

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM728402

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WITH YOU LLC		05/17/2022	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	SECOND AVENUE CAPITAL PARTNERS LLC		
Street Address:	75 Second Avenue, Suite 550		
City:	Needham		
State/Country:	MASSACHUSETTS		
Postal Code:	02494		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 42			
Property Type	Number	Word Mark	
Serial Number:	90596241	JESSICA SIMPSON	
Serial Number:	90513335	JESSICA SIMPSON	
Serial Number:	90492028	JESSICA SIMPSON	
Serial Number:	90848483	JESSICA SIMPSON	
Serial Number:	90848471	JESSICA SIMPSON	
Serial Number:	90845345	JESSICA SIMPSON	
Serial Number:	90845327	JESSICA SIMPSON	
Serial Number:	90845307	JESSICA SIMPSON	
Serial Number:	90825835	JESSICA SIMPSON	
Serial Number:	90825737	JESSICA SIMPSON	
Serial Number:	90825676	JESSICA SIMPSON	
Serial Number:	90818384	JESSICA SIMPSON	
Serial Number:	90818286	JESSICA SIMPSON	
Serial Number:	90818241	JESSICA SIMPSON	
Registration Number:	6332593	JESSICA SIMPSON	
Serial Number:	90226274	JESSICA SIMPSON	
Serial Number:	90200852	JESSICA SIMPSON	
Serial Number:	90197324	JESSICA SIMPSON	
Serial Number:	90197241	JESSICA SIMPSON	

OP \$1065.00 90596241

Property Type	Number	Word Mark
Serial Number:	88192206	SWEET KISSES
Serial Number:	88381971	JS JESSICA SIMPSON
Registration Number:	6246983	FANCY FOREVER JESSICA SIMPSON
Registration Number:	6434843	FIEND JESSICA SIMPSON
Serial Number:	87532999	1111
Registration Number:	5125381	JESSICA SIMPSON THE WARMUP
Registration Number:	4878075	JESSICA SIMPSON SIGNATURE
Registration Number:	4846547	FANCY GIRL JESSICA SIMPSON
Registration Number:	4837236	JESSICA SIMPSON
Registration Number:	4744067	GET MOVIN' BY JESSICA SIMPSON
Registration Number:	4325319	VINTAGE BLOOM JESSICA SIMPSON
Registration Number:	4266816	I FANCY YOU JESSICA SIMPSON
Registration Number:	3954114	FANCY NIGHTS JESSICA SIMPSON
Registration Number:	3738310	JESSICA SIMPSON
Registration Number:	3593274	JESSICA SIMPSON
Registration Number:	3455870	JESSICA SIMPSON
Registration Number:	3455865	JESSICA SIMPSON
Registration Number:	3788710	FANCY LOVE JESSICA SIMPSON
Registration Number:	3581591	FANCY JESSICA SIMPSON
Registration Number:	2793751	JESSICA SIMPSON
Registration Number:	4801443	THE WARMUP
Serial Number:	90848456	JESSICA SIMPSON
Serial Number:	97081083	JESSICA SIMPSON

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.

Phone: 800-494-5225

Email: ipteam@cogencyglobal.com

Correspondent Name: Stewart Walsh

Address Line 1: 1025 Connecticut Ave NW, Suite 712

Address Line 2: COGENCY GLOBAL Inc.

Address Line 4: Washington, D.C. 20036

ATTORNEY DOCKET NUMBER: 1686624 TM

NAME OF SUBMITTER: Janet S. Wamsiey

SIGNATURE: /Janet S. Wamsiey/

DATE SIGNED: 05/17/2022

Total Attachments: 7

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

May 17, 2022

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, the undersigned (the "Grantor"), a Delaware limited liability company with a principal place of business at 14556 Ventura Blvd., Sherman Oaks, CA 91403 hereby grants (this "Grant") to Second Avenue Capital Partners LLC, a Delaware limited liability company with a principal place of business at 75 Second Avenue, Suite 550, Needham, MA 02494, as administrative agent and collateral agent (the "Grantee"), a continuing security interest in (i) all of 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" as such term is defined in the Guarantee and Collateral Agreement by, among others, the Grantor and the Grantee, dated as of the date hereof (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.

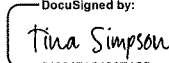
This Grant may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Grant by telecopy,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

[Signature Pages Follow]

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

WITH YOU LLC, as Grantor

By: Own Yourself LLC
Its Manager

By: 
Name: Tina Simpson
Title: Authorized Signatory

**SECOND AVENUE CAPITAL PARTNERS LLC, as
Grantee**

By: 
Name: Mark Gallivan
Title: Authorized Signatory








[Signature Page to Grant of Security Interest in United States Trademarks (With You)]








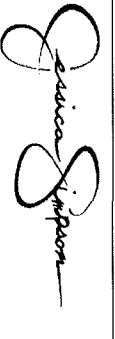

**TRADEMARK
REEL: 007724 FRAME: 0367**





SCHEDULE A







Trademarks and Trademark Licenses

U.S. TRADEMARKS:

Country	Owner/ Applicant	Mark	Status	Application No.	Application Date	Registration No.	Registration Date
United States	With You LLC		Pending (1a)	90596241	Mar. 23, 2021		
United States	With You LLC		Pending (1b)	90513335	Feb. 05, 2021		
United States	With You LLC		Pending (1b)	90492028	Jan. 27, 2021		
United States	With You LLC		Pending (1b)	90848483	Jul. 26, 2021		
United States	With You LLC		Pending (1b)	90848471	Jul. 26, 2021		
United States	With You LLC		Pending (1b)	90845345	Jul. 23, 2021		
United States	With You LLC		Pending (1b)	90845327	Jul. 23, 2021		

Country	Owner/ Applicant	Mark	Status	Application No.	Application Date	Registration No.	Registration Date
United States	With You LLC		Pending (1b)	90845307	Jul. 23, 2021		
United States	With You LLC		Pending (1b)	90825835	Jul. 13, 2021		
United States	With You LLC		Pending (1b)	90825737	Jul. 13, 2021		
United States	With You LLC		Pending (1b)	90825676	Jul. 13, 2021		
United States	With You LLC		Pending (1b)	90818384	Jul. 8, 2021		
United States	With You LLC		Pending (1b)	90818286	Jul. 8, 2021		
United States	With You LLC		Pending (1b)	90818241	Jul. 8, 2021		
United States	With You LLC	JESSICA SIMPSON	Registered	90105972	Aug. 11, 2020	6332593	Apr. 27, 2021
United States	With You LLC		Allowed (1b)	90226274	Sep. 30, 2020		
United States	With You LLC		Allowed (1b)	90200852	Sep. 22, 2020		

Country	Owner/ Applicant	Mark	Status	Application No.	Application Date	Registration No.	Registration Date
United States	With You LLC		Allowed (1b)	90197324	Sep. 21, 2020		
United States	With You LLC		Allowed (1b)	90197241	Sep. 21, 2020		
United States	With You LLC	SWEET KISSES	Allowed (1b)	88192206	Nov. 13, 2018		
United States	With You LLC	JS JESSICA SIMPSON	Allowed (1b)	88381971	Apr. 11, 2019		
United States	With You LLC	FANCY FOREVER JESSICA SIMPSON	Registered	88701935	Nov. 21, 2019	6246983	Jan. 12, 2021
United States	With You LLC	FIEND JESSICA SIMPSON	Registered	87857033	Mar. 30, 2018	6434843	Jul. 27, 2021
United States	With You LLC		Pending (1b)	87532999	Jul. 18, 2017		
United States	With You LLC	JESSICA SIMPSON THE WARMUP	Registered	86763133	Sep. 21, 2015	5125381	Jan. 17, 2017
United States	With You LLC	JESSICA SIMPSON SIGNATURE	Registered	86214634	Mar. 07, 2014	4878075	Dec. 29, 2015
United States	With You LLC	FANCY GIRL JESSICA SIMPSON	Registered	86050571	Aug. 28, 2013	4846547	Nov. 03, 2015
United States	With You LLC		Registered	86016505	Jul. 22, 2013	4837236	Oct. 20, 2015
United States	With You LLC	GET MOVIN' BY JESSICA SIMPSON	Registered	85837674	Jan. 31, 2013	4744067	May 26, 2015
United States	With You LLC	VINTAGE BLOOM JESSICA SIMPSON	Registered	85491851	Dec. 09, 2011	4325319	Apr. 23, 2013
United States	With You LLC	I FANCY YOU JESSICA SIMPSON	Registered	85464750	Nov. 04, 2011	4266816	Jan. 01, 2013
United States	With You LLC	FANCY NIGHTS JESSICA SIMPSON	Registered	85110292	Aug. 18, 2010	3954114	May 03, 2011

Country	Owner/ Applicant	Mark	Status	Application No.	Application Date	Registration No.	Registration Date
United States	With You LLC		Registered	78981273	Jun. 13, 2006	3738310	Jan. 12, 2010
United States	With You LLC		Registered	78980881	Jun. 13, 2006	3593274	Mar. 17, 2009
United States	With You LLC		Registered	78980247	Jun. 13, 2006	3455870	Jun. 24, 2008
United States	With You LLC		Registered	78980204	Jun. 13, 2006	3455865	Jun. 24, 2008
United States	With You LLC	FANCY LOVE JESSICA SIMPSON	Registered	77979169	Mar. 03, 2009	3788710	May 11, 2010
United States	With You LLC	FANCY JESSICA SIMPSON	Registered	77976350	Dec. 20, 2007	3581591	Feb. 24, 2009
United States	With You LLC	JESSICA SIMPSON	Registered	76364470	Jan. 28, 2002	2793751	Dec. 16, 2003
United States	With You LLC	THE WARMUP	Registered	86529811	Feb. 10, 2015	4801443	Aug. 25, 2015
United States	With You LLC		Pending (1b)	90848456	Jul. 26, 2021		
United States	With You LLC		Pending (1b)	97081083	Oct. 19, 2021		

TRADEMARK

REEL: 007724 FRAME: 0371

RECORDED: 05/17/2022