

11/12/03

11-14-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

REC



102599760

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

SGT. LEISURE, INC.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State (checked), Other

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

2. Name and address of receiving party(ies)

Name: ONLY THE BEST, INC.

Internal

Address:

Street Address: 99-969 Iwaena Street

City: Honolulu State: HI Zip: 96701-3249

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Hawaii (checked), Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (checked) (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No (checked)

3. Nature of conveyance:

- Assignment (checked), Merger, Security Agreement, Change of Name, Other

Execution Date: September 5, 2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,722,107;

2,054,933

Additional number(s) attached Yes No (checked)

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

Name: Erik W. Kvam

Internal Address: Dwyer Schraff Meyer

Jossem & Bushnell

Street Address: 900 Fort Street Mall,

Suite 1800

City: Honolulu State: HI Zip: 96813

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed (checked), Authorized to be charged to deposit account

8. Deposit account number:

NOV 12 AM 9:10 OFF/FINANCE

DO NOT USE THIS SPACE

9. Signature.

Erik W. Kvam

Name of Person Signing

Erik W. Kvam

Signature

NOV - 4 2003

Date

Total number of pages including cover sheet, attachments, and document: 11

11/13/2003 LUNELLER 00000162 1722107

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

01 FC:0521 02 FC:0522

40.00 OP 25.00 OP

TRADEMARK REEL: 002862 FRAME: 0963

COPY

BILL OF SALE AND ASSIGNMENT OF CONTRACT RIGHTS

THIS BILL OF SALE AND ASSIGNMENT OF CONTRACT RIGHTS (the "Agreement") is made and executed as of this 5th day of September, 2003, but shall be effective as of September 1, 2003, by and between Only the Best, Inc., a Hawaii corporation ("Buyer") and Sgt. Leisure, Inc., a Nevada corporation ("Seller").

WHEREAS, on or about September 5, 2003, Buyer and Seller entered into that certain Asset Purchase Agreement dated September 5, 2003 (the "Purchase Agreement"), pursuant to which Buyer agreed to purchase and Seller agreed to sell, substantially all of the assets of Sgt. Leisure, Inc.

NOW, THEREFORE, the parties agree as follows:

1. **SALE AND TRANSFER OF ASSETS AND CONTRACT RIGHTS.** For good and valuable consideration, the receipt, adequacy and legal sufficiency of which are hereby acknowledged, and as contemplated in the Purchase Agreement, Seller hereby sells, transfers, assigns, conveys, grants and delivers to Buyer, effective as of September 1, 2003 (the "Effective Date"), all of Seller's right, title and interest in and to all of the assets (the "Assets") and contract rights ("Rights") described on Exhibits A through D hereto (collectively, the Assets and the Rights being referred to as the "Transferred Items").

2. **"AS IS" CONDITION.** Seller and Buyer hereby acknowledge and agree that the Transferred Items are conveyed to Buyer "AS IS," "WHERE IS" and "WITH ALL FAULTS." Seller makes no warranties or representations whatsoever, either express or implied, with respect to the use, condition, fitness for any particular purpose, merchantability or any other aspect of any of the Transferred Items.

3. **FURTHER ACTIONS.** Seller covenants and agrees to warrant and defend the sale, transfer, assignment, conveyance, grant and delivery of the Transferred Items hereby made against all persons whomsoever, to take all steps reasonably necessary to establish the record of Buyer's title to the Transferred Items and, at the request of Buyer, to execute and deliver further instruments of transfer and assignment and take such other action as Buyer may reasonably request to more effectively transfer and assign to and vest in Buyer each of the Transferred Items, all at the sole cost and expense of Seller.

4. **POWER OF ATTORNEY.** Without limiting Section 3 hereof, Seller hereby constitutes and appoints Buyer the true and lawful agent and attorney in fact of Seller, with full power of substitution and resubstitution, in whole or in part, in the name and stead of Seller but on behalf and for the benefit of Buyer and its successors and assigns, from time to time:

(a) to demand, receive and collect any and all of the Transferred Items and to give receipts and releases for and with respect to the same, or any part thereof;

(b) to institute and prosecute, in the name of Seller or otherwise, any and all proceedings at law, in equity or otherwise, that Buyer or its successors and assigns may deem proper in order to collect or reduce to possession any of the Transferred Items and in order to collect or enforce any claim or right of any kind hereby assigned or transferred, or intended so to

be; and


(c) to do all things legally permissible, required or reasonably deemed by Buyer to be required to recover and collect the Transferred Items and to use Seller's name in such manner as Buyer may reasonably deem necessary for the collection and recovery of same,

Seller hereby declaring that the foregoing powers are coupled with an interest and are and shall be irrevocable by Seller.

4. **TERMS OF THE PURCHASE AGREEMENT.** The terms of the Purchase Agreement, including but not limited to Seller's representations, warranties, covenants, agreements and indemnities relating to the Transferred Items, are incorporated herein by this reference. Seller acknowledges and agrees that the representations, warranties, covenants, agreements and indemnities contained in the Purchase Agreement shall not be superseded hereby but shall remain in full force and effect to the full extent provided therein. In the event of any conflict or inconsistency between the terms of the Purchase Agreement and the terms hereof, the terms of the Purchase Agreement shall govern.


IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day and year first above written.

SGT. LEISURE, INC.

By: 
Allen R. Cottral
Its Vice President

"Buyer"

ONLY THE BEST, INC.

By: 
Mark Hollander
Its President

"Seller"

1/22/2003
8:43:04AM

EXHIBIT A Seller's Furniture, Fixtures and Equipment

Sgt. Leisure, Inc [SGTLEISURE]
Detail Projection - Depreciation
Federal
For the Period 1/1/2003 - 12/31/2003

82-0446429
FY: 01/01/2002-12/31/2002
Sortbit: (1) Category
(2) Location (3) Store Number
(4) None (5) None

System No.	Description	Date In Service	Method/Convention	Life	Cost	Est. Int. %	Sec. 179 Bonus	Salvage/ITO Adj.	Beg. Accum. Depreciation	Current Depreciation	Accumulated Depreciation
DISPLAY FIXTURES											
Front Street											
303											
126	Display	01/31/98	MSL MQ	10.0	1,557.00	100.0000	0.00	0.00	882.85	155.70	1,018.55
127	Display	02/28/98	MSL MQ	10.0	1,788.00	100.0000	0.00	0.00	930.86	178.90	1,189.66
128	Display	03/28/98	MSL MQ	10.0	1,354.00	100.0000	0.00	0.00	750.35	135.40	885.75
129	Display	03/28/98	MSL MQ	10.0	1,250.00	100.0000	0.00	0.00	682.72	125.00	817.72
130	Silverwood	03/28/98	MSL MQ	10.0	2,458.00	100.0000	0.00	0.00	1,382.15	245.80	1,607.95
131	Reeve Hardwood	03/28/98	MSL MQ	10.0	5,707.00	100.0000	0.00	0.00	3,182.65	570.70	3,793.35
132	Tile & Paint	04/15/98	MSL MQ	10.0	54,845.00	100.0000	0.00	0.00	29,022.53	5,484.50	34,506.83
133	Souza	05/15/98	MSL MQ	10.0	60,000.00	100.0000	0.00	0.00	31,750.20	6,000.00	37,750.20
134	Pacific Audio	05/15/98	MSL MQ	10.0	896.00	100.0000	0.00	0.00	188.66	36.80	230.28
135	Souza	05/15/98	MSL MQ	10.0	59,541.00	100.0000	0.00	0.00	31,507.31	6,954.10	37,461.41
136	Hardware	07/15/98	MSL MQ	10.0	742.00	100.0000	0.00	0.00	289.50	74.20	374.10
137	New West	08/15/98	MSL MQ	10.0	543.00	100.0000	0.00	0.00	219.48	54.30	273.78
138	Lighting	11/15/98	MSL MQ	10.0	5,891.00	100.0000	0.00	0.00	2,283.69	589.10	2,822.79
139	Store Set Up	04/15/98	MSL MQ	10.0	2,568.00	100.0000	0.00	0.00	1,339.44	256.80	1,616.34
140	Wall & Door	10/14/99	MSL MQ	10.0	550.00	100.0000	0.00	0.00	153.55	55.00	208.55
Subtotal 303 199,161.00 10,916.10 124,477.24											
Subtotal Front Street 199,161.00 10,916.10 124,477.24											
Subtotal before dispositions: 199,161.00 10,916.10 124,477.24											
Less dispositions and exchanges: 0.00 0.00 0.00											
Net for Display Fixtures 199,161.00 10,916.10 124,477.24											
Furniture & Fixtures											
Coconut Grove											
351											
75	Souza's Furniture	08/15/97	MSL HY	7.0	2,804.00	100.0000	0.00	0.00	1,822.01	372.00	2,294.01
76	Dressing Room Furniture	08/18/98	MSL HY	7.0	4,711.00	100.0000	0.00	0.00	2,804.19	673.00	3,477.19
Subtotal: 351 7,515.00 1,045.00 5,771.20											
Subtotal Coconut Grove 7,515.00 1,045.00 5,771.20											
Front Street											
303											
51	Furniture	03/31/98	MSL MQ	7.0	1,000.00	100.0000	0.00	0.00	781.67	142.86	934.53
52	Furniture	05/20/98	MSL MQ	7.0	799.00	100.0000	0.00	0.00	604.01	114.14	718.15
53	Music System	05/20/98	MSL MQ	7.0	396.00	100.0000	0.00	0.00	276.88	52.29	328.87
54	Tunika	04/18/98	MSL MQ	7.0	1,082.00	100.0000	0.00	0.00	802.83	151.71	954.54
55	Mission Furniture	04/18/98	MSL MQ	7.0	604.00	100.0000	0.00	0.00	458.80	88.28	547.08
56	Displays	04/15/98	MSL MQ	7.0	5,899.00	100.0000	0.00	0.00	4,277.97	608.42	5,086.39
57	Furniture	04/18/98	MSL MQ	7.0	350.00	100.0000	0.00	0.00	264.59	50.00	314.59
58	Store Fixtures	05/13/98	MSL MQ	7.0	5,540.00	100.0000	0.00	0.00	4,188.01	791.42	4,979.43
59	Gargoyles	05/13/98	MSL MQ	7.0	1,284.00	100.0000	0.00	0.00	970.65	183.43	1,154.08
60	Furniture	05/15/98	MSL MQ	7.0	1,083.00	100.0000	0.00	0.00	818.70	154.72	973.42
61	Furniture	05/15/98	MSL MQ	7.0	1,287.00	100.0000	0.00	0.00	973.92	183.86	1,157.78

82-0446429

FY: 01/01/2002-12/31/2002

Sched: (1) Category

(2) Location (3) Store Number

(4) None (5) None

Sgt. Leisure, Inc [SGTLEISURE]
Detail Projection - Depreciation

Federal

For the Period 1/1/2003 - 12/31/2003

1/22/2003
8:43:04AM

System No.	Description	Date In Service	Method/Convention	Life	Cost	Res./Inv. %	Sec. 179 Bonus	Salvage/ITC Adj.	Reg. Accum. Depreciation	Current Depreciation	Accumulated Depreciation
Furniture & Fixtures											
62	Furniture	06/15/98	MSL MQ	10.0	1,313.00	100.0000	0.00	0.00	694.80	131.30	826.10
63	Furniture	06/15/98	MSL MQ	10.0	1,175.00	100.0000	0.00	0.00	504.28	117.50	621.78
64	T Shirt Rack	06/15/98	MSL MQ	10.0	1,020.00	100.0000	0.00	0.00	437.75	102.00	539.75
65	JBL Speakers	07/18/98	MSL MQ	10.0	1,271.00	100.0000	0.00	0.00	518.70	127.10	640.80
66	Sentinel	05/15/98	MSL MQ	10.0	399.00	100.0000	0.00	0.00	211.34	39.90	251.04
67	Furniture	11/05/99	MSL MQ	10.0	741.76	100.0000	0.00	0.00	207.07	74.16	281.25
170	T Shirt Cabinets	10/06/01	M MQ	5.0	5,208.25	100.0000	0.00	0.00	2,239.55	1,187.48	3,427.03
171	Cat Cabinets	07/23/01	M MQ	5.0	11,458.15	100.0000	0.00	0.00	5,614.48	2,337.46	7,951.95
Subtotal: 303					41,620.15		0.00	0.00	24,947.41	6,858.05	31,683.46
Subtotal: Front Street					41,620.15		0.00	0.00	24,947.41	6,858.05	31,683.46
Home Office											
991											
173	Pam Computer Center	07/23/01	M MQ	5.0	1,663.84	100.0000	0.00	0.00	825.08	349.50	1,188.58
174	Display Fixtures	12/01/00	M MQ	5.0	2,559.22	100.0000	0.00	0.00	1,688.81	358.24	2,024.85
Subtotal: 991					4,243.06		0.00	0.00	2,493.89	689.74	3,183.43
Subtotal: Home Office					4,243.06		0.00	0.00	2,493.89	689.74	3,183.43
Walkaloe											
357											
115	Air Compressor	12/15/07	MSL MQ	7.0	1,400.00	100.0000	0.00	0.00	658.34	200.00	1,158.34
116	Metal Shelving	07/13/98	MSL MQ	10.0	1,057.00	100.0000	0.00	0.00	427.21	105.70	632.91
117	Displays	12/01/88	MSL MQ	7.0	5,048.82	100.0000	0.00	0.00	2,734.80	721.26	3,456.06
Subtotal: 357					7,505.82		0.00	0.00	4,120.35	1,026.96	5,147.31
Subtotal: Walkaloe					7,505.82		0.00	0.00	4,120.35	1,026.96	5,147.31
Wallae											
361											
164	Shelving	01/12/01	M MQ	5.0	2,914.86	100.0000	0.00	0.00	1,775.06	454.72	2,232.78
165	Newwood Fixture	03/01/01	M MQ	5.0	1,364.40	100.0000	0.00	0.00	839.28	212.85	1,045.13
172	Store Display Package	12/01/00	M HY	5.0	270,675.79	100.0000	0.00	0.00	188,382.54	83,803.30	220,167.84
Subtotal: 361					275,155.05		0.00	0.00	198,972.88	34,472.87	223,445.75
Subtotal: Wallae					275,155.05		0.00	0.00	198,972.88	34,472.87	223,445.75
Whalers											
354											
92	Lighting	05/28/97	MSL MQ	7.0	2,190.00	100.0000	0.00	0.00	1,068.40	221.60	2,190.00
93	Props	05/28/97	MSL MQ	7.0	950.00	100.0000	0.00	0.00	833.67	96.13	950.00
94	Planters	05/28/97	MSL MQ	7.0	942.00	100.0000	0.00	0.00	758.80	85.20	842.00
95	Shelves	05/28/97	MSL MQ	7.0	34,500.00	100.0000	0.00	0.00	31,009.09	3,490.91	34,500.00
96	Hangers	08/03/97	MSL MQ	7.0	2,594.00	100.0000	0.00	0.00	1,936.28	368.25	2,304.58
97	Rods & Racks	08/03/97	MSL MQ	7.0	3,098.00	100.0000	0.00	0.00	2,539.68	442.15	2,761.88
98	Trunks	08/03/97	MSL MQ	7.0	1,014.00	100.0000	0.00	0.00	766.54	144.86	911.40
99	Frames Display	08/03/97	MSL MQ	7.0	9,910.00	100.0000	0.00	0.00	2,502.22	472.88	2,975.08
100	Lighting	09/15/97	MSL MQ	7.0	1,768.00	100.0000	0.00	0.00	1,279.38	232.58	1,525.98

Sgt. Leisure, Inc [SGTLEISURE]
Detail Projection - Depreciation
Federal
For the Period 1/1/2003 - 12/31/2003

82.0446129
 FY: 01/01/2002-12/31/2002
 Sort by (1) Category
 (2) Location (3) Store Number
 (4) None (5) Name

System No.	Description	Date in Service	Method/Convention	Life	Cost	Bus./Inv. %	Sec. 179 Bonus	Salvage/ITO Adj.	Reg. Accum. Depreciation	Current Depreciation	Accumulated Depreciation
Furniture & Fixtures											
166	Fish Kiosk	05/09/01	M MQ	5.0	4,060.00	100.0000	0.00	0.00	2,233.00	730.50	2,963.50
167	Fish Kiosk	05/21/01	M MQ	5.0	820.55	100.0000	0.00	0.00	451.30	147.70	599.00
168	Cat Cabinets	05/25/01	M MQ	5.0	11,460.15	100.0000	0.00	0.00	6,303.08	2,082.83	8,385.91
169	T-Shirt Cabinets	10/09/01	M MQ	5.0	5,209.26	100.0000	0.00	0.00	2,239.56	1,187.48	3,427.03
Subtotal: 354											
Subtotal: Whalers											
Subtotal before dispositions:											
Less dispositions and exchanges:											
Net for Furniture & Fixtures											
Machinery & Equipment											
Coconut Grove											
177	Cash Register	05/01/00	M MQ	5.0	4,214.55	100.0000	0.00	0.00	3,380.08	488.48	3,868.56
Subtotal: 351											
Subtotal: Coconut Grove											
Front Street											
175	Cash Register	05/01/00	M MQ	5.0	4,214.55	100.0000	0.00	0.00	3,380.08	488.48	3,868.56
Subtotal: 303											
Subtotal: Front Street											
Home Office											
163	Debbie's Computer	02/27/01	M MQ	5.0	1,804.41	100.0000	0.00	0.00	1,186.29	306.46	1,504.74
162	Stacy Computer	05/01/00	M MQ	5.0	1,961.44	100.0000	0.00	0.00	1,573.08	227.34	1,800.42
Subtotal: 989											
Subtotal: 991											
161	ticket Printer	08/25/01	M MQ	5.0	4,121.34	100.0000	0.00	0.00	2,266.74	741.84	3,008.58
165	Linda Computer	05/10/01	M MQ	5.0	1,857.28	100.0000	0.00	0.00	1,076.50	352.31	1,428.81
166	HP LJ 4000 with feagler f	12/01/01	M MQ	5.0	2,442.86	100.0000	0.00	0.00	1,050.22	556.86	1,607.08
168	Acot Office Spare Comput	05/01/00	M MQ	5.0	1,857.28	100.0000	0.00	0.00	1,566.76	226.85	1,798.60
163	Santa Ana Spare Office O	05/01/00	M MQ	5.0	2,068.53	100.0000	0.00	0.00	1,659.77	239.88	1,899.65
169	Plum Farley Lap Top	10/01/00	M MQ	5.0	3,501.79	100.0000	0.00	0.00	2,967.21	453.83	2,821.04
Subtotal: 991											
Subtotal: Home Office											
Kona											
11	Air Conditioner	05/23/97	M/SL MQ	7.0	7,965.00	100.0000	0.00	0.00	7,066.17	765.89	7,832.06
176	Cash Register	06/30/00	M HY	5.0	4,214.55	100.0000	0.00	0.00	2,899.61	525.98	3,425.59

82-0448429

FY: 01/01/2002-12/31/2002

Sorted: (1) Category

(2) Location (3) Store Number

(4) Name (5) Name

Sgt. Leisure, Inc [SGTLEISURE] Detail Projection - Depreciation

Federal

For the Period 1/1/2003 - 12/31/2003

1/22/2003
8:43:04AM

System No.	Description	Date in Service	Method/Conversion	Life	Cost	Sum Inv. %	Sec. 179 Bonus	Salvage/ITO Adj.	Reg. Account. Depreciation	Current Depreciation	Accumulated Depreciation
Machinery & Equipment											
Subtotal: 304											
Subtotal: Kona											
Walkoloa											
357											
178	Cash Register	05/01/00	M MQ	5.0	4,214.55	100.0000	0.00	0.00	3,968.78	1,321.81	11,290.59
Subtotal: 357											
Subtotal: Walkoloa											
Wailea											
361											
180	Cash Register	05/01/00	M MQ	5.0	4,214.55	100.0000	0.00	0.00	3,980.08	488.48	3,868.56
181	A/C Unit	12/01/00	M MQ	6.0	4,500.00	100.0000	0.00	0.00	2,934.00	488.48	3,868.56
Subtotal: 361											
Subtotal: Wailea											
Whalers											
354											
178	Cash Register	05/01/00	M MQ	5.0	4,214.55	100.0000	0.00	0.00	3,980.08	488.48	3,868.56
200	Air Conditioner	07/02/02	M HY	5.0	4,478.88	100.0000	0.00	0.00	1,970.70	1,009.27	2,979.97
Subtotal: 354											
Subtotal: Whalers											
361											
Subtotal before dispositions:											
Less dispositions and exchanges:											
Net for: Machinery & Equipment											
Subtotal before dispositions:											
Less dispositions and exchanges:											
Grand Total:											

1-22-03: 8:49AM:PETER P. VIRDONE CO.

EXHIBIT B
Contracts and Licenses

Active Trademarks

1. Sgt. Leisure (and design)
Primary colored fish w/ words Sgt. Leisure
Registration Number 1,722,107
2. Sgt. Leisure (and design) in Canada
Primary colored fish w/ words Sgt. Leisure
Registration Number 429,399
3. Sgt. Leisure Salute Design
Registration Number 2,054,933
4. Sgt. Leisure (and design) in Japan
Primary colored fish w/ words Sgt. Leisure
Registration Number 2,703,288
5. Three Golfers Design in Japan
Registration Number 3,264,129

Together with all other registered or unregistered copyrights, trademarks, service marks and trade names heretofore owned by Sgt. Leisure, Inc., including, without limitation, the trade name "Sgt. Leisure."

(End of Exhibit "B")

EXHIBIT C
Other Assets

Sgt. Leisure, Inc.
Prepaid Expenses and Cash in Stores

Vendor	Amount	Description
Global Trim Labels	3,151.70	Sgt. Leisure Labels 53,000
Valenti Brothers	906.24	transfer books
Pacific Store Planning	1,280.96	3/4 Male & Female Form W/Hanger (Adj)
Guest Informant Maui Quick Guide (Waiea)	1,499.99	September throught November 2003
	<u>6,838.89</u>	

Petty Cash

303	200.00
304	200.00
351	200.00
354	288.45
357	200.00
361	300.00
	<u>1,388.45</u>

Change Fund

303	300.00
304	300.00
351	300.00
354	300.00
357	300.00
361	300.00
	<u>1,800.00</u>

Register Fund

303	400.00
304	400.00
351	400.00
354	500.00
357	400.00
361	400.50
	<u>2,500.50</u>
	<u>12,527.84</u>

(End of Exhibit "C")

**EXHIBIT D
Inventory**

**Sgt. Leisure, Inc.
Ending Inventory 08/31/03**

Class	Description	Ending Units	Ending Retail Dollars
01992	MISC MARKDOWN	-6	-14.57
14100	PROMO S/S TEES	-6	-114.00
14105	PROMO MEN'S TANKS	-3	-45.00
14130	PROMO L/S TEES	-3	-66.00
15100	PROMO S/S M/D TEES	-3	-60.00
15135	PROMO M/D L/S CREW TOPS	-3	-87.00
16104	KIDS TANKS	1,223	18,345.00
16105	KIDS L/S TOP	807	14,461.00
16108	KIDS S/S TOPS	3,678	42,917.50
16120	TANKS	455	8,692.00
16131	PROMO TEES	3,838	60,415.94
16135	S/S TEES	423	8,937.00
16155	l/s tees	71	1,566.00
16156	LADIES L/S TEES	18	396.00
16161	L/S PROMO FLEECE	339	7,241.61
16165	L/S FLEECE	147	3,940.86
16170	FLEECE JACKET	11	89.84
16173	S/S LADIES TEES	1,635	32,358.00
16175	LADIES TANKS	1,605	26,427.00
16177	COVERUP	197	3,938.03
16186	KIDS ROMPER	13	129.87
17100	CAT S/S TEES	0	0.00
17800	CAT ACCESSORIES - SOFT	0	0.00
18125	M/D CAT S/S POLO SHIRTS	1	14.99
19104	M/D KIDS TANKS	29	144.71
19105	M/D KIDS L/S TOPS	17	449.83
19108	M/D KIDS S/S TOPS	239	1,272.65
19120	M/D TANKS	20	107.80
19131	M/D PROMO TEES	197	1,349.74
19135	M/S S/S TEES	168	1,446.37
19155	M/D L/S TEES	3	59.97
19156	M/D LADIES L/S TEES	53	529.47
19161	M/D LS FLEECE	49	603.50
19165	M/D L/S FLEECE	2	49.98
19170	M/D FLEECE JACKETS	2	79.98
19173	M/D S/S LADIES TEES	167	1,513.33
19175	M/D LADIES TANKS	112	1,506.31
19177	M/D COVER-UPS	6	119.94
19186	M/D KIDS ROMPERS	105	1,030.93

Class	Description	Ending Units	Ending Retail Dollars
19999	GENERIC	-163	-1,339.66
36322	LADIES POLO	20	399.80
36325	DRESSES	933	29,201.55
36333	LADIES S/S TOPS	2,198	47,457.29
36335	LADIES S/L TOPS	1,376	27,180.73
36360	LADIES L/S TOPS	1,719	74,992.18
36361	LADIES SHORTS	3,102	67,378.77
36362	CAPRI	1,911	47,545.72
36363	LADIES PANTS	253	7,211.85
36370	LADIES JACKETS	2,062	79,255.86
36375	JOG SUITS	299	10,011.37
36382	KIDS DRESS	239	4,777.61
36388	KIDS BOTTOM	471	4,710.00
39322	M/D LADIES POLOS	34	679.66
39325	M/D DRESSES	220	4,158.81
39333	M/D LADIES S/S TOPS	297	4,793.84
39335	M/D LADIES S/L TOPS	33	419.78
39360	M/D LADIES L/S TOPS	36	1,419.64
39361	M/D LADIES SHORTS	81	759.14
39362	M/D CAPRIS	10	149.90
39363	M/D LADIES PANTS	82	1,174.18
39370	M/D LADIES JACKETS	250	6,122.50
39382	M/D KIDS DRESSES	44	464.56
39388	M/D KIDS BOTTOM	36	179.64
46412	MENS ALOHA SHIRT	2,039	85,769.11
46422	MEN'S POLO	1,327	41,867.92
46431	MEN'S SHORT	1,957	55,619.42
46460	L/S TOPS	320	15,680.00
49412	M/D MEN'S ALOHA SHIRTS	327	7,831.77
49422	M/D MEN'S POLO	74	1,425.46
49431	M/D MEN'S SHORTS	3	69.97
86800	ACCESSORIES-SOFT	617	12,134.75
86820	ACCESSORIES-HARD	7,154	35,734.00
86825	ACCESSORIES-BAGS/TOTE	2,895	44,145.00
86830	ACCESSORIES-JEWELRY	1,943	9,548.00
86860	HEADWEAR	1,200	18,920.88
89820	M/D ACCESSORIES-HARD	14	69.86
89825	M/D ACCESSORIES-BAGS/TOTES	67	-24.00
89860	M/D HEADWEAR	32	164.67
		<u>51,118.00</u>	<u>987,810.11</u>

(End of Exhibit "D")