

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
USPA ACCESSORIES LLC d/b/a Concept One Accessories		11/16/2012	LIMITED LIABILITY COMPANY: NEW YORK

RECEIVING PARTY DATA

Name:	WELLS FARGO TRADE CAPITAL SERVICES, INC.
Street Address:	100 Park Avenue
Internal Address:	3rd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2875034	CITEEZ
Registration Number:	3289458	FLAIR HAIR
Registration Number:	3289423	
Registration Number:	3409627	CLOTHING THE PLANET SINCE '88
Registration Number:	4050487	GRANULE
Registration Number:	3889981	GRANULE
Registration Number:	3915735	DENCO
Registration Number:	3844279	DENCO

CORRESPONDENCE DATA

Fax Number: 2126436500
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 212-643-7000

CH \$215.00 2875034

Email: pto@sillscummis.com
Correspondent Name: Sills Cummis & Gross P.C.
Address Line 1: 30 Rockefeller Plaza
Address Line 2: 29th Floor, IP Dept., Docketing
Address Line 4: New York, NEW YORK 10112

ATTORNEY DOCKET NUMBER:	09920005.000006
NAME OF SUBMITTER:	Edward Longobardi
Signature:	/Edward Longobardi/
Date:	11/26/2012

Total Attachments: 3

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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, USPA ACCESSORIES LLC d/b/a Concept One Accessories, a limited liability company organized under the laws of the State of New York, located at 119 West 40th Street, 3rd Floor, New York, New York 10018 (the "Company"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations and/or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Company is obligated to WELLS FARGO TRADE CAPITAL SERVICES, INC. ("Factor") pursuant to (i) a certain Amended and Restated Factoring Agreement dated as of October 15, 2012 (amending and restating that certain Factoring Agreement originally dated and June 1, 2006), (as the same now exists or may hereafter be amended, modified, supplemented, extended, renewed, restated or replaced, the "Factoring Agreement"), between Factor and Company and (ii) a certain Trademark Collateral Assignment and Security Agreement, dated the date hereof, by the Company in favor of Factor (as may be amended, modified, restated or supplemented from time to time, collectively, together with the Factoring Agreement, the "Agreements"); and

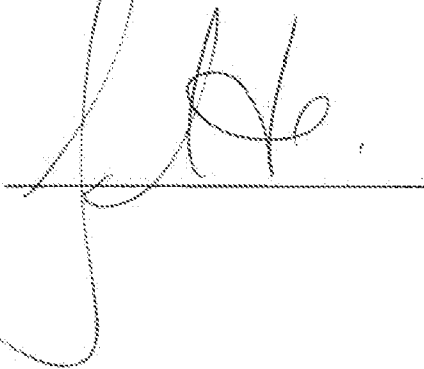
WHEREAS, pursuant to the Agreements, Company is granting to Factor a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby assign unto Factor and grant to Factor a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

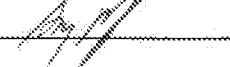
Company expressly acknowledges and affirms that the rights and remedies of Factor with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
As of October 15, 2012

Witness:

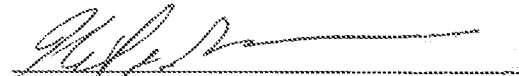


USPA ACCESSORIES LLC
d/b/a Concept One Accessories

By: 
Name: _____
Title: _____

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

On the 16th day of November , 2012, before me, the undersigned, a notary public in and for said state, personally appeared Sam Hafit, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

NEIL A. GOLDBERG
Notary Public, State of New York
No. 01G08034162
Qualified in Suffolk County
Commission Expires December 6, 2013

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated as of October 15, 2012, by and between USPA ACCESSORIES LLC d/b/a Concept One Accessories, and WELLS FARGO TRADE CAPITAL SERVICES, INC.

**Registered Trademarks in and Pending Applications before the
United States Patent and Trademark Office**

SERIAL NUMBER	REG. NUMBER	WORD MARK
78304046	2875034	CITEEZ
76670596	3289458	FLAIR HAIR
76668574	3289423	[An Illustration Drawing Without Any Words]
76643510	3409627	CLOTHING THE PLANET SINCE '88
85116822	4050487	GRANULE
85024046	3889981	GRANULE
77886755	3915735	DENCO
77886209	3844279	DENCO