

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM321786

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HUF Holdings, LLC		10/10/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	HUF Worldwide, LLC		
Street Address:	2301 E. 7th Street		
Internal Address:	Suite #B200		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90023		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
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		
<i>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.</i>			
Phone:	(415) 457-2040		
Email:	trademarks@hiaringsmith.com		
Correspondent Name:	Elizabeth J. Rest		
Address Line 1:	101 Lucas Valley Road		
Address Line 2:	Suite 300		
Address Line 4:	San Rafael, CALIFORNIA 94903		
ATTORNEY DOCKET NUMBER:	HUF (3)		

OP \$190.00 77877543

NAME OF SUBMITTER:	Elizabeth J. Rest
SIGNATURE:	/Elizabeth J. Rest/
DATE SIGNED:	10/31/2014
Total Attachments: 6 source=STEP 3_Huf - Trademark Assignment (Newco to Opco) (Execution Version)#page1.tif source=STEP 3_Huf - Trademark Assignment (Newco to Opco) (Execution Version)#page2.tif source=STEP 3_Huf - Trademark Assignment (Newco to Opco) (Execution Version)#page3.tif source=STEP 3_Huf - Trademark Assignment (Newco to Opco) (Execution Version)#page4.tif source=STEP 3_Huf - Trademark Assignment (Newco to Opco) (Execution Version)#page5.tif source=STEP 3_Huf - Trademark Assignment (Newco to Opco) (Execution Version)#page6.tif	

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment") dated October 10th, 2014 ("Effective Date"), is made by HUF Holdings, LLC, a Delaware limited liability company ("Assignor"), in favor of HUF Worldwide, LLC, a wholly-owned, indirect subsidiary of Assignor ("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 Contribution Agreement, dated as of October 10th, 2014, by and among Assignor and Assignee (the "Company 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, Assignor, Huf Distribution Corporation, a California corporation, Jae Baek, Joanne Baek, Keith Hufnagel 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 its 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 Company 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 Contribution Agreement currently being negotiated by and among Assignor and Assignee (the "Contribution Agreement") conflict in any way, the terms of the Contribution Agreement 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: 
Name: Keith Hufnagel
Title: President of Huf Distribution Corporation, as
manager of Huf Holdings, LLC

ASSIGNEE

By: 
Name: Keith Hufnagel
Title: President of Huf Distribution Corporation, as
manager of Huf Holdings, LLC, as sole member
of Huf Intermediate Holdings B, LLC, as sole
member of Huf Intermediate Holdings A, LLC,
as sole member of Huf Worldwide, LLC

SCHEDULE A
Trademarks

<u>Country:</u>	Australia	<u>App. #</u>	A0019961	<u>App. Dt.</u>	5/19/2010	<u>Reg. #</u>	IR 1040199	<u>Reg. Dt.</u>	11/18/2010	<u>Status</u>	Registered	<u>Classes</u>	25	<u>Goods & Services</u>	Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats
	<u>Mark</u>		CIRCLE H Logo												
															
<u>Country:</u>	Brazil	<u>App. #</u>	907178642	<u>App. Dt.</u>	12/30/2013	<u>Reg. #</u>		<u>Reg. Dt.</u>		<u>Status</u>	Pending	<u>Classes</u>	25	<u>Goods & Services</u>	Clothing; footwear, hats, caps, etc.
	<u>Mark</u>														
															
<u>Country:</u>	Brunei Darussalam	<u>App. #</u>	TBD	<u>App. Dt.</u>	10/8/2014	<u>Reg. #</u>		<u>Reg. Dt.</u>		<u>Status</u>	Pending	<u>Classes</u>	25	<u>Goods & Services</u>	clothing; footwear, headgear
	<u>Mark</u>														
															
<u>Country:</u>	Canada	<u>App. #</u>	1,482,014	<u>App. Dt.</u>	5/20/2010	<u>Reg. #</u>	TMAS813,828	<u>Reg. Dt.</u>	12/12/2011	<u>Status</u>	Registered	<u>Classes</u>	n/a	<u>Goods & Services</u>	Clothing; t-shirts, sneakers, sweat shirts, socks, and hats
	<u>Mark</u>		CIRCLE H Logo												
															
<u>Country:</u>	Chile	<u>App. #</u>	1,482,009	<u>App. Dt.</u>	5/20/2010	<u>Reg. #</u>	TMAS805,588	<u>Reg. Dt.</u>	8/30/2011	<u>Status</u>	Registered	<u>Classes</u>	n/a	<u>Goods & Services</u>	Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats
	<u>Mark</u>														
															
<u>Country:</u>	China (People's Republic Of)	<u>App. #</u>	1136138	<u>App. Dt.</u>	10/7/2014	<u>Reg. #</u>		<u>Reg. Dt.</u>		<u>Status</u>	Pending	<u>Classes</u>	25	<u>Goods & Services</u>	clothing; footwear, headgear
	<u>Mark</u>														
															
<u>Country:</u>	China (People's Republic Of)	<u>App. #</u>	914723	<u>App. Dt.</u>	12/28/2006	<u>Reg. #</u>	IR 914723	<u>Reg. Dt.</u>	8/2/2007	<u>Status</u>	Registered	<u>Classes</u>	25	<u>Goods & Services</u>	Clothing; namely, t-shirts, sneakers, sweat shirts, socks, and hats
	<u>Mark</u>														
															
<u>Country:</u>		<u>App. #</u>	TBD	<u>App. Dt.</u>	9/4/2014	<u>Reg. #</u>		<u>Reg. Dt.</u>		<u>Status</u>	Pending	<u>Classes</u>	25	<u>Goods & Services</u>	clothing; shoes; hats; socks; gloves (clothing); scarves; neckties; belts (clothing); chausshes; sashes for wear; wimples; mantles; shower caps; sleep masks; wedding dress
	<u>Mark</u>														
															

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 12/28/2006 IR 914723 1/4/2011 Registered 25

Clothing; namely, t-shirts, sneakers, sweat shirts, socks, and hats

Country: Greece

Mark
HUF 914723
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 302854567
App. #
302854567
App. Dt.
12/5/2013
Reg. #

Reg. Dt.
Status
Pending

Classes
25
Goods & Services
Clothing; t-shirts, sneakers, sweat shirts, socks, hat, headgear and footwear

Country: Indonesia

Mark
HUF D002014
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 IR 914723
App. #
IR 914723
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: Japan

Mark
CIRCLE H Logo
App. #
A0019961
App. Dt.
5/19/2010
Reg. #
IR 1040199

Reg. Dt.
Status
Registered

Classes
25
Goods & Services
Clothing; namely, t-shirts, sneakers, sweat shirts, socks, and hats



HUF 914723 12/28/2006 IR 914723 12/20/2007 Registered 25

Clothing; namely, t-shirts, sneakers, sweat shirts, socks, and hats

Country: Malaysia

Mark
HUF 2014050575
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 IR 914723
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

Country: New Zealand
Mark: HUF
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: HUF
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: HUF
App. # 591415-2014
App. Dt. 10/1/2014
Reg. #
Reg. Dt.
Status Pending
Classes 25
Goods & Services clothing, footwear, headgear

Country: Philippines
Mark: HUF
App. # 4-2013-503825
App. Dt. 12/24/2013
Reg. #
Reg. Dt.
Status Pending
Classes 25
Goods & Services clothing, footwear, headgear

Country: Russia
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: 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: HUF
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: 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: PLANTLIRE
App. # 2014-0062259
App. Dt. 9/17/2014
Reg. #
Reg. Dt.
Status Pending
Classes 25
Goods & Services clothing, headwear, footgear

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										
Mark											
App. #	924070	App. Dt.	1/17/2014	Reg. #		Reg. Dt.		Status	Pending	Classes	25
										Goods & Services	
										t-shirts, sneakers, sweat shirts, socks, and hats	
Country:	United States										
Mark											
App. #	77877,543	App. Dt.	11/20/2009	Reg. #	3,814,290	Reg. Dt.	7/6/2010	Status	Registered	Classes	25
										Goods & Services	
										Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats	
Country:	Vietnam										
Mark											
App. #	A0019961	App. Dt.	5/19/2010	Reg. #	IR 1040199	Reg. Dt.	7/28/2011	Status	Registered	Classes	25
										Goods & Services	
										Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats	
Country:	Vietnam										
Mark											
App. #	86327,393	App. Dt.	7/2/2014	Reg. #		Reg. Dt.		Status	Pending	Classes	25
										Goods & Services	
										Clothing, namely, socks, hats, shorts, t-shirts, footwear, headwear, hooded sweatshirts	
Country:	Vietnam										
Mark											
App. #	78/919,870	App. Dt.	6/29/2006	Reg. #	3,312,384	Reg. Dt.	10/16/2007	Status	Registered	Classes	25
										Goods & Services	
										Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats	
Country:	Vietnam										
Mark											
App. #	78/923,928	App. Dt.	7/6/2006	Reg. #	3,312,419	Reg. Dt.	10/16/2007	Status	Registered	Classes	28
										Goods & Services	
										Skateboard trucks, decks, and wheels	
Country:	Vietnam										
Mark											
App. #	78/919,900	App. Dt.	6/29/2006	Reg. #	3,312,385	Reg. Dt.	10/16/2007	Status	Registered	Classes	35
										Goods & Services	
										Retail store and on-line retail store services, featuring sneakers, clothing, and skateboard products	
Country:	Vietnam										
Mark											
App. #	86327,393	App. Dt.	7/2/2014	Reg. #		Reg. Dt.		Status	Pending	Classes	25
										Goods & Services	
										Clothing, namely, socks, hats, shorts, t-shirts, footwear, headwear, hooded sweatshirts	
Country:	Vietnam										
Mark											
App. #	914723	App. Dt.	12/28/2006	Reg. #	IR 914723	Reg. Dt.	8/11/2011	Status	Registered	Classes	25
										Goods & Services	
										Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats	
Country:	Vietnam										
Mark											
App. #	A0019961	App. Dt.	5/19/2010	Reg. #	IR 1040199	Reg. Dt.	5/19/2010	Status	Registered	Classes	25
										Goods & Services	
										Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats	
Country:	Vietnam										
Mark											
App. #	914723	App. Dt.	12/28/2006	Reg. #	IR 914723	Reg. Dt.	12/28/2006	Status	Registered	Classes	25
										Goods & Services	
										Clothing, namely, t-shirts, sneakers, sweat shirts, socks, and hats	