th Avenue
City:	Miami
State/Country:	FLORIDA
Postal Code:	33172
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2402870	R
Registration Number:	1506035	REDSAND
Registration Number:	1762943	REDSAND
Registration Number:	2176092	R

CORRESPONDENCE DATA

Fax Number: (305)406-0513
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (305) 418-1437
 Email: geri.mankoff@jantzen.com
 Correspondent Name: Jantzen Apparel Corp.
 Address Line 1: 3000 NW 107th Avenue
 Address Line 4: Miami, FLORIDA 33172

ATTORNEY DOCKET NUMBER:	REDSAND ACQUISITION
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NAME OF SUBMITTER:	Geri Lynn Mankoff
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CH \$115.00 2402870

Total Attachments: 3

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**ASSIGNMENT OF TRADEMARKS, TRADEMARK APPLICATIONS AND
TRADEMARK REGISTRATIONS**

THIS ASSIGNMENT OF TRADEMARKS, TRADEMARK APPLICATIONS AND TRADEMARK REGISTRATIONS (this "Assignment") is made as of the 24th day of October, 2003, by REDSAND, Inc. a California corporation ("Redsand").

WITNESSETH:

WHEREAS, Redsand is the sole owner of the entire right, title and interest in, to and under the trademarks and any registrations and application therefore as listed in Schedule A, including all goodwill associated therewith; all rights in all of the foregoing provided by treaties; conventions and common law and all right to sue or recover and retain damages and costs and attorneys' fees for past, present and future infringement and misappropriation of any of the foregoing (collectively, the "Trademarks");

WHEREAS, Jantzen Apparel Corp., a Delaware corporation ("Buyer"), is a party to the Asset Purchase Agreement dated as of October 22, 2003 (the "Agreement") by and among Buyer, Redsand and Redsand's stockholders and Buyer is desirous of acquiring the entire right, title and interest in, to and under the Trademarks.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and pursuant to the Agreement, Redsand does hereby sell, assign, transfer, set over and convey unto Buyer, as of the date first above written, all right, title and interest in, to and under the Trademarks.

ALL OF THE FOREGOING to be held and enjoyed by Buyer for its own use and for the use of its successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Redsand if this transfer to Buyer had not been made. Redsand agrees to provide testimony to the best of its ability, at Buyer's expense, at any time in connection with any proceedings affecting the right, title, interest, or benefit of the Buyer in, to or under the Trademarks and to execute and deliver upon the reasonable request of Buyer and at Buyer's expense, such additional documents as are necessary or desirable to give full effect to and perfect the rights of Buyer under this Assignment.

IN WITNESS WHEREOF, Redsand has caused this Assignment to be executed.

REDSAND, INC.

By: 

Name: Robert Lusitana

Title: Secretary

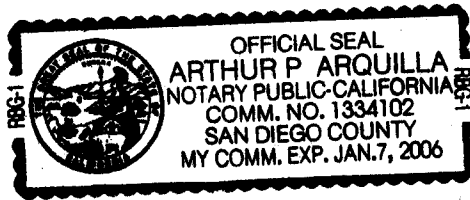
TRADEMARK

REEL: 002745 FRAME: 0288

STATE OF CALIFORNIA)
COUNTY OF *San Diego*) s.s.:

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared Robert Lusitana the Secretary of REDSAND, INC., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of such Corporation, and that he executed the same for and as the act of such Corporation for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 22 day of October, 2003.



Arthur P. Arquilla
Name:
Notary Public

SCHEDULE A
UNITED STATES TRADEMARKS

COUNTRY	TRADEMARK	CLASS	APPLICATION No.	REGISTRATION No.
UNITED STATES	R & CIRCLE DESIGN	25	75/708663	2,402,870
UNITED STATES	REDSAND & DESIGN #1	25, 28	73/704771	1,506,035
UNITED STATES	REDSAND	25	74/153665	1,762,943
UNITED STATES	R (STYLIZED)	14,18,25	75/171992	2,176,092
UNITED STATES	RED DIRT	25	CLOSED	
UNITED STATES	HEAD DESIGN	25	CLOSED	