



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

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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): RMKT, LLC. 6-7-04. Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other limited liability company. Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Monterey Bay Clothing Company, Inc. Internal Address: Street Address: 3740 E. 34th Street City: Tucson State: AZ Zip: 85713. Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other. If 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 name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment, Merger, Security Agreement, Change of Name, Other. Execution Date: 02/06/2004

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 78/242057; B. Trademark Registration No.(s) 1791141; 2428122; 2823666. Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Johanna Schmitt, Esq. Internal Address: O'Melveny & Myers LLP. Street Address: Times Square Tower 7 Times Square. City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 4. 7. Total fee (37 CFR 3.41): \$ 115.00. Enclosed, Authorized to be charged to deposit account. 8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Johanna Schmitt, Esq. Name of Person Signing. Signature: Johanne Schmitt. Date: June 4, 2004. Total number of pages including cover sheet, attachments, and document: 4

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

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06-07-2004

TRADEMARK U.S. Patent & TMO/TM Mail Rcpt Dt. #11 REEL: 002992 FRAME: 0883

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the "Trademark Assignment") is made and entered into this 6th day of February, 2004 (the "Effective Date") by and between RMKT, LLC, a Delaware limited liability company, formerly known as Monterey Bay Clothing Company, LLC, a Delaware limited liability company ("Assignor"), and Monterey Bay Clothing Company, Inc., a Delaware corporation ("Assignee").

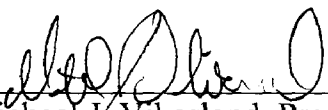
Assignor desires to transfer and assign to Assignee and Assignee desires to accept from Assignor the trademarks, and any and all registrations and use-based applications for registration pertaining thereto, listed in the attached Schedule A, together with the goodwill of any business connected to and symbolized by such trademarks ("Trademarks").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby irrevocably assigns, conveys and transfers to Assignee all of Assignor's worldwide right, title and interest in and to the Trademarks.

Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to this Trademark Assignment are more fully set forth in the Asset Purchase Agreement, dated as of January 29, 2004, among Arizona Mail Order Company, Inc. (that has assigned its rights to Assignee), Assignor and Robert Taylor, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

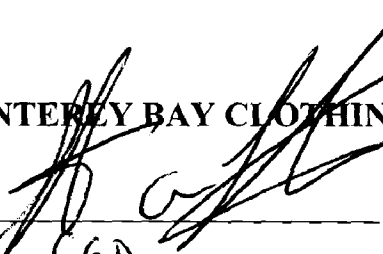
IN WITNESS WHEREOF, the parties hereto have duly executed this Trademark Assignment as of the day and year first above written.

RMKT, LLC, formerly known as MONTEREY BAY CLOTHING COMPANY, LLC



Michael J. Vikesland, President

MONTEREY BAY CLOTHING COMPANY, INC.

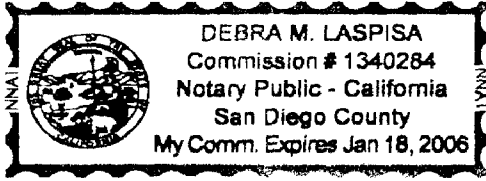
By: 

Title: CEO

STATE OF CALIFORNIA)
COUNTY OF SAN DIEGO)

The foregoing instrument was acknowledged before me this 12th day of February, 2004, by Michael J. Vikesland, President of RMKT, LLC, formerly known as Monterey Bay Clothing Company, LLC, on behalf of RMKT, LLC, formerly known as Monterey Bay Clothing Company, LLC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public in and for
California

[SEAL]

My Commission Expires: Jan. 18, 2006

Debra M Laspisa

Schedule A

Mark	Country of Filing	Serial Number	Filing Date	Registration Number	Registration Date
MONTEREY BAY CLOTHING COMPANY	United States	78/242057	April 25, 2003		
SPA GEAR	United States	74/176052	June 14, 1991	1791141	August 31, 1993
SPA GEAR	United States	75/783604	August 24, 1999	2428122	February 13, 2001
WHATEVER IT TAKES	United States	76021791	April 10, 2000	2823666	March 16, 2004

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