

NO 9-14-99 TR



To the Honorable Commissioner of Patents and

document(s) or copy(ies) thereof.

101147008

1. Name of conveying party(ies):

Lerner New York, Inc.
a Delaware corporation,
located and doing business at
460 West 33rd Street
New York, New York 10001

- Individual
- General Partnership
- Corporation - Delaware
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: September 7, 1999

Lernco, Inc.
a Delaware Corporation,
located and doing business at
1105 North Market Street
Wilmington, Delaware 19801

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

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

75/646,556
75/648,424

B. Trademark Registration No.(s)

2,076,151

Additional numbers attached? Yes No

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

Name: Frank J. Colucci, Esq.
Internal Address: Colucci & Umans
Manhattan Tower
Street Address: 101 East 52nd Street
City: New York State: New York ZIP: 10022

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): \$ 90.00

- Enclosed
- Authorized to be charged to deposit account.

8. Deposit account number:

20-0050

(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.

Frank J. Colucci
Name of Person Signing

Frank J. Colucci
Signature

September 7, 1999
Date

09/16/1999 NGUYEN 00000136 2076151

Total number of pages including cover sheet:

01 FC:481 40.00 OP
02 FC:482 50.00 OP

OMB No. 0651-0011

Do not detach this portion

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

D163-081/GJC

ASSIGNMENT

WHEREAS, Lerner New York, Inc., a Delaware corporation, having its principal office and place of business at 460 West 33rd Street, New York, New York 10001 (herein "Assignor"), has adopted and is using the marks for which said Assignor is the record owner of the trademark applications and registration as shown on the attached Schedule; and

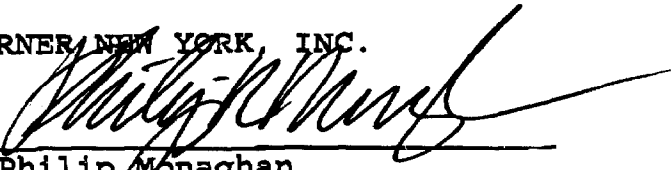
WHEREAS, Lernco, Inc., a Delaware corporation, having its principal office and place of business at 1105 North Market Street, Wilmington, Delaware 19801 (herein "Assignee"), is desirous of acquiring said trademark applications and registrations thereof shown on the attached Schedule;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the trademarks, together with the good will of the business symbolized by the marks, and the applications and registrations thereof as shown in the attached Schedule.

The Commissioner of Patents and Trademarks is requested to record the assignment and issue all the certificates of registration to said Assignee.

Dated: New York, New York
September 7, 1999

LERNER, NEW YORK, INC.

By 
Philip Monaghan
Vice President Brand
Communications

SCHEDULE

Trademark

Application Nos.

NY & CO

75/646,556

NEW YORK & COMPANY

75/648,424

Trademark

Registration No.

NY & CO. and Design

2,076,151

STATE OF New York)
) ss. :
COUNTY OF New York)

I, W. Brant Mossop, a Notary Public in and for the State and County aforementioned, do hereby certify that Philip Monaghan who appeared before me and who executed the foregoing document in my presence is the Vice President Brand Communications of Lerner New York, Inc., a corporation organized and existing under the laws of the State of Delaware; that he has authority, under the articles of incorporation and by the laws of the said corporation to represent the said corporation, and that any instrument signed solely by him in his capacity as such officer is binding on the said corporation.

Dated this 7th day of September 1999.



Notary Public
My Commission Expires:

W. BRANT MOSSOP
Notary Public, State of New York
No. 314398862
Qualified in New York County
Certificate Filed in New York County
Commission Expires July 13, 2000