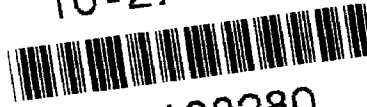
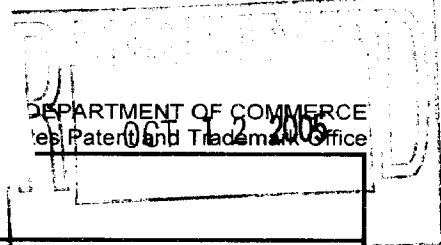


10-27-2005



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RECORD
TRA

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
Ocean Minded Sandals, Inc.

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

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes No

Additional names, addresses, or citizenship attached? Yes No

Name: Ocean Minded, Inc.
Internal _____
Address: _____
Street Address: 201 Calle De Los Molinos
City: San Clemente
State: California
Country: USA Zip: 92672

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship USA
 Other _____ Citizenship _____

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) Filed 06/25/2004 with CA Sec of State

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____
B. Trademark Registration No.(s) _____
U.S. Registration No. 228012 and
U.S. Registration No. 1861059

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
Ocean Minded (U.S. Registration No. 228012)
Trac-Top (U.S. Registration No. 1861059)

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Stephanie E. Allen
Internal Address: _____
Street Address: McAndrews, Allen & Matson
2040 Main Street, 9th Floor
City: Irvine
State: CA Zip: 92614
Phone Number: (949) 955-3334
Fax Number: (949) 955-3723
Email Address: sea@mamlawfirm.com

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40+\$25=\$65

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed 01/01/2005 LNUELLER 00000022 228012

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____
10/25/2005 LNUELLER 00000022 228012

b. Deposit Account Number _____
01 FC:8521 40.00 00
Authorized User Name _____

9. Signature: 07/07/2005
Signature Date

Stephanie E. Allen
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 1

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

ASSIGNMENT OF TRADEMARKS AND INTERNET DOMAIN NAME

THIS ASSIGNMENT OF TRADEMARKS (this "Assignment") is made as of May 2, 2005, by Ocean Minded, Inc., a California corporation, formerly known as Ocean Minded Sandals, Inc. ("Assignor"), in favor of Ocean Minded, LLC, a California limited liability company ("Assignee").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby mutually agree as follows:

1. Assignment of Trademarks. Assignor hereby assigns, transfers, sets over and delivers to Assignee, free and clear of all liens, encumbrances, security interests, charges and adverse claims except those liens, encumbrances, security interests, charges and adverse claims held by OM South Investment, LLC and Innovate Partners, Inc. on the date hereof, Assignor's entire right, title, interest, privileges, powers and benefits, for the United States and all foreign countries, in and to any and all trademarks, service marks, logos and, other marks, and any application therefor, along with the right to recover for damages and profits for any infringements thereof, including without limitation the trademarks and service marks listed on the attached Annex A (collectively, the "Marks"), which assignment is made in connection with Assignee's acquisition of Assignor's business, and all goodwill associated therewith.

2. Assignment of Domain Name. Assignor hereby assigns, transfers, sets over and delivers to Assignee all of Assignor's right, title, interest, privileges, powers and benefits in, to and under the domain name "www.oceanminded.com," free and clear of all liens, encumbrances, security interests, charges and adverse claims.

3. Acknowledgement of Expanded Mark. It is acknowledged that Assignee filed an application to expand the trademark listed on Annex A on October 14, 2004, Serial Number 78499677, and such expanded trademark, to the extent not previously assigned to Assignee, is hereby assigned.

4. No Prior Assignments. Assignor hereby represents and warrants to, and covenants with, Assignee that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been made to others by Assignor, and that full right to convey the same as herein expressed is possessed by Assignor.

5. Further Actions. Assignor agrees to execute and deliver at the request of Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts Assignee may require in order to vest all of Assignor's rights, title, and interest in and to the Marks in Assignee and/or to provide evidence to support any of the foregoing in the event such

**ANNEX A
TO
ASSIGNMENT OF TRADEMARKS**

List of Trademarks

1. OCEAN MINDED (U.S. Registration No. 228012, Registered September 28, 1999)
2. TRAC-TOP (U.S. Registration No. 1,861,059, issued November 1, 1994)