

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 |
| SFA USA, LLC | | 05/21/2010 | LIMITED LIABILITY COMPANY: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Marquette Capital Fund I, LP | | |
| Street Address: | 60 South Sixth Street | | |
| Internal Address: | Suite 3510 | | |
| City: | Minneapolis | | |
| State/Country: | MINNESOTA | | |
| Postal Code: | 55402 | | |
| Entity Type: | LIMITED PARTNERSHIP: DELAWARE | | |
| PROPERTY NUMBERS Total: 6 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3224462 | SFC USA INC. | |
| Registration Number: | 3570702 | SGT KAMO | |
| Registration Number: | 3242197 | PROSTOCK APPAREL | |
| Registration Number: | 3307953 | WE KNOW YOUR GAME | |
| Registration Number: | 3274445 | SUPPLIER FOR CHAMPIONS | |
| Registration Number: | 3227112 | SFC PROWEAR | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (414)298-8097 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 414-298-8230 | | |
| Email: | asmyczek@reinhartlaw.com | | |
| Correspondent Name: | Alec Smyczek | | |
| Address Line 1: | 1000 N. Water St. | | |
| Address Line 2: | Suite 1700 | | |

CH \$165.00 3224462

900163757

**TRADEMARK
 REEL: 004218 FRAME: 0315**

Address Line 4: Milwaukee, WISCONSIN 53212

ATTORNEY DOCKET NUMBER: 060289-0008

NAME OF SUBMITTER: Alec D. Smyczek

Signature: /Alec D. Smyczek/

Date: 06/04/2010

Total Attachments: 4
source=sfc_security#page1.tif
source=sfc_security#page2.tif
source=sfc_security#page3.tif
source=sfc_security#page4.tif

NOTICE OF SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF SECURITY INTEREST IN TRADEMARKS is made the 21st day of May, 2010 by and between MARQUETTE CAPITAL FUND I, LP, a Delaware limited partnership, in its capacity as collateral agent (in such capacity, the "Collateral Agent") for the Investors (as defined below), and SFC USA, LLC, a Delaware limited liability company (the "Company").

The Company and the Collateral Agent acknowledge the following:

A. Pursuant to a Senior Subordinated Loan and Investment Agreement dated as of April 1, 2009, as amended, date, Marquette Capital Fund I LP and LaSalle Capital Group, L.P. (collectively, the "Investors") have purchased, and the Company and Cherry Vale Impressions, LLC ("Cherry Vale") have sold, senior subordinated notes on the terms and conditions set forth therein, evidencing senior subordinated loans made by the Investors to the Company and Cherry Vale.

B. The Investors and Mitch Burroughs have purchased Amended and Restated Secured Senior Subordinated Promissory Notes from CV Impressions Holdings, LLC ("Holdings") and Cherry Vale, evidencing senior subordinated loans made by the Investors and Mitch Burroughs to Cherry Vale and Holdings.

C. The Company and the Collateral Agent have executed a Subordinated Security and Pledge Agreement dated as of September 28, 2007, as amended to date (as so amended, the "Security Agreement").

D. The Company owns the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks have been granted by, or applications therefor are pending before, the United States Patent and Trademark Office.

E. The Company has granted to the Collateral Agent a security interest in the Trademarks on the terms and conditions set forth in the Security Agreement to secure the payment and performance of the Secured Obligations (as defined in the Security Agreement).

F. Pursuant to the Security Agreement, the Company has granted to the Collateral Agent a security interest in and to all of the Trademarks and applications therefor, now owned or from time to time after the date hereof owned or acquired by the Company, and in and to all proceeds and benefits thereof.

[remainder of page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the parties have executed this Notice of Security Interest in Trademarks as of the date first written above.

SFC USA, LLC

Address:

4795 W. Nevso
Las Vegas, Nevada 89103

BY MB
Name: MITCH BURGON
Title: CEO

MARQUETTE CAPITAL FUND I, LP, as
Collateral Agent

BY MARQUETTE CAPITAL PARTNERS,
LLC, its general partner

Address:

60 South Sixth Street, Suite 3510
Minneapolis, MN 55402

BY _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties have executed this Notice of Security Interest in Trademarks as of the date first written above.

Address:

4795 W. Nevso
Las Vegas, Nevada 89103

SFC USA, LLC

BY _____
Name: _____
Title: _____

MARQUETTE CAPITAL FUND I, LP, as
Collateral Agent

BY MARQUETTE CAPITAL PARTNERS,
LLC, its general partner

Address:

60 South Sixth Street, Suite 3510
Minneapolis, MN 55402

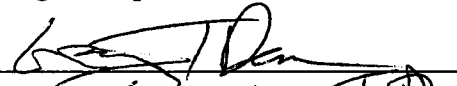
BY 
Name: Gregory T. Damos
Title: Managing Member

EXHIBIT A
TRADEMARKS

| Title | Serial No. | Registration No. | Registration Date |
|------------------------|------------|------------------|-------------------|
| SFC USA INC. | 78/762,065 | 3,224,462 | November 28, 2005 |
| SGT KAMO | 77/365,334 | 3,570,702 | January 7, 2008 |
| PROSTOCK APPAREL | 78/930,357 | 3,242,197 | July 15, 2006 |
| WE KNOW YOUR GAME | 77/011,323 | 3,307,953 | October 1, 2006 |
| SUPPLIER FOR CHAMPIONS | 78/762,076 | 3,274,445 | November 28, 2005 |
| SFC PROWEAR | 78/762,070 | 3,227,112 | November 28, 2005 |