

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 Marin Corp.		08/14/2006	CORPORATION: CALIFORNIA
Roma Atletica S.P.L.`		08/14/2006	CORPORATION: ITALY

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Serial Number:	78363076	
Registration Number:	2656473	
Serial Number:	78493043	ROMA INDUSTRIA
Serial Number:	78409262	
Serial Number:	78680617	BLUE MARLIN
Registration Number:	2671863	BLUE MARLIN
Registration Number:	2408486	BLUE MARLIN
Registration Number:	2354501	BLUE MARLIN
Serial Number:	78635924	
Serial Number:	78206798	BROOKLYN SURPLUS CORP.
Registration Number:	2639177	BLUE MARLIN FIVE STAR VINTAGE
Registration Number:	2658876	FIVE STAR VINTAGE
Serial Number:	78680642	

CH \$515.00 78363076

Serial Number:	78658193	ROMA FIDES HONORIS VIRTUS
Serial Number:	78643382	
Serial Number:	78567788	BLUE MARLIN BY PANAMA JACK BRANDS
Serial Number:	78423274	
Serial Number:	78409251	BRONX SUPPLY CORP. KING OF THE BRONX
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: 2138915011
Email: jhawke@buchalter.com
Correspondent Name: Jody Hawke
Address Line 1: 1000 Wilshire Boulevard, Suite 1500
Address Line 4: Los Angeles, CALIFORNIA 90017

ATTORNEY DOCKET NUMBER:	C1154-0075
NAME OF SUBMITTER:	Jody Hawke
Signature:	/Jody Hawke/
Date:	08/22/2006

Total Attachments: 3
source=capfac-blmar-roma#page1.tif
source=capfac-blmar-roma#page2.tif
source=capfac-blmar-roma#page3.tif

**MEMORANDUM OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

BLUE MARLIN CORP., a California corporation and ROMA ATLETICA S.P.L., a company organized under the laws of Italy (collectively, the "Companies"), located at 299 Kansas Street, San Francisco, California 94103, hereby acknowledge that they have 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 Companies' 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 the Companies (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 Companies 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.

[Remainder of page intentionally left blank]

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 Stuebe

Title: _____

President

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

By: _____

Erik Stuebe

Title: _____

President

S-1

Memorandum Of Security Interest In Intellectual Property

BN 929292v2

From: 4152529666 Page: 2/2 Date: 8/10/2006 9:39:11 PM

TRADEMARK

REEL: 003375 FRAME: 0166

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