

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/14/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CACHE, INC.		08/14/2013	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	CACHE, INC.
Street Address:	1440 Broadway, 5th Floor
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	1194124	CACHE
Registration Number:	1351848	CACHE
Registration Number:	1382406	CACHE
Registration Number:	1679787	LILLIE RUBIN
Registration Number:	1679788	LILLIE RUBIN
Registration Number:	3460292	CACHÉ ACCENTS
Registration Number:	4122024	CACHÉ
Registration Number:	4122025	CACHÉ
Registration Number:	3521804	CACHÉ CONTOUR COLLECTION
Registration Number:	3521805	CACHÉ CONTOUR COLLECTION
Registration Number:	3444458	CACHÉ
Registration Number:	3444459	CACHE
Registration Number:	3769250	

OP \$465.00 1194124

Registration Number:	3769251	
Registration Number:	3776250	
Registration Number:	3645054	CACHE LUXE
Serial Number:	85474349	LILLIE RUBIN
Serial Number:	85474785	CACHÉ TEE'Z

CORRESPONDENCE DATA

Fax Number: 8004947512
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 2023704761
Email: tfahey@nationalcorp.com
Correspondent Name: Thomas Fahey
Address Line 1: 1025 Vermont Avenue NW, Suite 1130
Address Line 2: National Corporate Research, Ltd.
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F145985
NAME OF SUBMITTER:	ANDREW NASH
Signature:	/ANDREW NASH/
Date:	08/15/2013

Total Attachments: 6
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CHANGE AFFIDAVIT

THIS Change Affidavit is being executed this 15th day of August, 2013 by Janet S. Wamsley.

WHEREAS, Wells Fargo Bank, National Association (the "Bank") caused to be filed a certain Intellectual Property Security Agreement naming Cache, Inc., a Florida corporation (the "Grantor") dated as of July 25, 2013 and recorded with the US Patent and Trademark Office (the "PTO") on July 30, 2013 at Reel 5081 Frame 0436 (the "Filing"); and

WHEREAS, the Filing named the trademarks and trademark applications (the "Trademarks") set forth on Schedule A attached hereto; and

WHEREAS, Cache, Inc., a Florida corporation merger into Cache, Inc., a Delaware corporation and filed the Certificate of Merger of Foreign Corporation into a Delaware Corporation with the Delaware Secretary of State ("Secretary of State") on August 14, 2013 (the "Certificate"); and

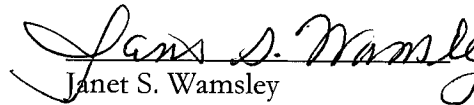
WHEREAS, it is the intent of all parties that said Intellectual Property Security Agreement reflect the current state of incorporation of the Grantor;

NOW, therefore this Affidavit is being executed for the express purpose of changing Grantor's state of incorporation in said Filing.

All references to Grantor's state of incorporation are now references to the State of Delaware.

Attached hereto as Exhibit B is the certified Certificate referencing Grantor's current state of incorporation.

Signed this 15th day of August, 2013.


Janet S. Wamsley

SCHEDULE A

U.S. Federal Trademarks




Trademark	Application Number	Registration Number	Application / Registration Date	Record Owner
CACHE	73194568	1194124	4/20/1982	Caché, Inc.
CACHÉ (Stylized)	73516716	1351848	7/30/1985	Caché, Inc.
CACHE	73517769	1382406	2/11/1986	Caché, Inc.
LILLIE RUBIN	74049714	1679787	3/17/1992	Caché, Inc.
LILLIE RUBIN (Stylized)	74049717	1679788	3/17/1992	Caché, Inc.
CACHÉ ACCENTS	77146393	3460292	7/8/2008	Caché, Inc.
CACHÉ	77153111	4122024	4/3/2012	Caché, Inc.
CACHÉ (Stylized)	77153137	4122025	4/3/2012	Caché, Inc.
CACHÉ CONTOUR COLLECTION	77220314	3521804	10/21/2008	Caché, Inc.
CACHÉ CONTOUR COLLECTION (Stylized)	77220319	3521805	10/21/2008	Caché, Inc.
CACHÉ	77285711	3444458	6/10/2008	Caché, Inc.
CACHÉ (Stylized)	77285763	3444459	6/10/2008	Caché, Inc.
	77978639	3769250	3/30/2010	Caché, Inc.
	77978640	3769251	3/30/2010	Caché, Inc.
	77978763	3776250	4/13/2010	Caché, Inc.
CACHE LUXE	78914079	3645054	6/23/2009	Caché, Inc.
LILLIE RUBIN	85474349		11/16/2011	Caché, Inc.
CACHÉ TEE'Z (Stylized)	85474785		11/16/2011	Caché, Inc.

EXHIBIT B
[See attached]

Delaware Certificate of Merger

Delaware

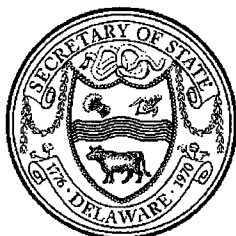
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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CACHE, INC.", A FLORIDA CORPORATION,
WITH AND INTO "CACHE, INC." UNDER THE NAME OF "CACHE, INC.",
A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF AUGUST, A.D. 2013, AT 11:51 O'CLOCK A.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



5383018 8100M

130987980

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0664126

DATE: 08-14-13

TRADEMARK
REEL: 005092 FRAME: 0241

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CACHE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF AUGUST, A.D. 2013.

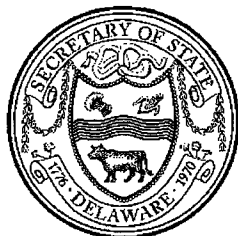
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.


AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CACHE, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF AUGUST, A.D. 2013.

5383018 8300

130987980

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0664127

DATE: 08-14-13

TRADEMARK
REEL: 005092 FRAME: 0242

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Cache, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Cache, Inc., a Florida corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Cache, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

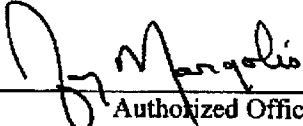
FIFTH: The authorized stock and par value of the non-Delaware corporation is 40,100,000 shares, par value \$0.01.

SIXTH: The merger is to become effective on August 14th, 2013.

SEVENTH: The Agreement of Merger is on file at 1440 Broadway, New York, NY 10018, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 14th day of August, A.D., 2013.

By: 
Authorized Officer

Name: Jay M. Margolis
Print or Type

Title: Chairman and Chief Executive Officer