

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Blue Marlin Corp.		08/14/2006	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Capital Factors, LLC
Street Address:	700 South Flower Street, Suite 2001
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90017
Entity Type:	LIMITED LIABILITY COMPANY:

**PROPERTY NUMBERS Total: 21**

Property Type	Number	Word Mark
Serial Number:	78680617	BLUE MARLIN
Registration Number:	2671863	BLUE MARLIN
Registration Number:	2408486	BLUE MARLIN
Registration Number:	2354501	BLUE MARLIN
Registration Number:	2639177	BLUE MARLIN FIVE STAR VINTAGE
Registration Number:	2658876	FIVE STAR VINTAGE
Serial Number:	78206798	BROOKLYN SURPLUS CORP.
Serial Number:	78680642	
Serial Number:	78658193	ROMA FIDES HONORIS VIRTUS
Serial Number:	78643382	
Serial Number:	78567788	BLUE MARLIN BY PANAMA JACK BRANDS
Serial Number:	78423274	
Serial Number:	78363076	
Serial Number:	78203345	RANGER FIVE STAR ADVANTAGE

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Registration Number:	2656473	
Serial Number:	78409251	BRONX SUPPLY CORP. KING OF THE BRONX
Serial Number:	78493043	ROMA INDUSTRIA
Serial Number:	78409262	
Serial Number:	78635924	
Serial Number:	78418854	ROMA ATLETICA
Serial Number:	78725637	ROMA ATLETICA

**CORRESPONDENCE DATA**

Fax Number: (213)630-5728  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 213-891-5011  
Email: jhawke@buchalter.com  
Correspondent Name: Jody Hawke  
Address Line 1: 1000 Wilshire Boulevard, Suite 1500  
Address Line 4: Los Angeles, CALIFORNIA 90017-2457

ATTORNEY DOCKET NUMBER:	C1154-0075
NAME OF SUBMITTER:	Jody Hawke
Signature:	/Jody Hawke/
Date:	08/15/2006

Total Attachments: 3  
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**MEMORANDUM OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

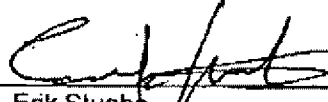
BLUE MARLIN CORP., a California corporation, whose address is 299 Kansas Street, San Francisco, California 94103 (the "Company") hereby acknowledges that it has granted to CAPITAL FACTORS, LLC whose address is 700 South Flower Street, Suite 2001, Los Angeles, California 90017 ("Lender"), a security interest in and to all of the Company's right, title and interest in and to: (a) the trademark and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"), together with the goodwill and assets of the business.

The terms and conditions of the aforementioned security interest are contained in that certain Factoring Agreement dated as of June 30, 2006 (the "Agreement"), between the Company, and Secured Party, among others, and other agreements referred to therein. Nothing contained in this Memorandum of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other or future collateral described in the Agreement or otherwise.


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14th IN WITNESS WHEREOF, the undersigns have duly executed this document as of the day of August, 2006.

BLUE MARLIN CORP.,  
a California corporation

By:   
Erik Stuebs  
Title: President

ROMA ATLETICA, S.R.L.,  
a company organized under the laws of Italy

By:   
Erik Stuebs  
Title: President

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Memorandum Of Security Interest In Intellectual Property

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TRADEMARK  
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**EXHIBIT A**  
**TRADEMARKS**

No.	Liens/Status	Owner	Trademark	Reg. No./ Serial No.	Reg. Date/ File Date
1.	Pending	Blue Marlin Corp.	Blue Marlin	78-680,617	July 28, 2005
2.	Registered	Blue Marlin Corp.	Blue Marlin and Design	2,671,863	January 7, 2003
3.	Registered	Blue Marlin Corp.	Blue Marlin and Design	2,408,486	November 28, 2000
4.	Registered	Blue Marlin Corp.	Blue Marlin	2,354,501	June 6, 2000
5.	Registered	Blue Marlin Corp.	Blue Marlin Five Star Vintage	2,639,177	October 22, 2002
6.	Registered	Blue Marlin Corp.	Five Star Vintage and Design	2,658,876	December 10, 2002
7.	Pending	Blue Marlin Corp.	Brooklyn Surplus Corp.	78-206,798	January 24, 2003
8.	Pending	Blue Marlin Corp.	Design Only	78-680,642	July 28, 2005
9.	Pending	Blue Marlin Corp.	Roma Fides Honoris Virtus	78-658,193	June 24, 2005
10.	Pending	Blue Marlin Corp.	Design Only	78-643,382	June 3, 2005
11.	Pending	Blue Marlin Corp.	Blue Marlin by Panama Jack Brands	78-567,788	February 15, 2005
12.	Pending	Blue Marlin Corp.	Design Only	78-423,274	May 21, 2004
13.	Pending	Blue Marlin Corp.	Design Only	78-363,076	February 5, 2004
14.	Pending	Blue Marlin Corp.	Ranger Five Star Advantage	78-203,345	January 15, 2003
15.	Registered	Blue Marlin Corp.	Design Only	2,656,473	December 3, 2002
16.	Pending	Roma Atletica S.R.L.	Bronx Supply Corp. King of the Bronx	78-409,251	April 28, 2004
17.	Pending	Roma Atletica S.R.L.	Roma Industria	78-493,043	October 1, 2004
18.	Pending	Roma Atletica S.R.L.	Design Only	78-409,262	April 28, 2004
19.	Pending	Roma Atletica S.R.L.	Design Only	78-635,924	May 24, 2005
20.	Pending	Roma Atletica S.R.L.	Roma Atletica	78-725,637	October 3, 2005
21.	Pending	Roma Atletica S.R.L.	Roma Atletica	78-418,854	May 14, 2004