


Form PTO-1594 (Rev. 10/02) CMB No. 0651-0027 (exp. 0/30/2005)		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.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): SIRENA APPAREL GROUP, INC. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - <u>Delaware</u> <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: <u>FOOTHILL CAPITAL CORPORATION</u> Internal Address: _____ Street Address: <u>1111 SANTA MONICA BLVD.</u> City: <u>LOS ANGELES</u> State: <u>CA</u> /ip: <u>90026</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>CALIFORNIA</u> <input type="checkbox"/> Other _____ <small>If assigned to and completed in the United States, a domestic representative designation is attached? <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small>		
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment by Default of Security Agreement Execution Date: <u>AUGUST 10, 2001</u>			4. Application number(s) or registration number(s): A. Trademark Application No. (s) _____ B. Trademark Registration No. (s) <u>2,317,431;</u> <u>2,317,432; 2,126,393; 2,223,066</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Anna Erenburg, Esq.</u> Internal Address: _____ Street Address: <u>GOTTLIEB, RACKMAN & REISMAN</u> <u>270 Madison Avenue</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10016</u>			6. Total number of applications and registrations involved: 4 7. Total fee (37 CFR 3.41): \$ <u>115.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account B. Deposit account number: <u>07-1730 Gottlieb, Rackman and Reisman, P.C.</u>		
DO NOT USE THIS SPACE					
9. Signature: <u>ANNA ERENBURG</u> Name of Person Signing			 Signature		
			<u>MAY 19, 2004</u> Date		
<small>total number of pages including cover sheet, attachments, and documents</small> 7					

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

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NOTICE OF ASSIGNMENT

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

WITNESSETH:

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

Exhibit A to
Notice of Assignment

Registration No. or Application No.	Registration Date	Mark
704669	9/20/60 (Renewed 9/20/80)	SIRENA MADE IN CALIFORNIA (STYLIZED)
1227635	2/15/83	SIRENA II (STYLIZED)
2000109	9/10/96	LOOK & SEA
2185856	9/01/98	CONCEPTS SIRENA
2270089	8/11/99	COCO BEACH
→ 2317431	2/15/00	SIRENA ←
→ 2317432	2/15/00	SIRENA SIGNATURES ←
1139986	9/30/80	WEAR-ABOUTS
1240437	5/31/83	WEAR-ABOUTS(II) (STYLIZED)
2380930	8/29/00	SIRENA (MERMAID)
2037335	2/11/97	SUNBOUND
→ 2126393	12/30/97	HOTWATER ←
→ 2223066	02/09/99	HOTWATER ←

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On this 31st day of October, 2001 before me personally appeared William Stone known to me to be the individual who executed the foregoing instrument and acknowledged to me that he/she executed the same as the duly authorized officer or representative above designated of Foothill Capital Corporation.

K. Melissa Chavez
Notary Public



County

My commission expires: 1-20-2005

GOTTLIEB, RACKMAN & REISMAN, P.C.
270 Madison, 8th Fl
New York, New York 10016-0601
(212) 684-3900 phone
(212) 684-3999 fax

FACSIMILE COVER SHEET

CONFIDENTIALITY NOTE: The information contained in this facsimile message is privileged and confidential. Intended only for the use of the individual or entity named below. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this telecopy is strictly prohibited. If you have received this telecopy in error, please immediately notify us by telephone and return the original message to us at the address listed above via the United States Postal Service. We will reimburse for postage on all such returned messages.

TO:

COMPANY: Assignments Division, USPTO

FAX NO. 703-306-5995

FROM: Anna Erenburg, Esq.

We are sending a communication of **7 pages** (including this cover sheet).
Please call (212) 684-3900 immediately if transmission is interrupted or of poor quality.

REF: 2385/002

DATE: May 19, 2004

Recordation of Assignment by Default of Security Agreement
from Sirena Apparel Group, Inc. to Foothill Capital Corporation

See attached documents