

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
Tarrant Apparel Group		12/31/2003	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Private Brands, Inc.
Street Address:	3151 East Washington Blvd.
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90023
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	1462893	NO! JEANS
Registration Number:	1461979	NO!

CORRESPONDENCE DATA	
Fax Number:	(818)474-8604
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	818-444-4504
Email:	razlein@biztechlaw.com
Correspondent Name:	Ryan Azlein
Address Line 1:	Stubbs Alderton & Markiles, LLP
Address Line 2:	15821 Ventura Blvd., Suite 525
Address Line 4:	Encino, CALIFORNIA 91436

NAME OF SUBMITTER:	Ryan Azlein
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Total Attachments: 2
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TRADEMARK ASSIGNMENT

WHEREAS, Tarrant Apparel Group, a California corporation, having its principal place of business at 3151 East Washington Boulevard, Los Angeles, California (hereinafter "ASSIGNOR"), is the owner of record of the trademarks "NO! Jeans" and "NO!," including, without limitation United States Trademark Registrations set forth on Schedule I hereto for the trademarks "NO! Jeans" and "NO!" (collectively, the "TRADEMARKS"); and


WHEREAS, Private Brands, Inc., a California corporation (hereinafter "ASSIGNEE"), desires to acquire ASSIGNOR'S entire right, title and interest in and to the TRADEMARKS, any registrations therefor, together with the goodwill of the business connected with the use of and symbolized by the TRADEMARKS.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby sells, assigns and transfers to ASSIGNEE, without representation or warranty of any kind (including, without limitation, as to ASSIGNOR'S right, title or interest), ASSIGNOR'S entire right, title and interest in and to the TRADEMARKS and the registrations therefor (including, without limitation, the right to sue for past infringement and/or misappropriation), together with the goodwill of the business connected with the use of and symbolized by the TRADEMARKS.

IN WITNESS WHEREOF, the undersigned have executed this Assignment on this 31st day of December, 2003.


ASSIGNOR:

TARRANT APPAREL GROUP,
a California corporation

By: 
Name: Patrick Chow
Title: Chief Financial Officer

ASSIGNEE:

PRIVATE BRANDS, INC.,
a California corporation

By: 
Name: Patrick Chow
Title: Chief Financial Officer

SCHEDULE I

<u>Trademark</u>	<u>Registration No.</u>	<u>Filing Date</u>	<u>Serial No.</u>
NO! JEANS	1462893	August 25, 1986	73616442
NO!	1461979	August 25, 1986	73616427