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J.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Sub-Urban Industries, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: Lower East Investments, Inc. Internal Address: Street Address: 28 Hazelton Avenue Canada City: Toronto State: Zip: M5R 2E2 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State Ontario, Canada [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [X] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance: [] Assignment [] Merger [X] Security Agreement [] Change of Name [] Other Execution Date: June 7, 2004

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) See attached Schedule A Additional number(s) attached [X] Yes [] No

6. Total number of applications and registrations involved: 12

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Annabelle V. Irey Internal Address: Phillips Lytle LLP Street Address: 3400 HSBC Center City: Buffalo State: NY Zip: 14203

7. Total fee (37 CFR 3.41): \$ 315 [X] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature: Annabelle V. Irey Name of Person Signing

Annabelle V. Irey Signature

June 30, 2004 Date

Total number of pages including cover sheet, attachments, and document:

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Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 003018 FRAME: 0858

SCHEDULE A

TO NOTICE OF SECURITY INTEREST

<u>TRADEMARK</u>	<u>APPLICATION NUMBER</u>	<u>REGISTRATION NUMBER</u>
PYT	76-559174	
It s All Wood	76-538224	
YT	76-566399	
YT	76-527277	
N/A (Design Only)	76-523979	
N/A (Design Only)	76-523978	
N/A (Design Only)	76-523980	
Whiteboy	76-511641	
Whiteboy Records	76-507784	
Whiteboy	76-524161	
Whiteboy	76-507783	
Whiteboy	78-093948	2833040

SSSen
BFLO Doc. # 1387396.2

NOTICE OF SECURITY INTEREST

Notice is hereby given that **SUB-URBAN INDUSTRIES, INC.**, a California corporation, with its principal place of business located at 500 Molino Street #215, Los Angeles, California 90013 (Debtor) has granted a security interest to **LOWER EAST INVESTMENTS INC.** (Secured Party), in and to all of the trademarks listed on Schedule A and the applications, registrations and goodwill associated therewith, pursuant to an agreement between Debtor and Secured Party dated of even date herewith and as the same may be amended or supplemented from time to time.

Dated: ~~May~~ ^{June} 7, 2004

SUB-URBAN INDUSTRIES, INC.

By: Joseph E Shortal
Name: Joseph E. SHORTAL
Title: CEO

JS

STATE OF CALIFORNIA)
)SS.:
COUNTY OF LOS ANGELES)

On the 7 day of ^{JUNE} ~~May~~ in the year 2004, before me, the undersigned, personally appeared JOSEPH E. SHORTA 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.

H R E G I N L I

Notary Public



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RECORDED: 07/30/2004

TRADEMARK
REEL: 003018 FRAME: 0862