

**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             |
| Private Brands, Inc. |          | 02/03/2004     | CORPORATION: CALIFORNIA |

|                      |                                |
|----------------------|--------------------------------|
| RECEIVING PARTY DATA |                                |
| Name:                | Tarrant Apparel Group          |
| Street Address:      | 3151 East Washington Boulevard |
| 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)474-8606             |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                           |
| Phone:   | 8184444506                |
| Email:   | sgoldstein@biztechlaw.com |
| Correspondent Name:  | Stephen E. Goldstein      |
| Address Line 1:  | 15821 Ventura Boulevard   |
| Address Line 2:  | Suite 525                 |
| Address Line 4:  | Encino, CALIFORNIA 91436  |

|                         |            |
|-------------------------|------------|
| ATTORNEY DOCKET NUMBER: | TARRANT/GN |
|-------------------------|------------|

|                    |                      |
|--------------------|----------------------|
| NAME OF SUBMITTER: | Stephen E. Goldstein |
|--------------------|----------------------|

|  |
|--|
| Total Attachments: 2                                     |
| source=Executed No! Jeans Trademark Assignment#page1.tif |
| source=Executed No! Jeans Trademark Assignment#page2.tif |

OP \$65.00 1462893

TRADEMARK ASSIGNMENT

WHEREAS, Private Brands, Inc., 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, Tarrant Apparel Group, 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 3rd day of Feb., 2004.

**ASSIGNOR:**

PRIVATE BRANDS, INC.,  
a California corporation

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

Name: Patrick Chow

Title: Chief Financial Officer

**ASSIGNEE:**

TARRANT APPAREL GROUP,  
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          |