

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Kellwood Company		09/01/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Vince, LLC		
Street Address:	600 Kellwood Parkway		
City:	Chesterfield		
State/Country:	MISSOURI		
Postal Code:	63017		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	2929250	VINCE	
Registration Number:	3680680	VINCE	
Serial Number:	85164464	VINCE	
Serial Number:	85164483	VINCE	
Registration Number:	3861098	VINCE	
Serial Number:	85482429	VINCE	
Serial Number:	85482442	VINCE	
Serial Number:	85129535	VINCE.	
Serial Number:	85129527	VINCE.	
Registration Number:	3954984	VINCE.	
Registration Number:	3954985	VINCE.	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

OP \$290.00 2929250

*via US Mail.*

Phone: 3144713382  
Email: courtney.jackson@kellwood.com  
Correspondent Name: Courtney Jackson  
Address Line 1: 600 Kellwood Parkway  
Address Line 4: Chesterfield, MISSOURI 63017

ATTORNEY DOCKET NUMBER:	VINCE ASSIGNMENT
NAME OF SUBMITTER:	Courtney Jackson
Signature:	/Courtney Jackson/
Date:	09/05/2012

**Total Attachments: 5**

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**TRADEMARK ASSIGNMENT**

**THIS TRADEMARK ASSIGNMENT** (this "Assignment") is made and entered into as of September 1, 2012 ("Effective Date") by and between Kellwood Company, a Delaware Corporation (Assignor), and Vince, LLC, a Delaware Limited Liability Corporation ("Assignee").

**WHEREAS**, Assignor and Assignee are parties to that certain Contribution Agreement dated September 1, 2012 (the "Agreement");

**WHEREAS**, pursuant to the Agreement, Assignor wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, the trademark registrations and trademark applications set forth on Schedule A attached hereto, together with the goodwill of the business associated therewith (collectively, the "Marks"); and

**WHEREAS**, Assignee is a successor to that part of Assignor's business to which the Marks pertain, and that business is ongoing and existing.

**NOW, THEREFORE**, for consideration in the amount of U.S. \$10.00 and other good and valuable consideration received by the Assignor from the Assignee, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee the entire right, title and interest in and to the Marks, for the United States and all other countries, including, without limitation, any registrations and applications therefor, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States or any other country, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns, or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made.

Assignor hereby requests the Commissioner of Patents and Trademarks, and the corresponding entity or agency in any other country, to record Assignee as the assignee and owner of the Marks.

Assignor shall take all further actions, and provide to Assignee, and to Assignee's successors, assigns, or other legal representatives, all such cooperation and assistance reasonably requested by Assignee to more fully and effectively effectuate the purposes of this Assignment.

\* \* \* \* \*

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

**Kellwood Company**

**Vince, LLC**

By: *Keith Grypp*

By: *Keith Grypp*

Name: Keith Grypp

Name: Keith Grypp

Title: Senior Vice President, Secretary and General Counsel

Title: Senior Vice President, Secretary and General Counsel

**Witness:**

By: *Nancy J. Penrod*

**Witness:**

By: *Nancy J. Penrod*

Name: Nancy J. Penrod

Name: Nancy J. Penrod

Address: 600 Kellwood Pkwy, Chesterfield, MO 63017

Address: 600 Kellwood Pkwy, Chesterfield, MO 63017

Nationality: U.S.A.

Nationality: U.S.A.

**Witness:**

By: *Walter J. Rowles, Jr.*

**Witness:**

By: *Walter J. Rowles, Jr.*

Name: WALTER J. ROWLES, JR.

Name: WALTER J. ROWLES JR.

Address: 600 Kellwood Pkwy, Chesterfield, MO 63017

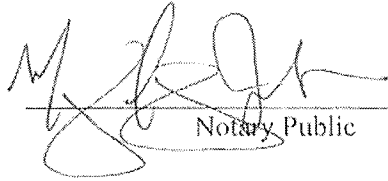
Address: 600 Kellwood Pkwy, Chesterfield, MO 63017

Nationality: U.S.A.

Nationality: U.S.A.

STATE OF MISSOURI     )  
  ) SS.  
COUNTY OF ST. LOUIS    )

On this 31<sup>st</sup> day of August, 2012, there appeared before me Keith A. Grypp, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of Kellwood Company and Vince, L.L.C.

  
\_\_\_\_\_  
Notary Public



## SCHEDULE A

### Domestic Trademarks:

Trademark	Owner	Status in Trademark Office	Federal Registration Number	Registration Date	ITU Application and no Statement of Use filed
VINCE	Kellwood Company	Registered	2,929,250	3/1/2005	N/A
VINCE	Kellwood Company	Registered	3,680,680	9/8/2009	N/A
VINCE	Kellwood Company	Pending	[s/n 85/164,464]	[filed 10/29/2010]	YES
VINCE	Kellwood Company	Pending	[s/n 85/164,483]	[filed 10/29/2010]	YES
VINCE	Kellwood Company	Registered	3,861,098	10/12/2010	N/A
VINCE	Kellwood Company	Pending	[s/n 85/482,429]	[filed 11/29/2011]	YES
VINCE	Kellwood Company	Pending	[s/n 85/482,442]	[filed 11/29/2011]	YES
VINCE. (Stylized)	Kellwood Company	Pending	[s/n 85/129,535]	[filed 9/14/2010]	YES
VINCE. (Stylized)	Kellwood Company	Pending	[s/n 85/129,527]	[filed 9/14/2010]	YES
VINCE. (Stylized)	Kellwood Company	Registered	3,954,984	5/3/2011	N/A
VINCE. (Stylized)	Kellwood Company	Registered	3,954,985	5/3/2011	N/A

### Foreign Trademarks:

Trademark	Owner	Country	Status in Trademark Office	Federal Registration Number	Registration Date
VINCE	Kellwood Company	Australia (Madrid Protocol)	Registered	IR 960474	4/9/2008
VINCE	Kellwood Company	Australia	Pending	[s/n 1471257]	[filed 1/25/2012]
VINCE	Kellwood Company	Brazil	Pending	[s/n 829702130]	[filed 4/28/2008]
VINCE	Kellwood Company	Brazil	Pending	[s/n 829702130]	[filed 4/28/2008]
VINCE	Kellwood Company	Brazil	Pending	[s/n 829702148]	[filed 4/28/2008]
VINCE	Kellwood Company	Canada	Registered	658558	2/9/2006
VINCE	Kellwood Company	China (Peoples' Republic)	Registered	3448663	3/6/2005
VINCE	Kellwood Company	China (Peoples' Republic)	Pending	[s/n 8249979]	[filed 4/28/2010]
VINCE	Kellwood Company	European Union	Registered	2996700	10/6/2004
VINCE	Kellwood Company	Hong Kong	Registered	10246	8/18/2003
VINCE	Kellwood Company	International	Registered	IR 960474	4/9/2008

Trademark	Owner	Country	Status in Trademark Office	Federal Registration Number	Registration Date
		Registration (Madrid Protocol)			
VINCE	Kellwood Company	Japan	Registered	161/2003	10/17/2003
VINCE	Kellwood Company	Japan	Pending	[s/n 2001-064829]	[filed 9/8/2011]
VINCE	Kellwood Company	Korea, Republic of	Registered	45-0032755	10/26/2010
VINCE	Kellwood Company	Korea, Republic of	Registered	40-892258	11/30/2011
VINCE	Kellwood Company	Korea, Republic of	Pending	[s/n 40-2010-53053]	[filed 10/15/2010]
VINCE	Kellwood Company	Korea, Republic of	Pending	[s/n 40-2010-53054]	[filed 10/15/2010]
VINCE	Kellwood Company	Korea, Republic of	Pending	[s/n 40-2010-53055]	[filed 10/15/2010]
VINCE	Kellwood Company	Korea, Republic of	Pending	[s/n 40-2011-21472]	[filed 4/20/2011]
VINCE	Kellwood Company	Korea, Republic of	Pending	[s/n 40-2011-11189]	[filed 4/20/2011]
VINCE	Kellwood Company	Mexico	Pending	[s/n 1204218]	[filed 8/18/2011]
VINCE	Kellwood Company	Mexico	Pending	[s/n 1204219]	[filed 8/18/2011]
VINCE	Kellwood Company	Mexico	Pending	[s/n 1209933]	[filed 9/8/2011]
VINCE	Kellwood Company	Russia, Federation of (Madrid Protocol)	Registered	IR 960474	4/9/2008
VINCE	Kellwood Company	Singapore (Madrid Protocol)	Registered	IR 960474	4/9/2008
VINCE	Kellwood Company	Switzerland (Madrid Protocol)	Registered	IR 960474	4/9/2008
VINCE	Kellwood Company	Taiwan	Registered	1377063	9/1/2009
VINCE	Kellwood Company	Thailand	Pending	[s/n 692936]	[filed 4/18/2008]
VINCE	Kellwood Company	Thailand	Registered	315178	5/19/2010
VINCE	Kellwood Company	Thailand	Registered	43665	8/19/2009
VINCE	Kellwood Company	Turkey (Madrid Protocol)	Registered	IR 960474	4/9/2008