

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

Assignment ID: PAT1113448

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	SECURITY INTEREST	
CONVEYING PARTY DATA		
	Name	Execution Date
	ALEX AND ANI, LLC	03/18/2024
RECEIVING PARTY DATA		
Company Name:	THE BATHING CLUB LLC, as Administrative Agent and Collateral Agent under the Credit Agreement	
Street Address:	644 S Figueroa Street	
City:	Los Angeles	
State/Country:	CALIFORNIA	
Postal Code:	90017	
PROPERTY NUMBERS Total: 34		
Property Type	Number	
Application Number:	14821025	
Application Number:	14271354	
Application Number:	29521738	
Application Number:	29521776	
Application Number:	29521786	
Application Number:	29521794	
Application Number:	29404314	
Application Number:	29404380	
Application Number:	29404529	
Application Number:	29404748	
Application Number:	29404886	
Application Number:	29405307	
Application Number:	29406525	
Application Number:	29408249	
Application Number:	29408255	
Application Number:	29408257	
Application Number:	29408947	
Application Number:	29408956	
Application Number:	29557583	
Application Number:	29457620	

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Property Type	Number
Application Number:	29443902
Application Number:	29490112
Application Number:	29511632
Application Number:	29592771
Application Number:	29612140
Application Number:	14568326
Application Number:	29432614
Application Number:	29557585
Application Number:	29557586
Application Number:	29557589
Application Number:	29557591
Application Number:	29509562
Application Number:	16155062
Application Number:	29535565

CORRESPONDENCE DATA

Fax Number: 3474021997

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.

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Email: kshmorhun@paulweiss.com,rlyne@paulweiss.com

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Address Line 1: 1285 Avenue of the Americas

Address Line 2: Paul, Weiss, Rifkind, Wharton & Garrison LLP

Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER: 020656-00005

NAME OF SUBMITTER: Katerina Shmorhun

SIGNATURE: Katerina Shmorhun

DATE SIGNED: 03/22/2024

Total Attachments: 6

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NOTICE OF GRANT OF SECURITY INTEREST
IN UNITED STATES PATENTS

March 18, 2024

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ALEX AND ANI, LLC, a Rhode Island limited liability company (“Grantor”), with a principal place of business located at 10 Briggs Drive, East Greenwich, RI 02818, hereby grants to THE BATHING CLUB LLC, as Administrative Agent and Collateral Agent under the Credit Agreement (as defined below), for its benefit and for the benefit of the other Credit Parties (in its capacity as agent and together with any successors in such capacities, “Grantee”), a continuing security interest in Grantor’s right, title and interest in, to and under (i) the United States patents, patent registrations and patent applications (the “Patents”), including without limitation those set forth on Schedule A attached hereto, (ii) all rights and privileges arising under applicable law with respect to Grantor’s use of the Patents, (iii) any and all inventions and improvements described and claimed therein, (iv) any and all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, (v) all income, fees, royalties, damages, claims and payments now or hereafter due and/or payable with respect thereto including, without limitation, damages and payments for past, present or future infringements thereof, (vi) all rights corresponding thereto throughout the world, (vii) any and all rights to sue for past, present or future infringements thereof, and (viii) all proceeds and products of the foregoing (collectively the “Patent Collateral”).

THIS NOTICE OF GRANT OF SECURITY INTEREST IN UNITED STATES PATENTS (this “Grant”) is made to secure the satisfactory performance and payment of all the Obligations, as such term is defined in that certain Credit Agreement dated as of January 20, 2023


(as amended, restated, amended and restated, supplemented or otherwise modified and in effect from time to time, the “Credit Agreement”) by and among Grantor, certain affiliates of Grantor, the Credit Parties party thereto and Grantee). The rights and remedies of Grantee with respect to the security interest granted herein are as set forth in the Credit Agreement and the other Loan Documents (as such term is defined in the Credit 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 Credit Agreement, the provisions of the Credit Agreement shall govern. Capitalized terms used but not otherwise defined herein that are defined in the Credit Agreement shall have the meanings given to them in the Credit Agreement.

This Grant shall be released upon the payment and performance of the Obligations under, and as defined in, the Credit Agreement, whereupon Grantee shall execute all documents, make all filings, and take all other actions reasonably requested by Grantor to evidence and record the release of the security interest in the Patent Collateral granted herein.

[Signature page follows]

IN WITNESS WHEREOF, each of the undersigned has duly executed and delivered this Grant as of the date above first written.

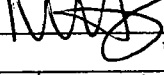
ALEX AND ANI, LLC, as Grantor

By: 
Name: Lilit Capaldi
Title: Authorized Signatory

[Signature Page to Notice of Grant of Security Interest in United States Patents]

[Signatures Continued from Previous Page]

THE BATHING CLUB LLC, as Grantee

By: 
Name: MARGO HENRY
Title: Controller

[Signature Page to Notice of Grant of Security Interest in United States Patents]

Schedule A

Patent and Patent Applications

Patent Number	Issue Date	Application Number	Filing Date	Status
10,123,594	13-Nov-2018	14/821,025	7-Aug-2015	Active
9,420,858	23-Aug-2016	14/271,354	6-May-2014	Active
D786,117	09-MAY-2017	29/521,738	26-MAR-2015	Active
D785,483	02-MAY-2017	29/521,776	26-MAR-2015	Active
D786,118	09-MAY-2017	29/521,786	26-MAR-2015	Active
D785,485	02-MAY-2017	29/521,794	26-MAR-2015	Active
D658,085	24-Apr-2012	29/404,314	19-Oct-2011	Active
D658,528	1-May-2012	29/404,380	20-Oct-2011	Active
D658,086	24-Apr-2012	29/404,529	21-Oct-2011	Active
D658,087	24-Apr-2012	29/404,748	25-Oct-2011	Active
D658,088	24-Apr-2012	29/404,886	26-Oct-2011	Active
D658,089	24-Apr-2012	29/405,307	1-Nov-2011	Active
D664,466	31-Jul-2012	29/406,525	15-Nov-2011	Active
D669,385	23-Oct-2012	29/408,249	8-Dec-2011	Active
D678,102	19-Mar-2013	29/408,255	8-Dec-2011	Active
D663,232	10-Jul-2012	29/408,257	8-Dec-2011	Active
D662,849	3-Jul-2012	29/408,947	19-Dec-2011	Active
D663,233	10-Jul-2012	29/408,956	19-Dec-2011	Active
D784,843	PR-2017	29/557,583	10-MAR-2016	Active
D724,470	17-MAR-2015	29/457,620	11-JUN-2013	Active
D729,101	12-MAY-2015	29/443,902	23-JAN-2013	Active
D738,773	15-SEP-2015	29/490,112	06-MAY-2014	Active
D781,742	21-MAR-2017	29/511,632	12-DEC-2014	Active
D848,308	14-MAY-2019	29/592,771	02-FEB-2017	Active
D837,086	01-JAN-2019	29/612,140	28-JUL-2017	Active
9,301,580	5-Apr-2016	14/568,326	12-Dec-2014	Active
D686,520	23-JUL-2013	29/432,614	18-SEP-2012	Active

Patent Number	Issue Date	Application Number	Filing Date	Status
D796,370	05-SEP-2017	29/557,585	10-MAR-2016	Active
D801,208	31-OCT-2017	29/557,586	10-MAR-2016	Active
D795,732	29-AUG-2017	29/557,589	10-MAR-2016	Active
D796,983	12-SEP-2017	29/557,591	10-MAR-2016	Active
D784,842	25-APR-2017	29/509,562	19-NOV-2014	Active
10,542,795	28-Jan-2020	16/155,062	9-Oct-2018	Active
D809,421	06-FEB-2018	29/535,565	07-AUG-2015	Active