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OMB No 0651-0011 etc 4 94
MRD 9-29-98
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RE

FORM COVER SHEET
10-02-1998

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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attached original documents (copy) thereof.

To the Honorable Commissioner of P

1. Name of conveying party(ies):

BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of Conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: ANNTAYLOR, INC.

Internal Address: _____

Street Address: 142 West 57th Street

City: New York State: NY ZIP: 10019

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Agreement

Execution Date: June 30, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

Application number(s) or Registration number(s): See attached schedule

A. Trademark Application No.(s) B. Trademark Registration No.(s)

Additional numbers attached? Yes No

Name and address of party to whom correspondence concerning document should be mailed:

Name: Elaine D. Ziff Esq.

Internal Address: Skadden, Arps, Slate, Meagher & Flom LLP

Street Address: 919 Third Avenue

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 24

7. Total fee (37 CFR 3.41) \$ 615.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

10/01/1998 DHEIYEN 00000487 1770157

01 FC:481 40.00 OP
 02 FC:482 575.00 OP

DO NOT USE THIS SPACE

Statement and signature.
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kristine Fyfe Kristine Fyfe 9/29/98

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:

TRADEMARK
 REEL: 1794 FRAME: 0432

RELEASE

Dated as of June 30, 1998Trademarks and Trademark ApplicationsU.S. Registered Trademarks:

<u>Trademark</u>	<u>Registration No.</u>	<u>Issue Date</u>	<u>Expiration/ Renewal</u>
ANNTAYLOR (Stylized)	1,770,157	05/11/93	05/11/03
ANN TAYLOR	1,444,585	06/23/87	06/23/07
ANN TAYLOR	1,251,717	09/20/83	09/20/03
ANNTAYLOR (Stylized)	1,789,470	08/24/93	08/24/03
ANNTAYLOR (Stylized)	1,832,503	04/19/94	04/19/04
AnnTaylor (Stylized)	1,854,221	09/13/94	09/13/04
ANNTAYLOR.	1,881,093	02/28/95	02/28/05
DESTINATION	1,875,773	01/24/95	01/24/05
DESTINATION ANNTAYLOR	1,804,908	11/16/93	11/16/03
destination ANNTAYLOR. (Stylized)	1,811,236	12/14/93	12/14/03
AT DENIM (logo design)	1,817,468	01/18/94	01/18/04
AT DENIM.	1,826,976	03/15/94	03/15/04
ANNTAYLOR.	1,782,601	07/20/93	07/20/03
ANNTAYLOR. (stylized)	1,832,137	04/19/94	04/19/04
ANNTAYLOR.LOFT	2,061,836	5/13/97	5/13/07
THE SHOE LOFT (Stylized)	2,013,181	11/5/96	11/5/06
ACTION	1,971,952	4/30/96	4/30/06
ACTION and design	1,933,151	11/7/95	11/7/05
ACTION and design	2,070,976	6/17/95	6/17/07

U.S. Trademark Applications:

Trademark	Serial No.	File Date
AT ANNTAYLOR. ORIGINALS - CLASSIC STYLE (and design)	74/304,148	08/12/92
AT ANNTAYLOR. ORIGINALS - CLASSIC STYLE (and design)	74/304,144	08/12/92
DESTINATION	74/493,760	02/23/94
ACTION	74/601,938	11/22/94
ACTION (and design)	74/601,937	11/22/94

Foreign Registered Trademarks:

Trademark/Country	Registration No.	Issue Date	Expiration/ Renewal
ANN TAYLOR/Canada	TMA381,405	03/20/86	03/20/01
ANN TAYLOR ¹ /Japan	1973145	07/23/87	07/23/97
ANN TAYLOR/Japan	2322093	07/31/91	07/31/01
ANN TAYLOR ¹ /Japan	2322094	07/31/91	07/31/01
ANN TAYLOR/Japan	2461709	09/30/92	09/30/02
ANN TAYLOR ¹ /Japan	2461710	09/30/92	09/30/02
ANN TAYLOR/Japan	2451513	08/31/92	08/31/02
ANN TAYLOR ¹ /Japan	2451514	08/31/92	08/31/02
ANN TAYLOR/Japan	2389850	03/31/92	03/31/02
ANN TAYLOR ¹ /Japan	2389851	03/31/92	03/31/02
ANN TAYLOR./Brazil	817167129	11/15/94	11/15/04
ATDENIM./Brazil	817401989	01/24/95	01/23/05
ATDENIM/Canada		08/18/95	
ANNTAYLOR/Hong Kong	01800/1995	06/25/93	06/25/14
ANNTAYLOR (English)/Japan	2700331	11/30/94	11/30/04
ANN TAYLOR (Katakana)/Japan	2700332	11/30/94	11/30/04
ANNTAYLOR (Korean)/Korea	316507	06/30/95	06/30/05
ANN TAYLOR/Taiwan	521793	05/01/91	04/30/01

¹ In Katakana.

Foreign Trademark Applications:

<u>Trademark/Country</u>	<u>Serial No.</u>	<u>File Date</u>
ANN TAYLOR/Taiwan	79/48075	11/05/90
ANNTAYLOR/Japan	15005/1989	02/10/89
ANNTAYLOR/Japan	15006/1989	02/10/89
ANN TAYLOR/Hong Kong ²	9156/90	11/13/90
ANNTAYLOR./Brazil ³	817167129	04/01/93

² Application for "Ann Taylor" in Hong Kong is being withdrawn and refiled pursuant to the requirements of the Hong Kong trademark authority.

³ Application for "Ann Taylor" in Brazil is being amended to show mark as "AnnTaylor." If it cannot be amended, it will be withdrawn and refiled.

RELEASE

THIS RELEASE is given as of this 30th day of June, 1998 by BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, with an office located at 1455 Market Street, San Francisco, CA 94103 ("Assignor"), in its capacity as Agent under the Amended and Restated Credit Agreement dated as of September 29, 1995 (the "Credit Agreement") to ANNTAYLOR, INC., a corporation having its principal place of business at 142 West 57th Street, New York, NY 10019 ("Assignee").

WHEREAS, pursuant to the Credit Agreement, Assignor and Assignee entered into a Security Agreement, dated as of September 29, 1995 (the "Security Agreement"), along with a Trademark Security Agreement, dated as of September 29, 1995 (the "Trademark Security Agreement") by which Assignee granted to Assignor, for the benefit of the Agent, the Lenders, and the Issuing Banks (all defined in the Security Agreement), a security interest in all of Assignee's right, title and interest in, to and under the Collateral (as defined in the Security Agreement and the Trademark Security Agreement) including, but not limited to, the trademarks, registrations, and applications set forth in Exhibit A hereto (the "Trademarks");

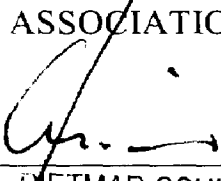
WHEREAS, the Trademark Security Agreement was duly recorded in the United States Patent and Trademark Office at Reel 1404/Frames 0803-0819, on October 9, 1995;

WHEREAS, Assignee has fully satisfied all its Obligations, as such term is defined in the Security Agreement, and Assignor desires to release its security interests in the Collateral (as defined in the Security Agreement and the Trademark Security Agreement), including, but not limited to, the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby releases its security interest in the Trademarks including, but not limited to, the trademarks, registrations, and applications set forth on Exhibit A hereto, and reassigns any and all interest it may have in such Trademarks under the Security Agreement and the Trademark Security Agreement to Assignee.

IN WITNESS WHEREOF, Assignor has caused this RELEASE to be
duly executed by its officer thereunto duly authorized as of this 6th day of ~~June~~, July,
1998.

BANK OF AMERICA NATIONAL TRUST AND
SAVINGS ASSOCIATION, as AGENT

By: 
Name: DIETMAR SCHIEL
Title: Vice President

CALIFORNIA

STATE OF NEW YORK)
) SS.

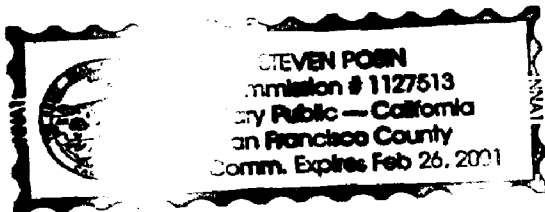
COUNTY OF NEW YORK)
SAN FRANCISCO July

On this 6 th day of ~~June~~, 1998, before me personally appeared
Dietmar Schiel known to me to be the individual who executed the forego-
ing instrument and acknowledged to me that he/she executed the same as the duly
authorized officer of BANK OF AMERICA NATIONAL TRUST AND SAVINGS
ASSOCIATION.



Notary Public


My commission expires: February 26, 2001



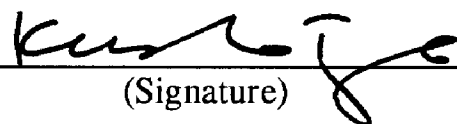
Certificate of Express Mail under 37 CFR 1.10

Attorney Ref. No.: 051020/33
Title of Paper: Assignment of Trademarks
"Express Mail" Label No. **EL107310384US**
Date of Deposit: September 29, 1998

I hereby certify that the foregoing is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner for Patents and Trademarks, Box Assignments, Washington, D.C. 20231.



Kristine Fyfe



(Signature)