

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM425441

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ModCloth, Inc.		03/17/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Winston & Blue, Inc.		
Street Address:	115 Sansome Street		
Internal Address:	9th Floor		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94104		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 22			
Property Type	Number	Word Mark	
Serial Number:	87009464	VIOLET & VERBENA	
Serial Number:	87008442	FIDDLELEAF	
Serial Number:	86630419	MODCLOTH	
Registration Number:	4724982	HIGH DIVE	
Registration Number:	4525865	STYLISH SURPRISE	
Registration Number:	4525601	MODCLOTH	
Registration Number:	5091417	349	
Registration Number:	4503304	BEA & DOT BY MODCLOTH	
Registration Number:	4361561	LINDY HOP	
Serial Number:	85804438	BREAKFAST FOR DINNER	
Registration Number:	4408596	MYRTLEWOOD	
Registration Number:	4625495	AUFOND	
Registration Number:	4445016	GRAHAM STREET SHOE CO	
Registration Number:	4404597	BE THE STYLIST	
Registration Number:	4506143	FERVOUR	
Registration Number:	4272302	MODSTYLISTS	
Registration Number:	4272303	MAKE THE CUT	
Registration Number:	4329422	GEODE	

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Property Type	Number	Word Mark
Registration Number:	3787417	BE THE BUYER
Registration Number:	3766378	M
Registration Number:	3766379	MODCLOTH
Registration Number:	3760045	MODCLOTH

CORRESPONDENCE DATA

Fax Number:

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.

Email: Docketuswmt@mcdonaldhopkins.com

Correspondent Name: McDonald Hopkins, LLC

Address Line 1: 600 Superior Avenue, East

Address Line 4: Cleveland, OHIO 44114

ATTORNEY DOCKET NUMBER:	36012-21341
NAME OF SUBMITTER:	Stacey C. Kalamaras, Esq.
SIGNATURE:	/sck/
DATE SIGNED:	04/28/2017

Total Attachments: 2
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**CERTIFICATE OF AMENDMENT
TO THE
SEVENTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MODCLOTH, INC.**

ModCloth, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies as follows:

FIRST: The Seventh Amended and Restated Certificate of Incorporation of ModCloth, Inc. (the "*Restated Certificate*") is hereby amended by:

1. Amending and restating Article I thereof in its entirety as follows:

"The name of the corporation (the "Corporation") is Winston & Blue, Inc."

2. Amending and restating Article IV.B, Section 7(vii) thereof in its entirety as follows:

"(vii) any increase above three (3) or decrease below three (3) (other than by reason of death or resignation of a member thereof) in the size of the Board of Directors."

3. Amending and restating Article IV.B, Section 8(a) thereof in its entirety as follows:

"(a) The Board of Directors shall consist of three (3) authorized directors. The holders of a majority of the outstanding capital stock of the Corporation, voting together as a single class on an as-converted basis, shall be entitled to elect three (3) directors of the Corporation at any election of directors."

SECOND: All other provisions of the Restated Certificate will remain in full force and effect.

THIRD: This Certificate of Amendment to the Seventh Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware by the Board of Directors and the stockholders of the Corporation. In lieu of a meeting and a vote by the stockholders of the Corporation, the amendment certified herein has been duly adopted by written consent of the stockholders of the Corporation holding at least the minimum number of votes required to adopt said amendment, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, ModCloth, Inc. has caused this Certificate of Amendment to be executed by its authorized officer on this 17th day of March, 2017.

MODCLOTH, INC.

By: /s/Matt Kaness
Name: Matt Kaness
Title: President and Chief Executive Officer