

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM372092

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Alex and Ani, LLC		01/29/2016	LIMITED LIABILITY COMPANY: RHODE ISLAND
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent		
<b>Street Address:</b>	222 Broadway		
<b>Internal Address:</b>	14th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10038		
<b>Entity Type:</b>	National Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 16</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2549848	ALEX AND ANI	
<b>Registration Number:</b>	4153058	ALEX AND ANI	
<b>Registration Number:</b>	4650035	ALEX AND ANI	
<b>Registration Number:</b>	4738671	ALEX AND ANI	
<b>Registration Number:</b>	4871699	ALEX AND ANI	
<b>Serial Number:</b>	86613915	ALEX AND ANI	
<b>Registration Number:</b>	3877750	CHARITY BY DESIGN	
<b>Registration Number:</b>	3813953	CHARITY BY DESIGN	
<b>Serial Number:</b>	86398503	COPPURE	
<b>Serial Number:</b>	86839802	COPPURE X	
<b>Serial Number:</b>	86418441		
<b>Serial Number:</b>	86418297		
<b>Registration Number:</b>	4376564		
<b>Registration Number:</b>	4303916	MADE IN AMERICA WITH LOVE	
<b>Registration Number:</b>	4682537	MADE IN AMERICA WITH LOVE	
<b>Serial Number:</b>	86615689	MADE IN AMERICA WITH LOVE	
<b>CORRESPONDENCE DATA</b>			
<b>TRADEMARK</b>			

CH \$415.00 2549848

**Fax Number:** 3125583562

***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:** 3125583562

**Email:** mfoy@winston.com

**Correspondent Name:** Michelle Foy, Winston & Strawn LLP

**Address Line 1:** 35 West Wacker Drive

**Address Line 2:** Suite 4200

**Address Line 4:** Chicago, ILLINOIS 60601-9703

<b>ATTORNEY DOCKET NUMBER:</b>	3165.7117
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<b>NAME OF SUBMITTER:</b>	Michelle Foy
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<b>SIGNATURE:</b>	/Michelle Foy/
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<b>DATE SIGNED:</b>	02/04/2016
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**Total Attachments: 3**

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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 Security and Pledge Agreement dated as of January 29, 2016 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement") and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as administrative agent (the "Administrative Agent") for the Secured Parties referenced therein, 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 Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, 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.

Grantor hereby authorizes and requests the United States Patent and Trademark Office to record this Notice of Grant of Security Interest in Trademarks.

Very truly yours,

Alex and Ani, LLC

By: Harlan Kent

Name: Harlan Kent

Title: President

*Signature Page to Grant of  
Security Interest in Trademarks*

TRADEMARK  
REEL: 005724 FRAME: 0695

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By:   
Name: Paley Chen  
Title: Vice President




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Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 005724 FRAME: 0696**

Schedule 1

Material Trademarks and Pending Trademark Applications

<b>Jurisdiction</b>	<b>Mark</b>	<b>Reg or Serial No. &amp; Class</b>
USA	ALEX AND ANI	<b>2549848-3</b> <b>4153058- 9,14 &amp; 35</b> <b>4650035- 3 &amp; 35</b> <b>4738671- 4</b> <b>4871699- 18 &amp; 25</b> 86613915- 16
USA	CHARITY BY DESIGN	<b>3877750-14</b> <b>3813953- 42</b>
USA	COPPURE COPPURE X (Logo) 	86398503- 14 86839802- 14
USA	(Device Only)  Flag within Heart Design 	86418441- 16, 21 24 & 25 86418297- 3,4,14 & 18  <b>4376564- 14</b>
USA	Made in America with Love	<b>4303916- 14</b> <b>4682537- 3</b> 86615689- 4,18 & 25