

11-17-1998

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10-07-1998

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #51

Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Lady Carol Dresses, Inc., Lorac Original Dresses, Inc., Lady Carol Petites Inc. and Carol's Choice Ltd.

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

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

2. Name and address of receiving party(ies)
Name: LCD Acquisition, L.L.C.
Internal Address: c/o Lady Carol Dresses, LLC

Street Address: 1400 Broadway, 20th Floor
City: New York State NY ZIP: 10018

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other: Limited Liability Company

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

3. Nature of conveyance:

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

Execution Date: 10/1/98

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 75/326699, 1,596,527

Additional numbers attached? Yes No

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

Name: Rosenman & Colin

Internal Address: Ignacio Luzarraga, Esq.

Street Address: 575 Madison Avenue

11/16/1998 JSHBAZZ 00000091 75326699

01 FC:481
02 FC:482

40.00 OP
25.00 OP

City: New York State NY ZIP: 10022

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed
- Authorized to be charged to deposit account

B. Deposit account number:

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

DO NOT USE THIS SPACE

9. 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.

B. April Brady
Name of Person Signing

B. April Brady
Signature

10/6/98
Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1875 FRAME: 0819

ASSIGNMENT OF TRADE NAMES AND TRADEMARKS

ASSIGNMENT OF TRADE NAMES AND TRADEMARKS, dated as of October 1, 1998, from Lady Carol Dresses, Inc. ("LCDI"), a New York corporation, Lorac Original Dresses, Inc., a New York corporation, Lady Carol Petites, Inc., a New York corporation, and Carol's Choice Ltd., a New York corporation (the "Sellers") to LCD Acquisition, L.L.C. (the "Purchaser"), a New York limited liability company.

Each of the Sellers, for and in consideration of \$10.00 from the Purchaser delivered to LCDI, and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, does hereby sell, convey, transfer, assign and deliver to the Purchaser and the Purchaser's successors and assigns all of the Sellers' right, title and interests in and to (i) the trade names set forth on Schedule A annexed hereto (the "Trade Names") and (ii) the trademarks set forth on Schedule B annexed hereto (the "Trademarks"), together with the goodwill of the business of the Sellers in connection with which the Trade Names and the Trademarks are used and which are symbolized thereby.

This Assignment of Trade Names and Trademarks shall also include the right to claim any and all damages by reason of past infringement of the Trade Names and the Trademarks with the right to sue for, and collect the same for Purchaser's own use and enjoyment and for the use and enjoyment of its successors and assigns.

Each of the Sellers agrees and covenants that it shall, from time to time after the date hereof, make, execute, acknowledge and deliver, or cause to be made, executed, acknowledged and delivered, all such further acts, assignments, bills of sale, drafts, transfers of titles and other instruments as counsel for the Purchaser may reasonably request, for the better assigning, transferring, granting, conveying, assuring and confirming to the Purchaser, or to its successors and assigns, or for the aiding, assisting, collecting and reducing to possession any or all of the Trade Names and Trademarks to be assigned to the Purchaser as provided herein.

Each of the Sellers further covenants and agrees that the covenants herein contained shall be binding upon it and its successors and assigns and shall inure to the benefit of the Purchaser and its successors and assigns.

The validity, meaning and effect of this Assignment of Trade Names and Trademarks shall be determined in accordance with the laws of the State of New York applicable to contracts made and performed in that State, without reference to its principles of conflicts of law.

This Assignment of Trade Names and Trademarks may be signed in one or more counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument

IN WITNESS WHEREOF, each of the Sellers has caused this Assignment of Trade Names and Trademarks to be executed on the 1 day of October, 1998.

LADY CAROL DRESSES, INC.

By: [Signature]
Name:
Title: Pres.

LORAC ORIGINAL DRESSES, INC.

By: [Signature]
Name:
Title: Pres.

LADY CAROL PETITES, INC.

By: [Signature]
Name:
Title: Pres

CAROL'S CHOICE LTD.

By: [Signature]
Name:
Title: Pres

LCD ACQUISITION, L.L.C.

By: [Signature]
Name:
Title:

SCHEDULE A

Trade Names (not registered in the Patent and Trademark Office)

1. Tracy Richards – Used consistently for more than 5 years
2. Lady Carol Petites – Used consistently for more than 10 years

SCHEDULE B

Trademarks

Owned by Lady Carol Dresses, Inc.

1. Jill Jason – Serial No.: 75/326699
2. Lady Carol – Registration No.: 1,596,527 (registered 5/15/90)

Owned by Lorac Originals, Inc.

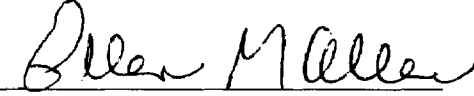
1. Lorac Original – Registration No.: 2,047,272 (registered 3/25/97)

STATE OF NEW YORK)

)

COUNTY OF NEW YORK)

On this 1st day of October, 1998, before me personally came Sheldon Ratner, to me known, who being duly sworn, did depose and say, that he is the President of each of Lady Carol Dresses, Inc., Lorac Original Dresses, Inc., Lady Carol Petites, Inc. and Carol's Choice Ltd., the corporations described in the foregoing instrument, and that he signed his name thereto by order of the Board of Directors of such corporations.


Notary Public

ELLEN M. ALLEN
Notary Public, State of New York
No. 01AL5057123
Qualified in Suffolk County 2000
Commission Expires March 18, 2000