

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Blue Marlin Corp.		08/14/2006	CORPORATION: CALIFORNIA
Roma Atletica S.P.L.		08/14/2006	CORPORATION: ITALY
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Capital Factors, LLC		
<b>Street Address:</b>	700 South Flower Street, Suite 2001		
<b>City:</b>	Los Angeles		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90017		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78203345	RANGER FIVE STAR ADVANTAGE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(213)630-5728		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	213-891-5011		
<b>Email:</b>	jhawke@buchalter.com		
<b>Correspondent Name:</b>	Jody Hawke		
<b>Address Line 1:</b>	1000 Wilshire Boulevard, Suite 1500		
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90017-2457		
<b>ATTORNEY DOCKET NUMBER:</b>	C1154-0075		
<b>NAME OF SUBMITTER:</b>	Jody Hawke		
<b>Signature:</b>	/Jody Hawke/		
<b>Date:</b>	09/05/2006		

CH \$40.00 78203345

Total Attachments: 3

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**MEMORANDUM OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

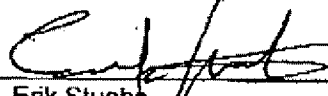
BLUE MARLIN CORP., a California corporation and ROMA ATLETICA S.P.L., a company organized under the laws of Italy (collectively, the "Companies"), located at 299 Kansas Street, San Francisco, California 94103, hereby acknowledge that they have granted to CAPITAL FACTORS, LLC whose address is 700 South 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.

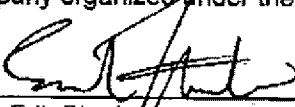
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14th IN WITNESS WHEREOF, the undersigns have duly executed this document as of the day of August, 2006.

BLUE MARLIN CORP.,  
a California corporation

By:   
Erik Stuebe  
Title: President

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

By:   
Erik Stuebe  
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