

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VINCE, LLC		11/27/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A., AS GRANTEE
Street Address:	901 MAIN STREET
City:	DALLAS
State/Country:	TEXAS
Postal Code:	75202
Entity Type:	ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2929250	VINCE
Serial Number:	85482429	VINCE
Registration Number:	3680680	VINCE
Serial Number:	85482442	VINCE
Serial Number:	85164464	VINCE
Serial Number:	85164483	VINCE
Registration Number:	3861098	VINCE
Serial Number:	85129535	VINCE.
Serial Number:	85129527	VINCE.
Registration Number:	3954984	VINCE.
Registration Number:	3954985	VINCE.
Serial Number:	85542556	VINCE

CORRESPONDENCE DATA

Fax Number: 8668265420

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 301-638-0511

Email: ipresearchplus@comcast.net

Correspondent Name: IP Research Plus, Inc.

Address Line 1: 21 Tadcaster Circle

Address Line 2: attn: Penelope J.A. Agodoa

Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	CRS1-39065
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	11/27/2013

Total Attachments: 4
source=39065#page1.tif
source=39065#page2.tif
source=39065#page3.tif
source=39065#page4.tif

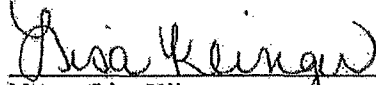
GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, the undersigned (the "Grantor"), hereby grants (this "Grant") to BANK OF AMERICA, N.A. (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to 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 November 27, 2013 (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.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
27th day of November, 2013.

VINCE, LLC, as Grantor

By: 
Name: Lisa Klinger
Title: Chief Financial Officer and
Treasurer

BANK OF AMERICA, N.A., as Grantee

By: 
Name: David H. Strickert
Title: Managing Director

[[3434473]]

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 005163 FRAME: 0093

Schedule A

Trademark Title	Owner	Status in PTO Office	Serial Number/Registration Number	Filing Date/ Issue Date
VINCE	Vince, LLC	Registered	2,929,250	3/1/2005
VINCE	Vince, LLC	Pending	s/n 85/482,429	filed 11/29/2011
VINCE	Vince, LLC	Registered	3,680,680	9/8/2009
VINCE	Vince, LLC	Pending	s/n 85/482,442	filed 11/29/2011
VINCE	Vince, LLC	Pending	s/n 85/164,464	filed 10/29/2010
VINCE	Vince, LLC	Pending	s/n 85/164,483	filed 10/29/2010
VINCE	Vince, LLC	Registered	3,861,098	10/12/2010
VINCE. (Stylized)	Vince, LLC	Pending	s/n 85/129,535	filed 9/14/2010
VINCE. (Stylized)	Vince, LLC	Pending	s/n 85/129,527	filed 9/14/2010
VINCE. (Stylized)	Vince, LLC	Registered	3,954,984	5/3/2011
VINCE. (Stylized)	Vince, LLC	Registered	3,954,985	5/3/2011
VINCE	Vince, LLC	Registered	s/n 85/542,556	11/27/2012

[[3434475]]