

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM505624

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CLEARLAKE CAPITAL PARTNERS II (Master), L.P.		01/11/2019	Limited Partnership: DELAWARE
CLEARLAKE CAPITAL PARTNERS III (Master), L.P.		01/11/2019	Limited Partnership: DELAWARE
RECEIVING PARTY DATA			
Name:	TOTAL FASHION, INC.		
Street Address:	233 WILSHIRE BLVD		
Internal Address:	SUITE 800		
City:	SANTA MONICA		
State/Country:	CALIFORNIA		
Postal Code:	90401		
Entity Type:	Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	4640964	BF	
Registration Number:	4737779	BLUE FLY BF	
Registration Number:	4223135	FLY AND MIGHTY	
Registration Number:	4199995	BELLE AND CLIVE	
Registration Number:	4219316	COLETTE NICOLAI	
Registration Number:	2769397	BLUEFLY	
Registration Number:	2427015	FLYPAPER	
Registration Number:	2579760	BLUEFLY	
Registration Number:	4602437	HADLEY & JAMES	
CORRESPONDENCE DATA			
Fax Number:	8167531536		
<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:	8167531000		
Email:	uspt@polsinelli.com		
Correspondent Name:	POLSINELLI PC		

CH \$240.00 4640964

Address Line 1: 900 W. 48TH PLACE
Address Line 2: SUITE 900
Address Line 4: KANSAS CITY, MISSOURI 64118

ATTORNEY DOCKET NUMBER: 089361-564526

NAME OF SUBMITTER: Andrea Porterfield

SIGNATURE: /Andrea Porterfield/

DATE SIGNED: 01/11/2019

Total Attachments: 6

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ASSIGNMENT OF SECURITY INTEREST

THIS ASSIGNMENT OF SECURITY INTEREST (this "Assignment"), dated as of January 11, 2019, is made by Clearlake Capital Partners II (Master), L.P., a Delaware limited partnership ("CCP II") and Clearlake Capital Partners III (Master), L.P., a Delaware limited partnership ("CCP III" and together with CCP II, the "Lender").

WHEREAS, Bluefly Acquisition, LLC, a Delaware limited liability company ("Grantor") granted a security interest to Lender pursuant to that certain Trademark Security Agreement, dated March 7, 2017, and recorded in the records of the United States Patent and Trademark Office on March 7, 2017, at Reel/Frame 6016/0352 (the "Security Interest");

WHEREAS, the Security Interest secures certain obligations from Grantor in favor of Lender (the "Secured Obligations");

WHEREAS, the Secured Obligations in relation to the trademark properties identified on Schedule 1 attached hereto are still outstanding; and

WHEREAS, Lender has agreed to assign the Trademark Security Agreement, the Security Interest and the Secured Obligations to Total Fashion, Inc., 233 Wilshire Blvd., Suite 800, Santa Monica, CA 90401 ("Assignee") pursuant to this Assignment by Lender to Assignee.

NOW, THEREFORE, for good and valuable consideration, Lender hereby assigns to Assignee its Security Interest in the following:

1. each trademark, trademark registration and trademark application of Grantor referred to in Schedule I attached hereto and all licenses, general intangibles, intangible intellectual property or other similar property relating to the foregoing and all of the goodwill symbolized thereby;
2. the proceeds of any of the foregoing property;
3. each trademark license to the foregoing to which Grantor is a party; and
4. any other Collateral as defined in that certain Trademark Security Agreement.

[SIGNATURE PAGE FOLLOWS]

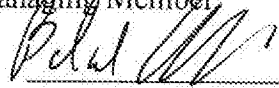
IN WITNESS WHEREOF, Lender has caused this Assignment of Security Interest to be duly executed as of the date first set forth above.

CLEARLAKE CAPITAL PARTNERS II (MASTER), L.P.

By: Clearlake Capital Partners II GP, L.P.
its General Partner

By: Clearlake Capital Partners, LLC
its General Partner

By: CCG Operations, LLC
its Managing Member

By: 
Name: Behdad Eghbali
Title: Manager

STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of January, 2019, before me personally appeared Behdad Eghbali, to me known and known to be the individual described in and who executed the foregoing instrument, and he did duly acknowledge to me that he executed the same.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

NOTARY PUBLIC

My Commission Expires:

** Acknowledgment attached **

CALIFORNIA ALL-PURPOSE CERTIFICATE OF ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)

County of Los Angeles)

On January 11, 2019 before me, Kelly Wigmore, Notary Public,
(Here insert name and title of the officer)

personally appeared Behdad Fakhali,
 who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) (s) are subscribed to the within instrument and acknowledged to me that (he)/she/they executed the same in (his)/her/their authorized capacity(ies), and that by (his)/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Kelly Wigmore
 Notary Public Signature

(Notary Public Seal)



ADDITIONAL OPTIONAL INFORMATION

DESCRIPTION OF THE ATTACHED DOCUMENT

(Title or description of attached document)

(Title or description of attached document continued)

Number of Pages _____ Document Date _____

CAPACITY CLAIMED BY THE SIGNER

- Individual (s)
 Corporate Officer

 (Title)

- Partner(s)
 Attorney-in-Fact
 Trustee(s)
 Other _____

INSTRUCTIONS FOR COMPLETING THIS FORM

This form complies with current California statutes regarding notary wording and, if needed, should be completed and attached to the document. Acknowledgments from other states may be completed for documents being sent to that state so long as the wording does not require the California notary to violate California notary law.

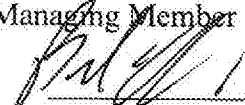
- State and County information must be the State and County where the document signer(s) personally appeared before the notary public for acknowledgment.
- Date of notarization must be the date that the signer(s) personally appeared which must also be the same date the acknowledgment is completed.
- The notary public must print his or her name as it appears within his or her commission followed by a comma and then your title (notary public).
- Print the name(s) of document signer(s) who personally appear at the time of notarization.
- Indicate the correct singular or plural forms by crossing off incorrect forms (i.e. he/she/they, is /are) or circling the correct forms. Failure to correctly indicate this information may lead to rejection of document recording.
- The notary seal impression must be clear and photographically reproducible. Impression must not cover text or lines. If seal impression smudges, re-seal if a sufficient area permits, otherwise complete a different acknowledgment form.
- Signature of the notary public must match the signature on file with the office of the county clerk.
 - ❖ Additional information is not required but could help to ensure this acknowledgment is not misused or attached to a different document.
 - ❖ Indicate title or type of attached document, number of pages and date.
 - ❖ Indicate the capacity claimed by the signer. If the claimed capacity is a corporate officer, indicate the title (i.e. CEO, CFO, Secretary).
- Securely attach this document to the signed document with a staple.

**CLEARLAKE CAPITAL PARTNERS III (MASTER),
L.P.**

By: Clearlake Capital Partners III GP, L.P.
its General Partner

By: Clearlake Capital Partners, LLC
its General Partner

By: CCG Operations, LLC
its Managing Member

By: 
Name: Behdad Eghbali
Title: Manager

STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of January, 2019, before me personally appeared Behdad Eghbali, to me known and known to be the individual described in and who executed the foregoing instrument, and he did duly acknowledge to me that he executed the same.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

NOTARY PUBLIC

My Commission Expires:

** Acknowledgment attached **

CALIFORNIA ALL-PURPOSE CERTIFICATE OF ACKNOWLEDGMENT

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State of California }

County of Los Angeles }

On January 11, 2019 before me, Kelly Wigmore Notary Public
(Here insert name and title of the officer)

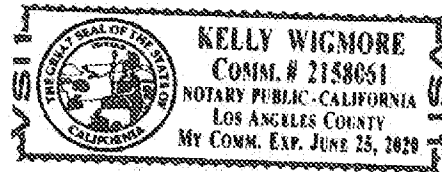
personally appeared Behdad Eghbali
 who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Kelly Wigmore
 Notary Public Signature

(Notary Public Seal)



ADDITIONAL OPTIONAL INFORMATION

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(Title or description of attached document)

(Title or description of attached document continued)

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- The notary public must print his or her name as it appears within his or her commission followed by a comma and then your title (notary public).
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 - ❖ Additional information is not required but could help to ensure this acknowledgment is not misused or attached to a different document.
 - ❖ Indicate title or type of attached document, number of pages and date.
 - ❖ Indicate the capacity claimed by the signer. If the claimed capacity is a corporate officer, indicate the title (i.e. CEO, CFO, Secretary).
- Securely attach this document to the signed document with a staple.

SCHEDULE 1

TRADEMARKS

Trademark	Application/Registration No.	Trademark Office
BF	86252323 / 4640964	US
BLUE FLY BF	86252320 / 4737779	US
BLUEFLY	1109089-00 / TMA630657	CA
BELLE AND CLIVE	010716967 / 0010716967	EU
BLUEFLY	001796218 / 001796218	EU
BELLE AND CLIVE	1569302-00 / TMA899820	CA
FLY AND MIGHTY	85427960 / 4223135	US
BELLE AND CLIVE	85429665 / 4199995	US
COLETTE NICOLAI	85438060 / 4219316	US
BLUEFLY	75499951 / 2769397	US
FLYPAPER	75942461 / 2427015	US
BLUEFLY	75981821 / 2579760	US
HADLEY & JAMES	85923247 / 4602437	US