

09-03-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102540199

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Sirena Apparel Group, Inc. *9.2.03*

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Assignment by Default of Security Agreement
- Merger
- Change of Name

Execution Date: October 31, 2001

2. Name and address of receiving party(ies)

Name: Foothill Capital Corporation

Internal Address: _____
Address: _____

Street Address: 11111 Santa Monica Blvd.

City: Los Angeles State: CA Zip: 90025

- 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) 1,227,635

Additional number(s) attached Yes No

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

Name: Donna Mirman Broome

Internal Address: _____

GOTTLIEB, RACKMAN & REISMAN, P.C.

Street Address: 270 Madison Avenue

City: New York State: NY Zip: 10016

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:

07-1703

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DO NOT USE THIS SPACE

9. Signature.

Jody I Hawke
Name of Person Signing

Jody I Hawke
Signature

August 14, 2003
Date

Total number of pages including cover sheet, attachments, and document: 4

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

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TRADEMARK
REEL: 002814 FRAME: 0564

NOTICE OF ASSIGNMENT

THIS NOTICE OF ASSIGNMENT is executed as of August 10, 2001, by FOOHILL CAPITAL CORPORATION, a California corporation ("Foothill").

W I T N E S S E T H:

WHEREAS, THE SIRENA APPAREL GROUP, INC., a Delaware corporation ("Debtor") and Foothill are parties to that certain Loan and Security Agreement dated as of September 5, 2000 (as amended or otherwise modified from time to time, the "Loan Agreement") and the other "Loan Documents" (as defined in the Loan Agreement), including, without limitation: (i) that certain Trademark Security Agreement, dated as of April 21, 1999, recorded on May 14, 1999, at Trademark Reel 1896 and Frame 0957, and (ii) that certain Trademark Security Agreement dated as of October 24, 2000, recorded on December 1, 2000, at Trademark Reel 002184 and Frame 0572 (collectively, the "Trademark Security Agreements"), pursuant to which Debtor incurred certain liabilities to and granted a security interest in and collateral assignment of the "Trademark Collateral" (as defined in the Trademark Security Agreements) to Foothill, as security for Debtor's obligations to Foothill under the Loan Agreement and other Loan Documents, including, without limitation, the Trademark Security Agreements;

WHEREAS, pursuant to and in exercise of its rights as a secured party under the Uniform Commercial Code as in effect in the State of California, Foothill sold, transferred and conveyed to A.H. Schreiber, Inc., a New York corporation ("Schreiber"), all of Debtor's right, title and interest in and to the property described in that certain Secured Party's Bill of Sale ("Bill of Sale") dated as of even date herewith, which property includes, without limitation, the portion of the Trademark Collateral known as: (i) Sirena Made in California (Stylized), Sirena II (Stylized), Concepts Sirena, Sirena, Sirena Signatures, and Sirena <Mermaid>, and Sunbound (the "Sirena Trademarks"), (ii) Look & Sea, Coco Beach, Shell Beach, San Soleil, and Hot Water (the "Private Label Trademarks"), and (iii) Wear-Abouts and Wear-Abouts (II)(Stylized) (the "Wear-Abouts Trademarks") (attached as Exhibit A hereto is a list of the Sirena Trademarks, Private Label Trademarks and Wear-Abouts Trademarks and their registration numbers);

WHEREAS, pursuant to such sale, Foothill's security interest in and lien on the Sirena Trademarks, Private Label Trademarks and Wear-Abouts Trademarks were discharged and any subordinate security interest in the Sirena Trademarks, Private Label Trademarks and Wear-Abouts Trademarks (other than sales or use tax liens arising from the transfer of such trademarks, any tax liens arising from successor liability for other unpaid taxes of Debtor, and claims or liens arising from unpaid wages of Debtor's employees) were discharged; and

WHEREAS, Schreiber has requested that Foothill execute this Notice of Assignment for the purpose of giving notice of the transfers pursuant to the Bill of Sale described above;

NOW, THEREFORE, Foothill hereby gives notice that it has sold, transferred and conveyed to Schreiber, without any representation, warranty, or recourse whatsoever except as explicitly stated in the Bill of Sale, all of Debtor's right, title and interest, in and to the Sirena Trademarks, Private Label Trademarks and Wear-Abouts Trademarks and all good will associated with such trademarks.

IN WITNESS WHEREOF, Foothill has caused this Notice of Assignment to be duly executed by its duly authorized officer or representative as of the day and year first above written.

FOOTHILL CAPITAL CORPORATION

By: 

Its: VP President

