

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Gem-Dandy, Inc.		05/11/2005	CORPORATION: NORTH CAROLINA

RECEIVING PARTY DATA

Name:	San Marco Int'l Inc.
Street Address:	2711 Centerville Road
Internal Address:	Suite 400
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19808
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	76552792	DANBURY ACCESSORIES
Registration Number:	0853922	DANBURY
Registration Number:	0737940	DANBURY
Registration Number:	2258930	LYNTONE
Registration Number:	0807295	BBOC BIG BELT ON CAMPUS
Registration Number:	0796419	FEMLIN
Registration Number:	0705285	NEW YORK
Registration Number:	0247541	"GEMCO"

CORRESPONDENCE DATA

Fax Number: (336)378-5400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3363785468
 Email: wanda.armstrong@smithmoorelaw.com

CH \$215.00 76552792

Correspondent Name: Wanda Armstrong
Address Line 1: Smith Moore LLP
Address Line 2: P.O. Box 21927
Address Line 4: Greensboro, NORTH CAROLINA 27420

NAME OF SUBMITTER:	Wanda Armstrong
Signature:	/wanda/
Date:	05/13/2005

Total Attachments: 2
source=GEM-DANDY#page1.tif
source=GEM-DANDY#page2.tif

TRADEMARK ASSIGNMENT

This Trademark Assignment (the "Assignment") is made from Gem-Dandy Inc., a North Carolina corporation whose principal place of business is P.O. Box 657, Madison, NC 27025 (the "Seller"), to San Marco Int'l Inc., a Delaware corporation, whose principal place of business is Suite 400, 2711 Centerville Road, Wilmington, Delaware 19808 (the "Buyer").

Seller desires to assign to Buyer all of Seller's right, title and interest in and to the trademarks and/or service marks (the "Marks") set forth on Schedule 5 to the Asset Purchase Agreement entered into between the Seller and Buyer as of May 11, 2005 (the "Asset Purchase Agreement"), which Schedule is attached hereto as Exhibit A, together with the good will of the business pertaining thereto.

In consideration for entering into the Asset Purchase Agreement and for other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Seller does hereby assign, transfer, grant, sell and otherwise convey to Buyer all of Seller's right, title and interest in and to the Marks, including all common law rights therein, applications to register therefor, together with the good will of the business symbolized by the Marks and all claims for damages by reason of past infringements of the Marks with the right to sue for and collect the same for its own use and benefit, and for the use and on behalf of its successors, assigns and other legal representatives.

GEM DANDY INC.

Dated: 5/11/05
By: Brad Penn
Name: BRAD PENN
Title: President

State of North Carolina)
County of) ss:

Before me personally appeared said Brad Penn and acknowledged the foregoing instrument to be his free act and deed this 11th day of May, 2005.

Leslie B. Madden
(Notary Public) My Commission Expires: 2-26-2009

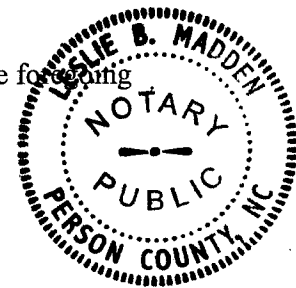


EXHIBIT A

To Trademark Assignment

“Gem-Dandy” trademark: (no longer trademarked)
“Danbury” trademark: US PTO serial number 72214258
“Danbury” trademark: US PTO serial number 72120403
“Danbury Accessories” trademark: US PTO serial number 76552792
“Lyntone” trademark: US PTO serial number 75406331
“BBOC Big Belt on Campus” trademark: US PTO serial number 72203282
“Femlin” trademark: US PTO serial number 72170829
“New York” trademark: US PTO serial number 72092842
“Gemco” trademark: US PTO serial number 71264515