

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	11/24/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Amerex Group Inc.		11/24/2004	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	Gerry USA, LLC
Street Address:	1375 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	Limited Liability Company: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Serial Number:	78374308	G FLX

**CORRESPONDENCE DATA**

Fax Number: (212)682-0200  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2128806360  
 Email: lederer@torys.com  
 Correspondent Name: Louis S. Ederer  
 Address Line 1: 237 Park Avenue  
 Address Line 2: Torys LLP  
 Address Line 4: New York, NEW YORK 10017-3142

NAME OF SUBMITTER:	Alisa Cahan
Signature:	/alisacahan/
Date:	12/21/2004

CH \$40.00 78374308

**Total Attachments: 4**

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## ASSIGNMENT

THIS TRADEMARK ASSIGNMENT, effective as of November 24, 2004 (hereinafter the "EFFECTIVE DATE"), by and between **AMEREX GROUP INC.** ("ASSIGNOR") and **GERRY USA, LLC** ("ASSIGNEE").

WHEREAS, ASSIGNOR, a corporation organized and existing under the laws of New York, with an address at 350 Fifth Avenue, Suite 1435, New York, New York 10118, U.S.A., is the owner in the United States of all right, title and interest in and to the trademarks identified on Schedule A attached hereto and incorporated herein, together with any and all registrations and/or applications for such trademarks in the U.S. Patent and Trademark Office and the goodwill related thereto (hereinafter collectively identified as the "TRADEMARKS"); and

WHEREAS, ASSIGNEE, a limited liability company organized and existing under the laws of Delaware with an address at 1375 Broadway, New York, New York 10018, is desirous of acquiring all right, title and interest in and to the TRADEMARKS, together with all goodwill related thereto; and

WHEREAS, ASSIGNOR has agreed to assign to ASSIGNEE the entire right, title and interest in the United States of America and Canada ASSIGNOR has or may have, in and to the TRADEMARKS, together with the goodwill of the business symbolized thereby and associated therewith.

NOW, THEREFORE, for good and valuable consideration, receipt of which is acknowledged, effective as of the EFFECTIVE DATE, said ASSIGNOR does hereby assign and transfer unto ASSIGNEE its entire right, title and interest in and to the TRADEMARKS for all goods and services together with any and all registrations and/or applications for such

trademarks in the U.S. Patent and Trademark Office, and the related goodwill of the business symbolized by and associated with said TRADEMARKS.

ASSIGNOR agrees to cooperate in executing any further documents necessary for recordation in any governmental office or agency and/or to otherwise give effect to the purpose of this Assignment; and any associated costs shall be paid by ASSIGNEE.

ASSIGNOR represents and warrants to ASSIGNEE that, as of the EFFECTIVE DATE, each of the TRADEMARKS: have been in continuous use in interstate commerce in the United States since at least as early as the first use dates identified in any and all registrations and/or applications for such trademarks in the U.S. Patent and Trademark Office; are still in use; are free and clear of all liens, security agreements and claims; are not known to infringe upon the rights of any third party; that each one of the registrations for the TRADEMARKS identified in Schedule A hereto is valid and in full force and effect; and that ASSIGNOR has the authority to assign the TRADEMARKS and to make this Assignment.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK; SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the parties hereto have duly executed this Assignment  
as of the EFFECTIVE DATE.

ASSIGNOR

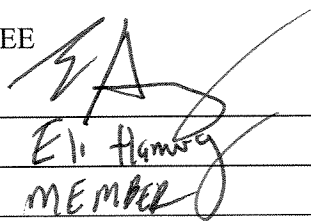
AMEREX GROUP INC.

By: 

Name: Frederick R. Shvetz

Title: Chairman

ASSIGNEE

By: 

Name: Eli Hamry

Title: MEMBER

[Signature Page to Assignment from Amerex Group Inc. to Gerry USA, LLC—USA]

SCHEDULE A

Mark

App./Reg. No.

G FLX AND DESIGN

78/374308/PENDING