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Tab settings

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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):
The Sirena Apparel Group, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Eliot Roberts and Susan Naber
Internal
Address: _____
Street Address: 4240 Fulton Avenue, Suite 108
City: Studio City State: CA Zip: 91604

Individual(s) citizenship United States
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 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 Transfer Statement

Execution Date: 07/23/2004

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

 Additional number(s) attached Yes No

B. Trademark Registration No.(s) 664,456

 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: George M. Borababy, Esq.
 Internal Address _____

 Street Address: Patton Boggs LLP
2550 M Street, NW
 City: Washington State: DC Zip: 20037

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-0709

DO NOT USE THIS SPACE

9. Signature

George M Borababy August 9, 2004
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document 3

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

08/11/2004 LNUELLER 00000100 500709 664456
01 FC:8521 40.00 BA

700156851

TRADEMARK
REEL: 003047 FRAME: 0275

**TRANSFER STATEMENT
UNDER CALIFORNIA COMMERCIAL CODE
SECTION 9619**

1. The Sirena Apparel Group, Inc., a Delaware corporation ("Debtor"), and Foothill Capital Corporation (now known as Wells Fargo Foothill, Inc.), a California corporation ("Secured Party"), entered into a certain Loan and Security Agreement, dated as of September 5, 2000 (as amended, restated, modified, renewed or extended from time to time "Loan Agreement"), pursuant to which Debtor granted to Secured Party a security interest in (among other things) all of Debtor's general intangibles, including, but not limited to, the Collateral (as hereinafter defined), as security for the payment and performance of certain obligations described in the Loan Agreement.

2. Pursuant to the Loan Agreement, and as further evidence of, and to effectuate, Secured Party's security interests in certain trademarks and other general intangibles, Debtor executed and delivered to and in favor of Secured Party a Trademark Security Agreement, dated as of October 24, 2000 ("Trademark Security Agreement"), by which Debtor granted to Secured Party a continuing security interest in all of Debtor's right, title and interest in and to (among other things) the trademark JEZEBEL ("Mark"), all goodwill of Debtor's business symbolized by such Mark, and United States Trademark Registration No. 664,456 for such Mark ("Registration" and, collectively with such Mark and such goodwill, "Collateral"), which Trademark Security Agreement has been recorded in the United States Patent & Trademark Office at Reel 2184, Frame 572.

3. Debtor subsequently defaulted in connection with one or more of the obligations secured by the Collateral.

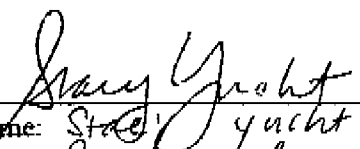
4. Secured Party has exercised its post-default remedies with respect to the Collateral, including disposing of the Collateral pursuant to Section 9610 of the California Commercial Code.

5. By reason of the exercise by Secured Party of such post-default remedies, Eliot Roberts and Susan Naber ("Transferees") have acquired the rights of Debtor in the Collateral.

6. The mailing address of Secured Party is 2450 Colorado Avenue, Suite 3000 West, Santa Monica, California 90404. The last-known mailing address of Debtor is 2825 South Santa Fe Avenue, Vernon, California 90058. The last-known mailing address of Transferees is 4240 Fulton Avenue, Suite 108, Studio City, California 91604.

FOOTHILL CAPITAL CORPORATION
(now known as Wells Fargo Foothill, Inc.)
("Secured Party")

By:


Name: Gary Yacht

Title: Sr. Vice President

July 23, 2004