

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM486807

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|---|--|-----------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Vince, LLC | | 08/21/2018 | Limited Liability Company: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Crystal Financial LLC, as Administrative Agent | | |
| Street Address: | Two International Place, 17th Floor | | |
| City: | Boston | | |
| State/Country: | MASSACHUSETTS | | |
| Postal Code: | 02110 | | |
| Entity Type: | Limited Liability Company: DELAWARE | | |
| PROPERTY NUMBERS Total: 11 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 5537419 | VINCE | |
| Registration Number: | 3680680 | VINCE | |
| Registration Number: | 3954985 | VINCE. | |
| Registration Number: | 3954984 | VINCE. | |
| Registration Number: | 4871120 | VINCE | |
| Registration Number: | 4902930 | VINCE | |
| Registration Number: | 4251580 | VINCE | |
| Registration Number: | 4258156 | VINCE. | |
| Registration Number: | 2929250 | VINCE | |
| Registration Number: | 4902935 | VINCE. | |
| Registration Number: | 5215427 | VINCE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 6175269899 | | |
| <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> | | | |
| Phone: | 6175269628 | | |
| Email: | cslattery@proskauer.com | | |
| Correspondent Name: | Christine Slattery | | |
| Address Line 1: | Proskauer Rose LLP | | |

CH \$290.00 5537419

Address Line 2: One International Place, 23rd Floor
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER: 21798 / 049

NAME OF SUBMITTER: Christine Slattery

SIGNATURE: /Christine Slattery/

DATE SIGNED: 08/21/2018

Total Attachments: 4

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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

August 21, 2018

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, the undersigned (the “Grantor”), hereby grants (this “Grant”) to CRYSTAL FINANCIAL LLC, as administrative agent (the “Grantee”), a continuing security interest in (i) all of the Grantor’s right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications set forth on Schedule A attached hereto (the “Marks”), (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

This Grant is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Guarantee and Collateral Agreement by, among others, the Grantor and the Grantee, dated as of August 21, 2018 (as amended, modified, restated and/or supplemented from time to time, the “Security Agreement”). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

THIS GRANT AND ANY CLAIM, CONTROVERSY OR DISPUTE ARISING UNDER OR RELATED TO THIS GRANT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS GRANT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

This Grant may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Grant by telecopy, pdf or other electronic transmission shall be as effective as delivery of a manually executed counterpart of this Grant.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date
hereof.

VINCE, LLC, as Grantor

By: David Stefko
Name: David Stefko
Title: Chief Financial Officer

CRYSTAL FINANCIAL LLC, as Administrative Agent

By: 
Name: _____
Title: **Mirko Andric**
Managing Director

Schedule A

| Trademark | Owner | Status in PTO | Serial Number/Registration Number | Filing Date/Issue Date |
|-----------|------------|---------------|-----------------------------------|------------------------|
| VINCE | Vince, LLC | Pending | | |
| VINCE | Vince, LLC | Registered | 5537419 | 8/7/18 |
| VINCE | Vince, LLC | Registered | 3680680 | 9/8/09 |
| VINCE | Vince, LLC | Registered | 3954985 | 5/3/11 |
| VINCE | Vince, LLC | Registered | 3954984 | 5/3/11 |
| VINCE | Vince, LLC | Registered | 4871120 | 12/15/15 |
| VINCE | Vince, LLC | Registered | 4902930 | 2/16/16 |
| VINCE | Vince, LLC | Registered | 4251580 | 11/27/12 |
| VINCE. | Vince, LLC | Registered | 4258156 | 12/11/12 |
| VINCE | Vince, LLC | Registered | 2929250 | 3/1/05 |
| VINCE | Vince, LLC | Registered | 4902935 | 2/16/16 |
| VINCE | Vince, LLC | Registered | 5,215,427 | 5/30/17 |