

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BT Acquisition, LLC		02/13/2004	limited liability company: DELAWARE

RECEIVING PARTY DATA

Name:	Neema Clothing, Ltd.
Street Address:	1350 Avenue of the Americas
Internal Address:	23rd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	1290207	BRAVINI
Registration Number:	1279052	COLONY PARK
Registration Number:	1284406	FLEXTRON
Registration Number:	1283412	GEMINI BY HIGGINS
Registration Number:	1117334	HIGGINS
Registration Number:	907216	HILTON CLUB
Registration Number:	1302766	MEGAFLEX
Registration Number:	1285334	ROCKHORN
Registration Number:	1646902	STONELEIGH

CORRESPONDENCE DATA

Fax Number: (212)884-8464
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-835-6164
 Email: nytrademarks@piperrudnick.com

**TRADEMARK
 REEL: 002951 FRAME: 0609**

CH \$240.00 1290207

Correspondent Name: Monica P. McCabe
Address Line 1: 1251 Avenue of the Americas
Address Line 2: 38th Floor
Address Line 4: New York, NEW YORK 10020-1104

ATTORNEY DOCKET NUMBER:	25537-20 (BT ACQ)
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NAME OF SUBMITTER:	Monica P. McCabe
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Total Attachments: 3 source=BT_Acqui#page1.tif source=BT_Acqui#page2.tif source=BT_Acqui#page4.tif

TRADEMARK ASSIGNMENT

ASSIGNOR: BT Acquisition, LLC, a Delaware limited liability company

ASSIGNEE: Neema Clothing, Ltd., a New York corporation

MARKS: See Exhibit A

REGISTRATION NOS: See Exhibit A

This Trademark Assignment (the "Assignment") is made this 13th day of February, 2004 by and between BT Acquisition, LLC, a Delaware limited liability company (the "Assignor") and Neema Clothing, Ltd., a New York corporation (the "Assignee").

WHEREAS, the Assignor is the sole owner of the entire right, title and interest in and to the trademarks set forth on Exhibit A attached hereto and incorporated herein by reference (collectively, the "Trademarks"), which Trademarks have been registered in the United States Patent and Trademark Office; and

WHEREAS, the Assignor desires to sell, transfer and assign to the Assignee and the Assignee desires to accept from the Assignor all of the Assignor's right, title and interest in and to the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Assignor hereby sells, transfers and assigns to the Assignee, its successors and assigns, the Assignor's entire right, title and interest in and to the Trademarks, together with: (i) all registrations thereof and rights corresponding thereto in the United States of America and throughout the world; (ii) the right to sue for and recover damages and profits from past or future infringements thereof; (iii) all of the goodwill of the business in connection with which the Trademarks are used and which are symbolized by the Trademarks; and (iv) the right

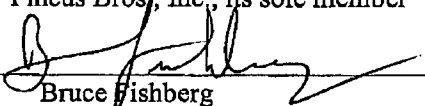
to secure renewals, reissues and extensions of the Trademarks or registrations of the Trademarks in the United States of America or throughout the world.

The Assignor covenants and agrees that it will, whenever so requested by the Assignee, execute and deliver such further instruments and take such other actions as the Assignee may reasonably require or as may be necessary or convenient for vesting in the Assignee the full benefit of all of the rights and premises hereby assigned and/or provide evidence to support any of the foregoing in the event such evidence is in the possession or under the control of the Assignor.

The Commissioner of Patents and Trademarks is hereby respectfully requested to record this Assignment in the United States Patent and Trademark Office and index same against the files of registrations herein described.

BT ACQUISITION, LLC

By: Pincus Bros, Inc., its sole member

By: 
Bruce Fishberg
Chief Executive Officer



STATE OF PENNSYLVANIA)) SS:
COUNTY OF Philadelphia)

On this 13th day of February, 2004, before me appeared Bruce Fishberg, to me personally known, who, being by me duly sworn did say that he is the Chief Executive Officer of Pincus Bros., Inc., a Pennsylvania corporation, the sole member of BT Acquisition, LLC and that the foregoing instrument was signed on behalf of said limited liability company, by authority of its sole member, and Bruce Fishberg acknowledged said instrument to be the free act and deed of said limited liability company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Notarial Seal
Charles J. Schnelder, Notary Public
Philadelphia, Philadelphia County
My Commission Expires Sept. 20, 2004
Member, Pennsylvania Association of Notaries

EXHIBIT A

Trademarks Assigned

<u>Trademark</u>	<u>Filing Date</u>	<u>Registration Date</u>	<u>Registration No.</u>
Bravini	August 14, 1984	August 14, 1994	1,290,207
Colony Park	May 22, 1984	May 22, 1994	1,279,052
Flextron	July 3, 1984	July 3, 1994	1,284,406
Gemini by Higgins	June 26, 1984	June 26, 1994	1,283,412
Higgins	May 1, 1979	May 1, 1999	1,117,334
Hilton Club	February 2, 1971	August 2, 2001	907,216
Mexaflex	October 30, 1984	October 30, 1994	1,302,766
Rockhorn	July 10, 1984	June 10, 1994	1,285,334
Stoneleigh	June 4, 1991	June 4, 2001	1,646,902