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To the Honorable Commissioner of

original documents or copy thereof.

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1. Name of conveying party(ies):
Dress for Success, New York

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

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

3. Nature of conveyance:

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

Execution Date: February 1, 1999

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

Name: Dress for Success Worldwide

Internal Address: _____

Street Address: 19 Union Square Suite 6B

City: New York State: NY ZIP: 10003

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

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

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?: Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
75,550,216
Assignment includes the entire portion of the business to which the mark pertains

B. Trademark registration No.(s)
2,220,390

Additional numbers attached?: Yes No

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

Name: Terri J. Seligman, Esq.

Internal Address: Loeb & Loeb LLP

Street Address: 345 Park Avenue

City: New York State: NY ZIP: 10154

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

8. 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.

Terri J. Seligman, Esq.

Name of Person Signing

Signature

6/11/99

Date

Total number of pages comprising cover sheet: 3

OMB No. 0651-0011 (exp. 4/94)

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06/16/1999 DNGUYEN 00000036 2220390

Commission of Patents and Trademarks
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Washington, D.C. 20231

01 FC:481
02 FC:482

40.00 OP
25.00 DP

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TRADEMARK
REEL: 001912 FRAME: 0866

APPENDIX A

<u>Trademark</u>	<u>Int'l Class</u>	<u>Application or Registration No.</u>
DRESS FOR SUCCESS	42	2,220,390
CLEAN YOUR CLOSET WEEK	42	Application No. 75/550216

ASSIGNMENT OF TRADEMARKS

WHEREAS, DRESS FOR SUCCESS, NEW YORK, a not-for-profit corporation organized under the laws of the State of New York, with its principal place of business at 135 W. 4th Street, New York, New York 10012 ("Assignor"), has adopted, owns and is using the trademarks set forth in Appendix A (the "Trademarks") and any and all certificates of or applications for registrations of the Trademarks on the Principal Register in the United States Patent and Trademark as set forth on Appendix A (the "Registrations"); and

WHEREAS, Assignor wishes to assign to DRESS FOR SUCCESS WORLDWIDE , a not-for-profit corporation organized under the laws of the State of New York, with a principal place of business at 19 Union Square, Suite 6B, New York, New York 10003 ("Assignee"), its right, title and interest in and to the Trademarks, together with all Registrations and Assignee desires to accept the assignment of the same;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby conveys, assigns, transfers and delivers to Assignee free and clear of all liens, claims and encumbrances, all right, title and interest in and to each of the Trademarks, and the goodwill of the business symbolized thereby and the Registrations thereof.

The Assignment of Trademarks is made effective this 1st day of February, 1999.

ASSIGNOR:

DRESS FOR SUCCESS, NEW YORK

By: Joe Gordon
Name: JOE GORDON
Title: EXECUTIVE DIRECTOR

ACKNOWLEDGED:

DRESS FOR SUCCESS WORLDWIDE

By: Nancy
Name: Nancy Lublin
Title: Executive Director

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