

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
CONCEPT THREE LLC		10/15/2012	LIMITED LIABILITY COMPANY: NEW YORK
RECEIVING PARTY DATA			
Name:	Wells Fargo Trade Capital Services, Inc.		
Street Address:	100 Park Avenue		
Internal Address:	Third Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	85026822	BLOCK HEADWEAR	
Serial Number:	85026821	BLOCK HEADWEAR	
Serial Number:	85031751	B	
Serial Number:	77868369	BLOCK HEADWEAR	
Serial Number:	76352693	B	
CORRESPONDENCE DATA			
Fax Number:	212-643-65		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-643-7000		
Email:	pto@sillscummis.com		
Correspondent Name:	DOCKETING		
Address Line 1:	SILLS CUMMIS & GROSS P.C.		
Address Line 2:	30 ROCKEFELLER PLZ		

CH \$140.00 85026822

Address Line 4: New York, NEW YORK 10112-0015

ATTORNEY DOCKET NUMBER: 09920005.000006

NAME OF SUBMITTER: Philip Braginsky

Signature: /Philip Braginsky/

Date: 12/20/2012

Total Attachments: 3

source=2224435-V2-Concept Three LLC - TM Assignment of Security to WFTCS#page1.tif

source=2224435-V2-Concept Three LLC - TM Assignment of Security to WFTCS#page2.tif

source=2224435-V2-Concept Three LLC - TM Assignment of Security to WFTCS#page3.tif

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Concept Three LLC, 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 Unlimited Guaranty (Limited Liability Company) dated as of October 15, 2012, giving an absolute, continuing, unconditional and unlimited guaranty of the obligations of USPA Accessories LLC d/b/a Concept One Accessories, a New York Limited Liability Company ("Client") pursuant to that certain Amended and Restated Factoring Agreement dated as of October 15, 2012 (amending and restating that certain Factoring Agreement originally dated 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:



CONCEPT THREE LLC


By: 

Name: Sam Hafit

Title: CEO

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

On the 18 day of December _____, 2012, before me, the undersigned, a notary public in and for said state, personally appeared SAR HAFIZ, 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

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated as of October 15, 2012, by and between CONCEPT THREE LLC 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
85026822	4161700	BLOCK HEADWEAR
85026821		BLOCK HEADWEAR
85031751	4032415	B
77868369		BLOCK HEADWEAR
76352693	2734012	B