

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM371402

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BP Acquisition Holdings, LLC		01/19/2016	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Boston Proper, LLC		
Street Address:	11150 Santa Monica BLVD		
Internal Address:	Suite 1200		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90025		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Registration Number:	3785735	B	
Registration Number:	1750625	BOSTON PROPER	
Registration Number:	4365392	BOSTON PROPER	
Registration Number:	4315892	BOSTON PROPER	
Registration Number:	1201644	BOSTON PROPER	
Registration Number:	4800182	FEARLESSLY FEMININE	
Registration Number:	4456672	GET READY TO BE UNFORGETTABLE	
Registration Number:	4388152	SO EASY	
Registration Number:	4388151	SO SEXY	
Registration Number:	4441202		
Registration Number:	3639167	WEAR IT LIKE NO ONE ELSE	
Registration Number:	4437036	WEAR IT LIKE NO ONE ELSE	
Registration Number:	4225423	WEAR IT LIKE NO ONE ELSE	
Serial Number:	86515115	BOSTON PROPER	
Serial Number:	86275955	FEARLESSLY FEMININE	
CORRESPONDENCE DATA			
Fax Number:	2052445714		

CH \$390.00 3785735

TRADEMARK

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: 205-458-5284
Email: ivincent@burr.com
Correspondent Name: India E. Vincent
Address Line 1: 420 North 20th Street
Address Line 2: Suite 3400
Address Line 4: Birmingham, ALABAMA 35203

ATTORNEY DOCKET NUMBER:	22249.10
--------------------------------	----------

NAME OF SUBMITTER:	India E. Vincent
---------------------------	------------------

SIGNATURE:	/india e vincent/
-------------------	-------------------

DATE SIGNED:	02/01/2016
---------------------	------------

Total Attachments: 2

source=BP ACQ Name Change#page1.tif

source=BP ACQ Name Change#page2.tif

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BP ACQUISITION HOLDINGS, LLC", CHANGING ITS NAME FROM "BP ACQUISITION HOLDINGS, LLC" TO "BOSTON PROPER, LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JANUARY, A.D. 2016, AT 2:16 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5893439 8100
SR# 20160282850

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 201709786
Date: 01-21-16

TRADEMARK
REEL: 005720 FRAME: 0957

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF FORMATION
OF
BP ACQUISITION HOLDINGS, LLC**

Pursuant to Section 18-202 of the
Delaware Limited Liability Company Act

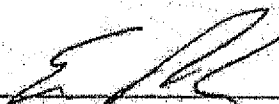
The undersigned, Sole Member of BP Acquisition Holdings, LLC, a limited liability company organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify as follows:

1. The Company's name is BP Acquisition Holdings, LLC. The date of filing of its original Certificate of Formation (the "Certificate") with the Secretary of State of the State of Delaware was December 1, 2015.
2. The Certificate is hereby amended to change the name of the Company to Boston Proper, LLC.
3. Wherever in said Certificate the name "BP Acquisition Holdings, LLC" shall appear, the same shall be deleted and the name "Boston Proper, LLC" shall be substituted in lieu thereof.
4. Soft Surroundings Holdings II, LLC, as the Sole Member of the Company, hereby evidences its consent to the amendment contemplated by this Certificate of Amendment.
5. The amendment contemplated in this Certificate of Amendment shall become effective at the time of its filing with the Delaware Secretary of State.

IN WITNESS WHEREOF, the undersigned has signed this instrument this 19th day of January, 2016.

BP ACQUISITION HOLDINGS, LLC
(TO BE HEREAFTER KNOWN AS
BOSTON PROPER, LLC)

By: Soft Surroundings Holdings II, LLC
Its: Sole Member


By: Eric Keiter
Its: Vice President