

**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
'mktg, inc.'		12/15/2009	CORPORATION: DELAWARE
U.S. Concepts LLC		12/15/2009	LIMITED LIABILITY COMPANY: DELAWARE
Optimum Group LLC		12/15/2009	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	UCC-mktg Investment, LLC
Street Address:	445 Park Avenue
Internal Address:	14th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	2695295	EAT LIKE A CHAMPION
Registration Number:	3058573	STEPS ACROSS AMERICA
Registration Number:	3124098	X-TREME NUTRITION
Registration Number:	2853330	BRANDESSE
Registration Number:	2972250	PUTT-A-THON
Registration Number:	2508800	COACTIVE MARKETING GROUP
Registration Number:	1709538	OPTIMUM GROUP
Registration Number:	3079533	U.S. COLLEGE COMEDY COMPETITION

**CORRESPONDENCE DATA**

Fax Number: (203)325-5001

**900150012**

**TRADEMARK  
 REEL: 004114 FRAME: 0502**

**OP \$215.00 2695295**

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

Phone: 2033255061  
Email: kdonohue@fdh.com  
Correspondent Name: Kathleen Donohue, Finn Dixon & Herling  
Address Line 1: 177 Broad Street  
Address Line 4: Stamford, CONNECTICUT 06901

ATTORNEY DOCKET NUMBER:	8014.008
NAME OF SUBMITTER:	Kathleen Donohue
Signature:	/s/ Kathleen Donohue
Date:	12/15/2009

Total Attachments: 5  
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GRANT OF SECURITY INTEREST — TRADEMARKS

WHEREAS, this GRANT OF SECURITY INTEREST, as amended, restated, supplemented or otherwise modified from time to time, is dated as of December 15, 2009.

WHEREAS, the undersigned (individually, and collectively, the “Assignor”) has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on Annex A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the “Trademarks”);

WHEREAS, the Assignor has entered into a Security Agreement, dated as of the date hereof (as amended, restated, replaced, supplemented, modified or as otherwise changed from time to time, the “Security Agreement”), in favor of UCC-mktg Investment, LLC, a Delaware limited liability company, as collateral agent for certain purchasers (the “Assignee”);

WHEREAS, pursuant to the Security Agreement, the Assignor has collaterally assigned to the Assignee and granted to the Assignee for the benefit of the Collateral Agent and the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the “Collateral”), to secure the payment, performance and observance of the “Obligations” (as defined in the Security Agreement);

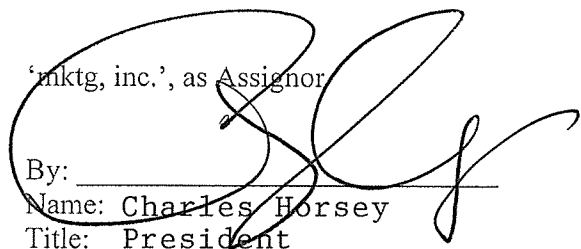
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Secured Parties a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

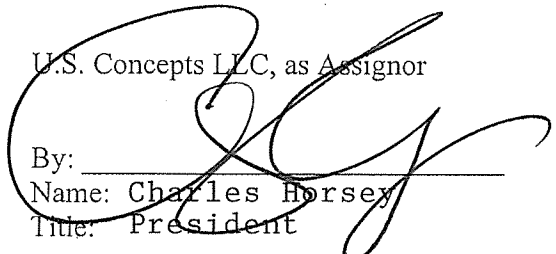
*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the Assignor has caused this Grant of Security Interest to be duly executed by its officer thereunto duly authorized as of the date first written above.

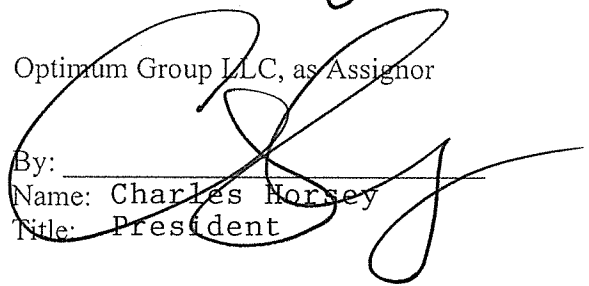
'mktg, inc.', as Assignor

By:   
Name: Charles Horsey  
Title: President

U.S. Concepts LLC, as Assignor

By:   
Name: Charles Horsey  
Title: President

Optimum Group LLC, as Assignor

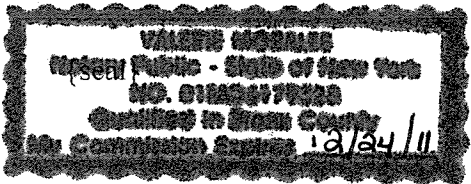
By:   
Name: Charles Horsey  
Title: President

STATE OF New York :

COUNTY OF Bronx :

On this day of December 15, 2009, before me personally came Charlie Horsey to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the President of 'mktg, inc.', a Delaware corporation, and that s/he executed the foregoing instrument in the firm name of 'mktg, inc.', and that s/he had authority to sign the same, and s/he acknowledged to me that s/he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Valerie Morales  
Notary Public

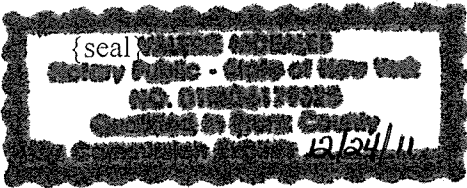


STATE OF New York :

COUNTY OF Bronx :

On this day of December 15, 2009, before me personally came Charlie Horsey, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the President of U.S. Concepts LLC, a Delaware limited liability company, and that s/he executed the foregoing instrument in the firm name of U.S. Concepts LLC, and that s/he had authority to sign the same, and s/he acknowledged to me that s/he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Valerie Morales  
Notary Public

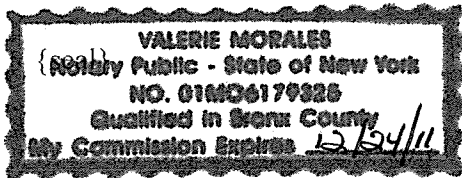


STATE OF New York:

COUNTY OF Bronx :

On this day of December 15, 2009, before me personally came Charlie Horsey to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the President of Optimum Group LLC, a Delaware limited liability company, and that s/he executed the foregoing instrument in the firm name of Optimum Group LLC, and that s/he had authority to sign the same, and s/he acknowledged to me that s/he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Valerie Morales  
Notary Public



ANNEX A TO ASSIGNMENT FOR SECURITY

<u>Trademark</u>	<u>Reg. No.</u>	<u>Owner</u>
EAT LIKE A CHAMPION	2695295	Optimum Group LLC
STEPS ACROSS AMERICA	3058573	'mktg, inc.'
X-TREME NUTRITION	3124098	Optimum Group LLC
BRANDESSE	2853330	Optimum Group LLC
PUTT-A-THON	2972250	'mktg, inc.'
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