

Form PTO-1364
08/31/92U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**To the Honorable Commissioner of Patents and Trademarks:
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

**Ray Hernandez
20 Bennett
Long Beach, California 90803** Limited Liability Company (Utah) Individual Other

Additional name(s) of conveying party(ies) attached?

 Yes No

2. Name and address of receiving party(ies):

**Star City Sportswear, Inc.
530 7th Avenue
New York, New York 10018** Limited Liability Company Individual(s) Public Limited Liability Company Corporation – New YorkIf 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 names(s) & address(es)
attached? Yes No

3. Nature of conveyance:

 Change of Name Security Agreement ASSIGNMENT**Execution Date: July 20, 2004**

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

A. Trademark Application No.(s)

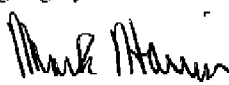
78/348,519

B. Trademark registration No.(s):

Additional numbers attached? Yes No5. Name and Address of party to whom correspondence concerning
document should be mailed:Name: **Mark B. Harrison, Esq.**
Internal Address: **Venable LLP**
Street Address: **P.O. Box 34385
Washington, D.C. 20043**6. Total number of applications involved: 17. Total fee (37 CFR 3.41) **\$40.00** Authorization is granted to deduct the
above-referenced fee from our Deposit Account.8. Deposit account number: **22-0261**(Attach duplicate copy of this page if paying by deposit
account)

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.***Mark B. Harrison, Esq.**
Name of Person Signing
Signature**July 21, 2004**

Date

Total number of pages comprising cover sheet: 2

41577-205691

TRADEMARK

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A S S I G N M E N T

WHEREAS, Ray Hernandez, a citizen of the United States having his address at 20 Bennett, Long Beach, California 90803 (hereinafter "Assignor"), is the owner of United States Trademark Application Serial No. 78/348,519 filed January 6, 2004 for the mark Star Jeans and of the trademark shown in said application, and of the goodwill of the business symbolized by said mark;

AND WHEREAS, Star City Sportswear, Inc., a New York corporation having an address at 530 7th Avenue, New York, New York 10018 (hereinafter "Assignee"), is desirous of acquiring the entire right, title and interest in and to the said United States trademark application, and the trademark shown in said application, the goodwill of the business symbolized by said mark, and the right to conduct business in the United States under the mark;

AND WHEREAS, Assignee has filed Application Serial No. 78/348,519 based upon the allegation of use of the mark in commerce since December 1, 2003;

NOW THEREFORE, for One Dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign, sell and transfer unto the said Assignee the entire right, title and interest in and to the said United States trademark application, and the trademark shown in the said application together with the goodwill of the business symbolized by said mark, the right to sue for past infringement, and the right of Assignor to conduct business under said trademark.

Done, this 20 day of July, 2004.

Signature: _____


Ray Hernandez