

FORM PTO-1594
(Rev. 6-93)
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M&G 1260x 7-13-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
California Style, Inc.

Individuals Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other: _____

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

2. Name and address of receiving party(ies):
**GWI/CSI Partnership #2
5857 Owens Avenue
Carlsbad, California 92008**

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: **Re-submission of Declaration/Memorandum of Trademark Assignment - earlier recorded document ID 700080182 wasn't legible.**

Effective Date: **August 1, 2001**

Individual(s) citizenship Association
 General Partnership - California Limited Partnership
 Corporation
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached
 Yes No
 (Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)/ Mark(s)

B. Trademark Reg. No.(s)/Mark(s)
2,428,122 - SPA GEAR

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Anna W. Manville**
 Address: **MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910**

6. Total number of applications and trademarks involved: **1**

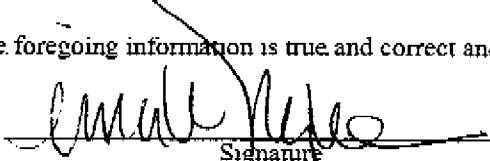
7. Total fee (37 CFR 3.41): **\$40.00**
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: **13-2725**

DO NOT USE THIS SPACE

9. Statement and signature.
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Anna W. Manville
 Name of Person Signing


 Signature

6/04/04
 Date

Total number of pages including cover sheet, attachments, and document: 6

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22333-1450

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DECLARATION/MEMORANDUM OF TRADEMARK ASSIGNMENT

I, Michael Vikesland, hereby declare as follows:

1. I am the President of Monterey Bay Clothing Company ("MBCC"), a Delaware Limited Liability Company, the current owner of Registration No. 2,428,122 for the mark SPA GEAR, (the "Mark").
2. I have been continuously employed by MBCC since May 25, 2001.
3. I was an officer of California Style, Inc., a Delaware corporation and the former owner of the mark SPA GEAR. California Style, Inc. has been dissolved.
4. California Style, Inc. owned all right, title and interest in and to the SPA GEAR mark and Registration No. 2,428,122, and all common law rights associated with the use of the Mark, and the goodwill developed through prior use of the Mark.
5. Pursuant to a certain Partnership Agreement made on August 1, 2001 between Graham Webb International Limited Partnership, a Minnesota Limited Partnership and California Style, Inc., a California General Partnership was created under the name of GW/CSI Partnership #2. GW/CSI Partnership #2 acquired all of California Style, Inc.'s right, title, and interest in and to the SPA GEAR mark, Registration No. 2,428,122, all common law rights associated with the use of the Mark, the goodwill developed through prior use of the Mark, and the portion of the business of California Style, Inc. to which the SPA GEAR mark pertains, said business being ongoing and existing at the time of the assignment.
6. Pursuant to a Contribution and Purchase Agreement dated August 1, 2001 between GW/CSI Partnership #2, a California General Partnership and MBCC, MBCC acquired all of the Partnership's right, title and interest in and to the mark SPA GEAR, the Registration No. 2,428,122 for the Mark, all common law rights associated with the use of the Mark, and the goodwill developed through prior use of the Mark, and the portion of the business to which the SPA GEAR mark pertains, said business being ongoing and existing at the time of the assignment.
7. I now execute this Declaration/Memorandum of Trademark Assignment to confirm and make of record the transfer of ownership in the SPA GEAR mark to MBCC.
8. As an officer of MBCC, I hereby declare that there was a valid assignment of the mark SPA GEAR, together with the goodwill associated with the Mark, Registration 2,428,122, and the portion of the business to which the Mark pertains. Such assignment to MBCC was duly executed on August 1, 2001.

The undersigned further declares that all statements made herein of his own knowledge are true and that all statements made on information and belief and believed to be true; and further that these statements were made with the knowledge that willful false statements and

the like so made are punishable by fine or imprisonment or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or documents or any registration resulting therefrom.

By:  _____
Michael Vikesland

Date: _____

Title: President