

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM322163

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Blue Cast Denim Co., Inc.		10/31/2014	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Top On International Group Limited		
<b>Street Address:</b>	736 East 29th Street		
<b>City:</b>	Los Angeles		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90011		
<b>Entity Type:</b>	COMPANY: HONG KONG		
<b>PROPERTY NUMBERS Total: 14</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1743961	HYDRAULIC	
<b>Registration Number:</b>	1784893	ORIGINAL HYDRAULIC JEANS NO.1	
<b>Registration Number:</b>	2205502	BLUE CAST	
<b>Registration Number:</b>	2776892	LUXE LIFE	
<b>Registration Number:</b>	3146559	HYDRAULIC THE BLUE JEAN STANDARD	
<b>Registration Number:</b>	3124798	H2J BY HYDRAULIC	
<b>Registration Number:</b>	3412045	H2J PRODUCTION	
<b>Registration Number:</b>	3772122	TRUTH BE TOLD	
<b>Registration Number:</b>	3819115	MISS GLAM	
<b>Registration Number:</b>	3935140	TRADEMARK H A VINTAGE PREMIUM HYDRAULIC	
<b>Registration Number:</b>	4146051	WHOOZ BLOOZ	
<b>Serial Number:</b>	85921921		
<b>Serial Number:</b>	86217390	THE TRAVELING JEAN BY HYDRAULIC	
<b>Serial Number:</b>	86217413	THE JOURNEY JEAN BY HYDRAULIC	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2128945765		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	212-940-8800		
<b>Email:</b>	bret.danow@kattenlaw.com		
<b>TRADEMARK</b>			

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**Correspondent Name:** Bret J. Danow  
**Address Line 1:** 575 Madison Avenue  
**Address Line 2:** c/o Katten Muchin Rosenman LLP  
**Address Line 4:** New York, NEW YORK 10022

**ATTORNEY DOCKET NUMBER:** 386121-00001

**NAME OF SUBMITTER:** Bret J. Danow

**SIGNATURE:** /Bret J. Danow/

**DATE SIGNED:** 11/04/2014

**Total Attachments: 2**

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U.S. TRADEMARK ASSIGNMENT

WHEREAS, Blue Cast Denim Co., Inc., a corporation organized under the laws of the State of New York, having offices at 215 West 40<sup>th</sup> Street, New York, New York 10018 ("Assignor"), is the owner of the U.S. trademark applications and registrations set forth on Exhibit A hereto (collectively, the "Marks"); and

WHEREAS, Top On International Group Limited, a company formed under the laws of Hong Kong, having offices at 736 East 29th Street, Los Angeles, California 90011 ("Assignee"), is desirous of acquiring the Marks, the business appurtenant thereto and the goodwill associated therewith.

NOW, THEREFORE, for good and valuable consideration as set forth in that certain Asset Purchase Agreement dated October 31, 2014 by and between Assignor and Assignee, the receipt of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee all of Assignor's right, title and interest in and to the Marks, together with the business appurtenant thereto and goodwill of the business symbolized by such Marks, and the right to sue for and take action with respect to past infringements.

IN WITNESS WHEREOF, Assignor has signed this Assignment this 31<sup>st</sup> day of October, 20014.

BLUE CAST DENIM CO., INC.

By: 

Name: Steve Portner

Title: Gen

Date 10/31/14

**SCHEDULE A**

**The Marks**

<b><u>Mark</u></b>	<b><u>Registration / Application Number</u></b>
HYDRAULIC	R – 1,743,961
ORIGINAL HYDRAULIC JEANS NO.1 (stylized)	R – 1,784,893
BLUE CAST	R – 2,205,502
LUXE LIFE	R – 2,776,892
HYDRAULIC THE BLUE JEAN STANDARD	R – 3,146,559
H2J BY HYDRAULIC	R – 3,124,798
H2J PRODUCTION	R – 3,412,045
TRUTH BE TOLD	R – 3,772,122
MISS GLAM	R – 3,819,115
TRADEMARK H A VINTAGE PREMIUM HYDRAULIC BRAND	R – 3,935,140
WHOOZ BLOOZ	R – 4,146,051
Pocket Stitching Design	A – 85/921,921
THE TRAVELING JEAN BY HYDRAULIC	A – 86/217,390
THE JOURNEY JEAN BY HYDRAULIC	A – 86/217,413