

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                              |  |
|------------------------------|--|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT                               |
| <b>NATURE OF CONVEYANCE:</b> | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

**CONVEYING PARTY DATA**

| Name                  | Formerly | Execution Date | Entity Type                         |
|-----------------------|----------|----------------|-------------------------------------|
| CJ Apparel Group, LLC |          | 04/04/2008     | LIMITED LIABILITY COMPANY: DELAWARE |

**RECEIVING PARTY DATA**

|                        |                                     |
|------------------------|-------------------------------------|
| <b>Name:</b>           | B(r)and Matter, LLC                 |
| <b>Street Address:</b> | 1599 Post Road East                 |
| <b>City:</b>           | Westport                            |
| <b>State/Country:</b>  | CONNECTICUT                         |
| <b>Postal Code:</b>    | 06880                               |
| <b>Entity Type:</b>    | LIMITED LIABILITY COMPANY: DELAWARE |

**PROPERTY NUMBERS Total: 44**

| Property Type        | Number  | Word Mark              |
|----------------------|---------|------------------------|
| Registration Number: | 3032684 |                        |
| Registration Number: | 3032685 |                        |
| Registration Number: | 3083238 |                        |
| Registration Number: | 3096057 |                        |
| Registration Number: | 3199184 |                        |
| Registration Number: | 3058062 |                        |
| Registration Number: | 3096056 |                        |
| Registration Number: | 2845458 | CARIBBEAN JOE          |
| Registration Number: | 3112291 | CJ BLUE                |
| Registration Number: | 3009211 | DISCOVER PARADISE      |
| Registration Number: | 3009212 | DISCOVER PARADISE      |
| Registration Number: | 3083232 | DISCOVER PARADISE      |
| Registration Number: | 3118576 | DNA IT'S IN YOUR GENES |
| Registration Number: | 2845660 | HAVANA JACK'S CAFE     |

CH \$1115.00 3032684

|                      |          |                                 |
|----------------------|----------|---------------------------------|
| Registration Number: | 3143638  | HAVANA JACK'S CAFE              |
| Registration Number: | 3173187  | IN FOCUS                        |
| Registration Number: | 3088001  | JAMAICA BAY                     |
| Registration Number: | 3101187  | JAMAICA BAY                     |
| Registration Number: | 3154498  | JAMAICA BAY                     |
| Registration Number: | 2860812  | LA CABANA                       |
| Registration Number: | 2936196  | PERISCOPE                       |
| Serial Number:       | 76569131 |                                 |
| Serial Number:       | 77246970 | BORN BAREFOOT                   |
| Serial Number:       | 77325599 | CARIBBEAN JOE ISLAND SUPPLY CO. |
| Serial Number:       | 77325613 | CARIBBEAN JOE ISLAND SUPPLY CO. |
| Serial Number:       | 77325625 | CARIBBEAN JOE ISLAND SUPPLY CO. |
| Serial Number:       | 77325639 | CARIBBEAN JOE ISLAND SUPPLY CO. |
| Serial Number:       | 77325799 | CARIBBEAN JOE ISLAND SUPPLY CO. |
| Serial Number:       | 77325918 | CARIBBEAN JOE ISLAND SUPPLY CO. |
| Serial Number:       | 77325937 | CARIBBEAN JOE ISLAND SUPPLY CO. |
| Serial Number:       | 77325978 | CARIBBEAN JOE ISLAND SUPPLY CO. |
| Serial Number:       | 77326040 | CARIBBEAN JOE ISLAND SUPPLY CO. |
| Serial Number:       | 77326051 | CARIBBEAN JOE ISLAND SUPPLY CO. |
| Serial Number:       | 77326090 | CARIBBEAN JOE ISLAND SUPPLY CO. |
| Serial Number:       | 77326116 | CARIBBEAN JOE ISLAND SUPPLY CO. |
| Serial Number:       | 77330194 | CARIBBEAN JOE ISLAND SUPPLY CO. |
| Serial Number:       | 77330907 | CARIBBEAN JOE ISLAND SUPPLY CO. |
| Serial Number:       | 77331268 | CARIBBEAN JOE ISLAND SUPPLY CO. |
| Serial Number:       | 78336621 | CARIBBEAN JOE                   |
| Serial Number:       | 78336590 | HAVANA JACK'S CAFE              |
| Serial Number:       | 77222376 | ISLAND WINDS                    |
| Serial Number:       | 78336779 | LA CABANA                       |
| Serial Number:       | 77330177 | SUGAR REEF                      |
| Serial Number:       | 77432050 |                                 |

**CORRESPONDENCE DATA**

Fax Number: (212)328-6101

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 212-328-6100

Email: mgrieco@dreierllp.com

Correspondent Name: Mary L. Grieco, Esq.  
Address Line 1: 499 Park Avenue  
Address Line 2: Dreier LLP  
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:

602224.009

NAME OF SUBMITTER:

Mary L. Grieco

Signature:

/mary l. grieco/

Date:

04/10/2008

**Total Attachments: 8**

source=CJAPPARELUS#page1.tif  
source=CJAPPARELUS#page2.tif  
source=CJAPPARELUS#page3.tif  
source=CJAPPARELUS#page4.tif  
source=CJAPPARELUS#page5.tif  
source=CJAPPARELUS#page6.tif  
source=CJAPPARELUS#page7.tif  
source=CJAPPARELUS#page8.tif

## ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS, dated as of April 9, 2008 (this "Assignment"), is made by CJ APPAREL GROUP, LLC a Delaware limited liability company ("Assignor"), having an address at 1411 Broadway, New York, New York 10018, in favor of B@AND MATTER, LLC, a Delaware limited liability company ("Assignee"), having an address at 1599 Post Road East, Westport, Connecticut 06880. Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Purchase Agreement (as defined below).

### W I T N E S S E T H:

WHEREAS, Assignor owns all right, title and interest in and to the trademarks listed on the attached Schedule A, all applications and registrations pertaining thereto, all common law rights associated therewith, together with all goodwill arising from use of and symbolized by said trademarks (collectively, the "Trademarks").

WHEREAS, Assignee is a wholly-owned subsidiary of ETPH Acquisition, LLC, a Delaware limited liability company ("ETPH"); and

WHEREAS, pursuant to a certain Membership Interest Purchase Agreement, dated \_\_\_ April, 2008, ETPH acquired all of the membership interests in Assignor, and thus Assignor became a wholly-owned subsidiary of ETPH; and

WHEREAS, Assignor desires to distribute certain assets, including the Trademarks listed on Schedule A, to ETPH, and ETPH desires to contribute such assets to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignor does hereby assign, sell, transfer and convey, at the direction of ETPH, unto Assignee, its successors and assigns, all of Assignor's right, title and interest in and to the Trademarks throughout the world, including all trademark applications and registrations therefor, any common law rights to such Trademarks, all goodwill of the business symbolized by the Trademarks, and the right to sue and to collect all damages and payments for claims of past and present infringement or misappropriation thereof.

2. Assignor hereby agrees to execute upon the request of Assignee such additional instruments, documents and papers as are necessary to continue, secure, defend, register and otherwise give full effect to and to perfect the rights of Assignee under this Assignment in and to the Trademarks worldwide, including all documents necessary to register in the name of Assignee the assignment of Trademarks with the US Patent & Trademark Office, and with respect to any equivalent foreign rights, with any other appropriate trademark office or registrar.

3. This Assignment shall be governed by, and construed and enforced in accordance with, the laws of the State of New York.

4. This Assignment may be executed in any number of counterparts, each of which shall be any original, but such counterparts shall together constitute but one and the same instrument. Facsimile transmission of any signed original counterpart and/or retransmission of any signed facsimile transmission shall be deemed the same as the delivery of an original.

[Signature page follows]



Assignee:

B@ND MATTER, LLC

By: ETPH Acquisition, LLC, its sole member

By: \_\_\_\_\_

Name: William Sweedler

Title: Chief Executive Officer

STATE OF New York )

)ss:

COUNTY OF New York )

On this 4<sup>th</sup> day of April 2008, before me the undersigned, a Notary Public for the State of New York, personally appeared William Sweedler, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

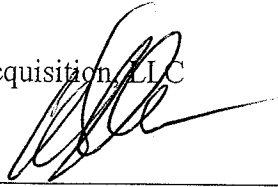
Alexander M. Winsor  
Signature of Notary

**ALEXANDER M. WINSOR**  
Notary Public, State of New York  
No. 01W6151780  
Qualified in New York County  
Commission Expires August 23, 2010



[Signature Page to Trademark Assignment]

By: ETPH Acquisition, LLC



By: \_\_\_\_\_

Name: William Sweedler

Title: Chief Executive Officer

STATE OF New York )

)ss:

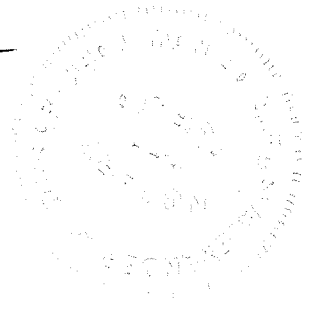
COUNTY OF New York )

On this 24th day of April 2008, before me the undersigned, a Notary Public for the State of New York, personally appeared William Sweedler, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Alexander M. Winsor  
Signature of Notary

**ALEXANDER M. WINSOR**  
Notary Public, State of New York  
No. 01W8151780  
Qualified in New York County  
Commission Expires August 28, 2010



[Signature Page to Trademark Assignment]



**Trademarks****Registered Trademarks**

| <b>MARK</b>                   | <b>REGISTRATION NUMBER</b> | <b>REGISTRATION DATE</b> |
|-------------------------------|----------------------------|--------------------------|
| (DESIGN ONLY – Caribbean Joe) | 3032684                    | 12/20/2005               |
| (DESIGN ONLY – Caribbean Joe) | 3032685                    | 12/20/2005               |
| (DESIGN ONLY – Caribbean Joe) | 3083238                    | 04/18/2005               |
| (DESIGN ONLY – Caribbean Joe) | 3096057                    | 05/23/2006               |
| (DESIGN ONLY – Caribbean Joe) | 3199184                    | 01/16/2007               |
| (DESIGN ONLY – La Cabana)     | 3058062                    | 02/07/2006               |
| (DESIGN ONLY – La Cabana)     | 3096056                    | 05/23/2006               |
| CARIBBEAN JOE                 | 2845458                    | 05/25/2004               |
| CJ BLUE                       | 3112291                    | 07/04/2006               |
| DISCOVER PARADISE             | 3009211                    | 10/25/2005               |
| DISCOVER PARADISE             | 3009212                    | 10/25/2005               |
| DISCOVER PARADISE             | 3083232                    | 04/18/2006               |
| DNA IT'S IN YOUR GENES        | 3118576                    | 07/25/2006               |
| HAVANA JACK'S CAFE            | 2845660                    | 05/25/2004               |
| HAVANA JACK'S CAFÉ            | 3143638                    | 09/12/2006               |
| IN FOCUS                      | 3173187                    | 11/21/2006               |
| JAMAICA BAY                   | 3088001                    | 05/02/2006               |
| JAMAICA BAY                   | 3101187                    | 06/06/2006               |
| JAMAICA BAY                   | 3154498                    | 10/10/2006               |
| LA CABAÑA                     | 2860812                    | 07/06/2004               |
| PERISCOPE                     | 2936196                    | 02/29/2005               |

### Pending Trademark Applications

| MARK   | APPLICATION NUMBER | APPLICATION DATE |
|--|--------------------|------------------|
| (DESIGN ONLY – Sunset Cove) (Pending)        | 76-569,131         | 12/03/2003       |
| BORN BAREFOOT<br>(Pending)                   | 77-246,970         | 08/03/2007       |
| CARIBBEAN JOE ISLAND SUPPLY CO.<br>(Pending) | 77-325,599         | 02/24/2008       |
| CARIBBEAN JOE ISLAND SUPPLY CO.<br>(Pending) | 77-325,613         | 11/09/2007       |
| CARIBBEAN JOE ISLAND SUPPLY CO.<br>(Pending) | 77-325,625         | 11/09/2007       |
| CARIBBEAN JOE ISLAND SUPPLY CO.<br>(Pending) | 77-325,639         | 11/09/2007       |
| CARIBBEAN JOE ISLAND SUPPLY CO.<br>(Pending) | 77-325,799         | 11/09/2007       |
| CARIBBEAN JOE ISLAND SUPPLY CO.<br>(Pending) | 77-325,918         | 11/09/2007       |
| CARIBBEAN JOE ISLAND SUPPLY CO.<br>(Pending) | 77-325,937         | 11/09/2007       |
| CARIBBEAN JOE ISLAND SUPPLY CO.<br>(Pending) | 77-325,978         | 11/09/2007       |
| CARIBBEAN JOE ISLAND SUPPLY CO.<br>(Pending) | 77-326,040         | 11/09/2007       |
| CARIBBEAN JOE ISLAND SUPPLY CO.<br>(Pending) | 77-326,051         | 11/09/2007       |
| CARIBBEAN JOE ISLAND SUPPLY CO.<br>(Pending) | 77-326,090         | 11/09/2007       |
| CARIBBEAN JOE ISLAND SUPPLY CO.<br>(Pending) | 77-326,116         | 11/09/2007       |
| CARIBBEAN JOE ISLAND SUPPLY CO.<br>(Pending) | 77-330,194         | 11/15/2007       |
| CARIBBEAN JOE ISLAND SUPPLY CO.<br>(Pending) | 77-330,907         | 11/15/2007       |

| MARK   | APPLICATION NUMBER | APPLICATION DATE |
|--|--------------------|------------------|
| CARIBBEAN JOE ISLAND SUPPLY CO.<br>(Pending) | 77-331,268         | 11/16/2007       |
| CARIBBEAN JOE<br>(Pending)                   | 78-336,621         | 12/04/2003       |
| HAVANA JACK'S CAFÉ<br>(Pending)              | 78-336,590         | 12/04/2003       |
| ISLAND WINDS<br>(Pending)                    | 77-222,376         | 07/05/2007       |
| LA CABAÑA<br>(Pending)                       | 78-336,779         | 12/05/2003       |
| SUGAR REEF<br>(Pending)                      | 77-330,177         | 11/15/2007       |
| (Design only – Palm Trees)                   | 77-432,050         | 03/26/2008       |