

ASSIGNMENT

WHEREAS, **ACTIVE APPAREL GROUP, INC.**, a Delaware corporation with a mailing address at 1350 Broadway, Suite 2300, New York, New York 10018 (hereinafter, "ASSIGNOR") was the owner of all right, title and interest in and to the below listed trademarks which have been filed and/or registered at the United States Patent and Trademark Office, particulars of which are as follows:

| <u>Trademarks</u> | <u>Registration Nos.</u> |
|--------------------------|---------------------------------|
| AAG and Design | 2,366,106 |
| MICROPLEX | 2,351,741 |

(hereinafter referred to as the "Marks");

WHEREAS, **EVERLAST WORLD'S BOXING HEADQUARTERS CORPORATION**, a New York corporation with a mailing address at 1350 Broadway, Suite 2300, New York, New York 10018, the successor to the business of the ASSIGNOR, or portion thereof, to which the Marks pertain, which is ongoing and existing, was desirous of acquiring the aforesaid Marks, together with the goodwill of the business symbolized by the Marks;

WHEREAS, by agreement **EVERLAST WORLD'S BOXING HEADQUARTERS CORPORATION** received the entire right, title, and interest in and to the aforesaid Marks, together with the goodwill of the business symbolized thereby; and

WHEREAS, the parties hereto are desirous of executing a document for purposes of recordation at the United States Patent and Trademark Office recording title in and to the aforesaid Marks in the name of **EVERLAST WORLD'S BOXING HEADQUARTERS CORPORATION**

NOW, THEREFORE, for and in consideration of good and valuable consideration to it paid, the receipt and sufficiency of which are hereby acknowledged, said ASSIGNOR hereby acknowledges and confirms its prior said transfer, and does hereby sell, assign, and transfer unto said **EVERLAST WORLD'S BOXING HEADQUARTERS CORPORATION** the successor to the business of the ASSIGNOR, or portion thereof, to which the Marks pertain, which is ongoing and existing, all rights, title and interest in and to said Marks, including the applications and registrations thereof and the Certificates of Registration duly and legally issued therefor, and any and all renewals thereof for the Marks, together with the goodwill of the business symbolized thereby, and further including, without limitation, all claims for damages by reason of past infringement and the right to sue for and the right to collect the same for its own use and behoof, and for the use and behoof of their successors, assigns, or legal representatives and the right to defend the Marks and the applications and registrations thereof.

ASSIGNOR REPRESENTS AND WARRANTS that it has the full right, power and authority to make this assignment, and that it has not granted and will not grant any assignment or other encumbrance of the Marks to any third party.

ACTIVE APPAREL GROUP, INC.

BY: *Hal Worshtam*

NAME: HAL WORSHTAM

TITLE: SENIOR VICE PRESIDENT

DATE: November 9, 2004