

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM337434

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
INCASE DESIGNS CORP.		04/06/2015	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Swander Pace Capital IV, L.P.		
Street Address:	c/o Swander Pace Capital		
Internal Address:	101 Mission Street, Suite 101		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94104		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	3644810		
Registration Number:	3623753	PR	
Registration Number:	2206955	I N C A S E	
Registration Number:	3054586	INCASE	
Registration Number:	3357152	INCASE	
Registration Number:	2908777	INCASE	
Registration Number:	2643012	INCASE	
Registration Number:	3644812	INCASE	
Registration Number:	3644811	INCASE	
Registration Number:	3648209	INCASE	
Registration Number:	4277378	SYSTM	
CORRESPONDENCE DATA			
Fax Number:	2124464900		
<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>			
Email:	susan.zablocki@kirkland.com		
Correspondent Name:	Susan Zablocki		
Address Line 1:	Kirkland & Ellis LLP		
Address Line 2:	601 Lexington Avenue		
TRADEMARK			

CH \$290.00 3644810

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 11115-1

NAME OF SUBMITTER: Susan Zablocki

SIGNATURE: /susan zablocki/

DATE SIGNED: 04/06/2015

Total Attachments: 4

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NOTICE OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Second Lien Loan and Security Agreement dated as of April 6, 2015 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement") by and among **INCASE HOLDINGS CORPORATION**, a Delaware corporation ("Parent"), **INCASE DESIGNS CORP.**, a California corporation ("Borrower," and together with Parent, each a "Grantor" and collectively, the "Grantors") and Swander Pace Capital IV, L.P. (the "Lender"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto to the Lender.

The undersigned Grantor and the Lender hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

INCASE DESIGNS CORP.,
a California corporation, as Grantor

By: 
Name: Sean Wu
Title: Chief Financial Officer

[Notice of Grant of Security Interest in Trademarks]

Acknowledged and Accepted:

SWANDER PACE CAPITAL IV, L.P.
as Lender



By: SPC Management IV, LLC
its general partner

By: 

Name: Mark R. Poff
Title: Managing Director

[Notice of Grant of Security Interest in Trademarks]

SCHEDULE 1
TO
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

<u>Trademark</u>	<u>Owner</u>	<u>Status in Trademark Office</u>	<u>Registration / Application No.</u>	<u>Registration / Application Date</u>
	Incase Designs Corp.	Registered	3,644,810	6/23/2009
	Incase Designs Corp.	Registered	3,623,753	5/19/2009
incase	Incase Designs Corp.	Registered	2,206,955	12/1/1998
INCASE	Incase Designs Corp.	Registered	3,054,586	1/31/2006
INCASE	Incase Designs Corp.	Registered	3,357,152	12/18/2007
INCASE	Incase Designs Corp.	Registered	2,908,777	12/7/2004
INCASE	Incase Designs Corp.	Registered	2,643,012	10/29/2002
INCASE	Incase Designs Corp.	Registered	3,644,812	6/23/2009
INCASE	Incase Designs Corp.	Registered	3,644,811	6/23/2009
INCASE	Incase Designs Corp.	Registered	3,648,209	6/30/2009
SYSTM	Incase Designs Corp.	Registered	4,277,378	1/15/2013

Schedule 1

KE 35491576.3

RECORDED: 04/06/2015

TRADEMARK
REEL: 005493 FRAME: 0375