

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM321308

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Keith Hufnagel		10/10/2014	INDIVIDUAL: UNITED STATES

RECEIVING PARTY DATA

Name:	Partnership described in that certain Partnership Agreement, dated as of May 1, 2014, by and among Keith Hufnagel, Jai Baek, Joanne Baek and Anne Freeman
Street Address:	2301 E. 7th Street
Internal Address:	Suite #B200
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90023
Entity Type:	PARTNERSHIP: CALIFORNIA
Composed Of:	<ul style="list-style-type: none"> • Keith Hufnagel, UNITED STATES, INDIVIDUAL • Jai Baek, UNITED STATES, INDIVIDUAL • Joanne Baek, UNITED STATES, INDIVIDUAL • Anne Freeman, UNITED STATES, INDIVIDUAL

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	77877543	H
Serial Number:	78919870	HUF
Serial Number:	78919900	HUF
Serial Number:	78923928	HUF
Serial Number:	85752642	DBC
Serial Number:	86316158	H
Serial Number:	86327393	PLANTLIFE

CORRESPONDENCE DATA

Fax Number: 4154572822

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.

Phone: (415) 457-2040

Email: trademarks@hiaringsmith.com

Correspondent Name: Elizabeth J. Rest

Address Line 1: 101 Lucas Valley Road

TRADEMARK

Address Line 2: Suite 300
Address Line 4: San Rafael, CALIFORNIA 94903

NAME OF SUBMITTER: Elizabeth J. Rest

SIGNATURE: /Elizabeth J. Rest/

DATE SIGNED: 10/27/2014

Total Attachments: 6

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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment") dated October 10th, 2014 ("Effective Date"), is made by Keith Hufnagel ("Assignor") in favor of the partnership described in that certain Partnership Agreement, dated as of May 1, 2014, but effective as of March 8, 2010, by and among Assignor, Jai Baek, Joanne Baek and Anne Freeman ("Assignee").

WHEREAS, Assignor is the registered owner of those certain trademark registrations and trademark applications set forth in the attached Schedule A (the "Trademarks"); and

WHEREAS, pursuant to the Partner Proprietary Rights Contribution Agreement, dated as of October 10th, 2014, by and among Assignor and Assignee (the "Partner Contribution"), and in furtherance of the transaction contemplated by the Unit Purchase Agreement currently being negotiated by and among ACP HUF Holdings, Inc., a Delaware corporation, HUF Holdings, LLC, a Delaware limited liability company, Huf Distribution Corporation, a California corporation, Jai Baek, Joanne Baek, Assignor and Anne Freeman (the "Unit Purchase Agreement"), Assignee wishes to acquire from Assignor, and Assignor wishes to contribute, assign, transfer, convey and deliver to Assignee, all of Assignor's worldwide right, title and interest in and to the Trademarks.

NOW, THEREFOR, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Assignment of Rights. Effective upon the Effective Date, Assignor hereby contributes, assigns, transfers, conveys and delivers to Assignee all of his worldwide right, title and interest in and to (a) the Trademarks (b) the goodwill of the business symbolized by and associated with the Trademarks and (c) all rights, privileges and proceeds under the Trademarks, including, without limitation, any claim by Assignor against third parties for past, present or future infringement of the Trademarks.

2. Recordation. Effective upon the Effective Date, Assignor authorizes and requests the United States Patent and Trademark Office and the Canadian Intellectual Property Office, and any other official throughout the world whose duty it is to register and record ownership in trademark registrations and applications for registration, to record Assignee as the assignee and owner of any and all of Assignor's rights in the Trademarks being assigned to Assignee in accordance with Schedule A.

3. No Alteration. Each of the Assignor and the Assignee hereby acknowledges and agrees that none of the representations, warranties, covenants, rights or remedies of any party under the Partner Contribution and Unit Purchase Agreement will be deemed to be enlarged, modified or altered in any way by the execution and acceptance of this instrument.

4. Further Assurances. Assignor agrees to take, at Assignee's expense, such further action, execute such additional documents and, in general, do all lawful things reasonably requested of Assignor by Assignee to perfect Assignee's title in and to the Trademarks and to carry out and fulfill the purposes and intent of this Assignment.

5. General. This Assignment will be governed by the laws of the State of Delaware, without regard to its conflict of laws principles. The Assignor and Assignee intend that this Assignment is for recordation purposes only, and to the extent that this Assignment and the Partner Contribution conflict in any way, the terms of the Partner Contribution will control. This Assignment will be binding upon and inure to the benefit of the parties and their respective successors and assigns. This Assignment may be executed in one or more counterparts, each of which will be deemed an original and binding as of the date first written above, and, when delivered, all of which will constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties have executed, made and entered into this Assignment as of the Effective Date.

ASSIGNOR

By: 
Keith Hufnagel

ON BEHALF OF ASSIGNEE


By: 
Jai Baek

By: 
Joanne Baek

By: 
Keith Hufnagel

By: 
Anne Freeman

**SCHEDULE A
Trademarks**

<i>Country:</i>	Australia												
Mark	CIRCLE H Logo												
													
App. #	A0019961	App. Dt.	5/19/2010	Reg. #	IR 1040199	Reg. Dt.	11/18/2010	Status	Registered	Classes	25	Goods & Services	Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats
HUF	914723	App. Dt.	12/28/2006	Reg. #	IR 914723	Reg. Dt.	8/30/2007	Status	Registered	Classes	25	Goods & Services	Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats
<i>Country:</i>	Brazil												
Mark	HUF												
App. #	907178642	App. Dt.	12/30/2013	Reg. #		Reg. Dt.		Status	Pending	Classes	25	Goods & Services	Clothing, footwear, hats, caps, etc.
HUF	TBD	App. Dt.	10/8/2014	Reg. #		Reg. Dt.		Status	Pending	Classes	25	Goods & Services	clothing, footwear, headgear
<i>Country:</i>	Brunel Darussalam												
Mark	HUF												
App. #	1,482,014	App. Dt.	5/20/2010	Reg. #	TMAS13,828	Reg. Dt.	12/12/2011	Status	Registered	Classes	n/a	Goods & Services	Clothing, t-shirts, sneakers, sweat shirts, socks, and hats
HUF	1,482,009	App. Dt.	5/20/2010	Reg. #	TMAS05,588	Reg. Dt.	8/30/2011	Status	Registered	Classes	n/a	Goods & Services	Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats
<i>Country:</i>	Chile												
Mark	HUF												
App. #	1126158	App. Dt.	10/7/2014	Reg. #		Reg. Dt.		Status	Pending	Classes	25	Goods & Services	clothing, footwear, headgear
HUF	914723	App. Dt.	12/28/2006	Reg. #	IR 914723	Reg. Dt.	8/2/2007	Status	Registered	Classes	25	Goods & Services	Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats
<i>Country:</i>	China (People's Republic Of)												
Mark	PLANTLIFE												
App. #	TBD	App. Dt.	9/4/2014	Reg. #		Reg. Dt.		Status	Pending	Classes	25	Goods & Services	clothing; shoes; hats; socks; gloves (clothing); scarves; neckties; belts (clothing); chasubles; sashes for wear; wimples; mantles; shower caps; sleep masks; wedding dress

Country: European Union

Mark
CIRCLE H Logo



App. #
A0019961

App. Dt.
5/19/2010

Reg. #
IR 1040199

Reg. Dt.
4/29/2011

Status
Registered

Classes
25

Goods & Services
Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats

HUF
914723

App. Dt.
12/28/2006

Reg. #
IR 914723

Reg. Dt.
1/4/2011

Status
Registered

Classes
25

Goods & Services
Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats

Country: Greece

Mark
HUF

App. #
914723

App. Dt.
9/30/2014

Reg. #
IR 914723

Reg. Dt.

Status
Pending

Classes
25

Goods & Services
Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats

Country: Hong Kong

Mark
HUF

App. #
302854567

App. Dt.
12/31/2013

Reg. #

Reg. Dt.

Status
Pending

Classes
25

Goods & Services
Clothing, t-shirts, sneakers, sweat shirts, socks, hat, headgear and footwear

Country: Indonesia

Mark
HUF

App. #
D002014

App. Dt.
10/8/2014

Reg. #

Reg. Dt.

Status
Pending

Classes
25

Goods & Services
t-shirts, sneakers, sweat shirts, socks, and hats; clothing; footwear; headgear

Country: Israel

Mark
HUF

App. #
IR 914723

App. Dt.
12/31/2013

Reg. #

Reg. Dt.

Status
Pending

Classes
25

Goods & Services
Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats

Country: Japan

Mark
CIRCLE H Logo



App. #
A0019961

App. Dt.
5/19/2010

Reg. #
IR 1040199

Reg. Dt.
10/28/2010

Status
Registered

Classes
25

Goods & Services
Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats

HUF
914723

App. Dt.
12/28/2006

Reg. #
IR 914723

Reg. Dt.
12/20/2007

Status
Registered

Classes
25

Goods & Services
Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats

Country: Malaysia

Mark
HUF

App. #
2014050575

App. Dt.
1/16/2014

Reg. #

Reg. Dt.

Status
Pending

Classes
25

Goods & Services
Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats; clothing; footwear; headgear

Country: Mexico

Mark
HUF

App. #
IR 914723

App. Dt.
9/30/2014

Reg. #

Reg. Dt.


Status
Pending

Classes
25

Goods & Services
Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats

TRADEMARK

REEL: 005388 FRAME: 0646

Country: New Zealand	Mark HCF	App. # 818817	App. Dt. 1/28/2010	Reg. # 818817	Reg. Dt. 1/28/2010	Status Registered	Classes 25	Goods & Services Clothing, namely, T-shirts, sneakers, sweatshirts, socks, and hats
Country: Norway	Mark HCF	App. # A0006824	App. Dt. 12/21/2013	Reg. # IR 914723	Reg. Dt. 8/22/2014	Status Registered	Classes 25	Goods & Services Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats
Country: Peru	Mark HCF	App. # 591413-2014	App. Dt. 10/1/2014	Reg. #	Reg. Dt.	Status Pending	Classes 25	Goods & Services clothing, footwear, headgear
Country: Philippines	Mark HCF	App. # 4-2013-503825	App. Dt. 12/24/2013	Reg. #	Reg. Dt.	Status Pending	Classes 25	Goods & Services clothing, footwear, headgear
Country: Russia	Mark HCF	App. # A0006824	App. Dt. 12/21/2013	Reg. #	Reg. Dt.	Status Pending	Classes 25	Goods & Services Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats
Country: Singapore	Mark HUF	App. # A0006824	App. Dt. 12/21/2013	Reg. # IR 914723	Reg. Dt. 8/12/2014	Status Registered	Classes 25	Goods & Services Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats
Country: South Africa	Mark HCF	App. # 2014/26759	App. Dt. 10/1/2014	Reg. #	Reg. Dt.	Status Pending	Classes 25	Goods & Services Clothing, footwear, headgear
Country: South Korea	Mark CIRCLE H Logo 	App. # A0019961	App. Dt. 5/19/2010	Reg. # IR 1040199	Reg. Dt. 6/24/2011	Status Registered	Classes 25	Goods & Services Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats
Country:	Mark HUF	App. # 914723	App. Dt. 12/28/2006	Reg. # IR 914723	Reg. Dt. 1/13/2009	Status Registered	Classes 25	Goods & Services Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats
Country:	Mark HUF	App. # 2014-0062259	App. Dt. 9/17/2014	Reg. #	Reg. Dt.	Status Pending	Classes 25	Goods & Services clothing, headwear, footwear
Country: Switzerland	Mark HUF	App. # A0006824	App. Dt. 12/21/2013	Reg. #	Reg. Dt.	Status Pending	Classes 25	Goods & Services Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats
Country: Taiwan	Mark HUF	App. # 103002763	App. Dt. 1/15/2014	Reg. # 01657085	Reg. Dt. 8/1/2014	Status Registered	Classes 25	Goods & Services Clothing, t-shirts, sneakers, sweat shirts, socks, hats, underwear, national costume, raincoat, shoes, scarves, neckties, bibs, gloves for clothing, belts, aprons, eye patch for sleeping

Country: Thailand

App.#	App. Dt.	Reg.#	Reg. Dt.	Status	Classes	Goods & Services
924070	1/17/2014			Pending	25	t-shirts, sneakers, sweat shirts, socks, and hats

Country: United States

App.#	App. Dt.	Reg.#	Reg. Dt.	Status	Classes	Goods & Services
77877,543	11/20/2009	3,814,290	7/6/2010	Registered	25	Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats



85752,642	10/12/2012	4,457,514	12/31/2013	Registered	25	Clothing, namely, t-shirts, sneakers, sweat shirts, socks, pants, jackets, beanies, button ups, sweaters, and hats
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Design Only (Galaxy Logo)



787919,870	6/29/2006	3,312,384	10/16/2007	Registered	25	Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats
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787923,928	7/6/2006	3,312,419	10/16/2007	Registered	28	Skateboard trucks, decks, and wheels
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787919,900	6/29/2006	3,312,385	10/16/2007	Registered	35	Retail store and on-line retail store services, featuring sneakers, clothing, and skateboard products
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867327,393	7/2/2014			Pending	25	Clothing, namely, socks, hats, shorts, t-shirts, footwear, headwear, hooded sweatshirts
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Country: Vietnam

App.#	App. Dt.	Reg.#	Reg. Dt.	Status	Classes	Goods & Services
A0019961	5/19/2010	IR 1040199	7/28/2011	Registered	25	Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats



914723	12/28/2006	IR 914723	8/11/2011	Registered	25	Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats
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Country: WIPO

App.#	App. Dt.	Reg.#	Reg. Dt.	Status	Classes	Goods & Services
A0019961	5/19/2010	IR 1040199	5/19/2010	Registered	25	Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats



914723	12/28/2006	IR 914723	12/28/2006	Registered	25	Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats
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