

01-04-2000

SHEET

12.14.99



To the Honorable Commissioner of

101236139

attached original documents or copies thereof.

1. Name of conveying party(ies):

AnnTaylor, Inc.

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

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

2. Name and Address of receiving party(ies)

Annco. Inc.

Address: 414 Chapel Street
New Haven, Connecticut 06511

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

3. Nature of conveyance:

☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

Execution Date: November 1, 1999
Effective Date: August 13, 1998

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

A. (75/452766; 74/654403)

B. Trademark Registration Nos.

(1444585; 1832503; 1251717; 1789470; 1854221)

Additional numbers attached? ☒ Yes ☐ No

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

Bruce J. Goldner, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
919 Third Avenue
New York, New York 10022-3897

6. Total number of applications involved: 2
Total number of registrations involved: 26

7. Total fee (37 CFR 3.41). \$715.00.....

☒ Enclosed
☒ All or any deficiency is authorized to be charged to
Deposit Account No. 19-2385.

8. Deposit Account No. 19-2385

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.

Bruce J. Goldner

Name

Signature

December 14, 1999

Date

Total number of pages including cover sheet, attachments, and document: 10

01/03/2000 DNGUYEN 00000066 75452766

01 FC:481
02 FC:482

40.00 OP
625.00 OP

TRADEMARK
REEL: 002005 FRAME: 0844

Rep'n. Ref: 01/03/2000 DNGUYEN 0010080100
Date: 12/14/99 Name/Number: 75452766
FC: 704 \$50.00 CR

ATTACHMENT TO RECORDATION FORM COVER SHEET (Trademarks Only)

Registration Nos. (AnnTaylor, Inc. assigned to Annco, Inc.)

1881093
2061836
1817468
1826976
1875773
1931306
1955444
2146793
2007457
2064171
2173679
1971952
1933151
2070976
1931594
1770157
1782601
1766667
1832137
1896635
2013181

TRADEMARK ASSIGNMENT AGREEMENT

THIS TRADEMARK ASSIGNMENT AGREEMENT (the "Assignment"), dated as of November 1, 1999, is entered into by and between ANNTAYLOR, INC., a Delaware corporation ("Assignor"), and ANNCO, INC., a Delaware corporation ("Assignee").

WHEREAS, Assignor is the owner of certain trademarks, service marks, logos and marks listed on Exhibit I attached hereto and incorporated herein (herein referred to as the "Trademarks"); and

WHEREAS, the Board of Directors of Assignor, by resolutions adopted on August 13, 1998, has authorized the transfer to Assignee of all of Assignor's rights and interest in and to the Trademarks, as a contribution to the capital of Assignee; and

WHEREAS, Assignee has agreed to accept such assignment of the Trademarks;

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements set forth herein, and intending to be legally bound hereby, the parties hereto agree as follows:

1. Assignment

Assignor does hereby transfer, convey, sell and assign to Assignee, as a contribution to the capital of Assignee, all of Assignor's right, title and interest in and to the Trademarks, any copyrights in any of the Trademarks, and all goodwill related thereto, throughout the world, from and after the date of this Assignment, and Assignee hereby accepts such transfer, conveyance, sale and assignment .

2. Further Assurances.

Assignor agrees that it will take all such action and do or cause to be done such things necessary or proper to transfer to Assignee all registrations and applications of registrations of the Trademarks, including the execution and delivery of additional documentation to be filed with the United States Patent and Trademark Office and other governmental officials or offices to record the transfer of the Trademarks. Until the transfer of the Trademarks shall have been so recorded, Assignor agrees to take all reasonable actions and do or cause to be done all such things reasonably requested by Assignee to protect the Trademarks and the interests therein being assigned to Assignee hereunder.

3. Miscellaneous.

(a) In all respects, including matters of construction, validity and performance, this Assignment and the obligations arising hereunder shall be governed by and construed in accordance with the laws of the State of Connecticut, applicable to contracts made and performed in such State (without regard to principles of conflict of laws) and any applicable federal law of the United States of America. To the fullest extent permitted by law, the parties hereby unconditionally and irrevocably waive any claim to assert that the law of any other jurisdiction governs this Assignment.

(b) This Assignment supersedes all prior agreements, understandings and representations between the parties with respect to the subject matter hereof, and is intended as a complete and exclusive statement of the terms of the agreement between the parties with respect thereto. This Assignment cannot be changed or terminated except by a written instrument executed by the party against which enforcement thereof is sought.

(c) All notices, requests, demands and other communications hereunder that are required to be in writing shall be served by certified or registered mail, postage prepaid and return receipt requested, or by hand delivery, or overnight courier service, to the respective addresses set forth below, or to such other address as may be designated in writing by notice given in accordance with this Section 3(c):

If to Assignee, to:

Anncos, Inc.
414 Chapel Street
New Haven, Connecticut 06511
Attn: Intellectual Property Counsel

If to Assignor, to:

AnnTaylor, Inc.
142 West 57th Street
New York, New York 10019
Attn: General Counsel

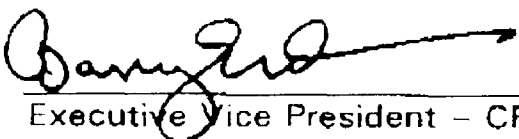
(d) This Assignment may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed as of the date first above written.

ANNTAYLOR, INC.

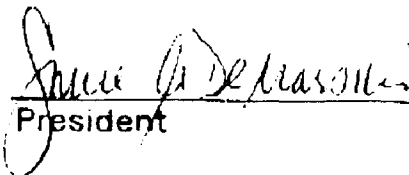
ANNCO, INC.

By:



Executive Vice President - CFO

By:



President

EXHIBIT I
TRADEMARKS

The following trademarks and trade names are being transferred, including all stylized variations and all registrations and applications for registration thereof worldwide:

AnnTaylor
AT denim
Ann
destination
AnnTaylor Loft

Bottle designs for *destination* fragrance products
Box bow design for *destination* fragrance products

Glimmer
Golden Citrine
Blue Opal
Rose Quartz

The following trademarks and trade names, which are not currently in use, are also being transferred, including all stylized variations and all registrations and applications for registration thereof worldwide:

Action
AT logo w/arc
Pure and Simple
destination Ann Taylor
The Shoe Loft

This transfer includes the following trademark registrations that have issued:

Country	Mark	Class of Goods	Reg. No.
U.S.A.	ANN TAYLOR (block letters)	Retail clothing store services (Class 42)	1,444,585
U.S.A.	ANNTAYLOR. (stylized)	Retail clothing store services (Class 42)	1,832,503
U.S.A.	ANN TAYLOR (block letters)	Clothing (Class 25)	1,251,717
U.S.A.	ANNTAYLOR. (block letters)	Clothing, namely dresses, skirts, suits, blouses, shoes, pants, shorts, jackets, coats, socks, hosiery, hats, belts, scarves, and underwear (Class 25); and Retail clothing store services (Class 42)	1,789,470
U.S.A.	ANNTAYLOR. (stylized)	Clothing, namely dresses, skirts, suits, blouses, shoes, pants, shorts, jackets, coats, socks, hosiery, hats, belts, scarves and underwear (Class 25)	1,854,221

U.S.A.	ANNTAYLOR. (block letters)	Perfume, cologne, toilet water, bath oil, bath gel, bath salt, bath creme, lotion, make-up for lips, eyes, cheeks, facial cleanser, moisturizer, make-up remover, and personal soaps (Class 3)	1,881,093
U.S.A.	ANNTAYLOR. LOFT (stylized)	Retail clothing store services (Class 42)	2,061,836
U.S.A.	ATdenim (patch logo design)	Clothing, namely pants, jeans, shorts, shirts, dresses, skirts, jackets, coats (Class 25)	1,817,468
U.S.A.	AT DENIM. (block letters)	Clothing, namely pants, jeans, shorts, shirts, dresses, skirts, jackets, coats (Class 25)	1,826,976
U.S.A.	DESTINATION (block letters)	Makeup for lips, eyes and cheeks, facial cleanser, skin moisturizer and facial moisturizer, makeup remover and soaps, perfume, cologne, toilet water, bath oil, bath gel, bath salts, bath creams, and facial lotions and body lotions (Class 3)	1,875,773
U.S.A.	<i>destination</i> (stylized)	Makeup for lips, eyes and cheeks, facial cleanser, skin moisturizer and facial moisturizer, makeup remover and soaps, perfume, cologne, toilet water, bath oil, bath gel, bath salts, bath creams, and facial lotions and body lotions (Class 3)	1,931,306
U.S.A.	Box design w/bow (used for <i>destination</i> products)	Cosmetics, toiletry and fragrance products, namely perfume, eau de toilette and cologne (Class 3)	1,955,444
U.S.A.	Bow design (for <i>destination</i> product packaging)	Cosmetics, toiletry and fragrances, namely perfume, eau de toilette, cologne, skin soaps (Class 3)	2,146,793
U.S.A.	Bottle design for small "pebble" <i>destination</i> bottle	Cosmetic, toiletry and fragrance products, namely, perfume, eau de toilette and cologne (Class 3)	2,007,457
U.S.A.	Bottle cap (pebble) design (for reg size <i>destination</i> bottles)	Cosmetic, toiletry and fragrance products; namely, perfume, eau de toilette and cologne (Class 3)	2,064,171
U.S.A.	Pure and Simple (block letters)	Personal care, toiletry, bath and cosmetic products, namely, bath soap, body lotion, cologne, perfume, toilet water, bath oil, bath gel, non-medicated bath salts, skin and body lotion, make-up for lips, eyes and cheeks, facial cleanser, skin and facial moisturizer, make-up remover, skin soap, hair shampoo and conditioner, facial lotion, face and bath powder, hand and body cream and potpourri (Class 3) Candles, aromatic candles, scented candles, decorative candles (Class 4) Air fresheners (Class 5)	2,173,679
U.S.A.	ACTION (block letters)	Women's clothing, namely activewear including jogging shorts and pants, exercise pants and tops, jogging bras, leotards, leggings, unitards, body suits, T-shirts, shorts, sweatpants, sweatshirts, tank-tops and warm-up suits, jackets and wind-resistant jackets, sneakers, hats and caps, and dresses (Class 25)	1,971,952

U.S.A.	ACTION w/arc (logo design)	Women's clothing, namely activewear including jogging shorts and pants, exercise pants and tops, jogging bras, leotards, leggings, unitards, body suits, T-shirts, shorts, sweatpants, sweatshirts, tank-tops and warm-up suits, jackets and wind-resistant jackets, sneakers, hats and caps, and dresses (Class 25)	1,933,151
U.S.A.	ACTION w/arc (logo design)	Water bottles sold empty (Class 21)	2,070,976
U.S.A.	AT w/arc (logo design for Action line)	Women's clothing, namely activewear including jogging shorts and pants, exercise pants and tops, jogging bras, leotards, leggings, unitards, body suits, T-shirts, shorts, sweatpants, sweatshirts, tank-tops and warm-up suits, jackets and wind-resistant jackets, sneakers, hats and caps, and dresses (Class 25)	1,931,594
U.S.A.	AnnTaylor. (stylized)	Clothing, namely dresses, skirts, suits, blouses, shoes, pants, shorts, jackets, coats, socks, hosiery, hats, belts, scarves and underwear (Class 25); and Retail clothing store services (Class 42)	1,770,157
U.S.A.	ANNTAYLOR. (block letters)	Jewelry (Class 14)	1,782,601
U.S.A.	AnnTaylor. (stylized)	Jewelry (Class 14)	1,766,667
U.S.A.	ANNTAYLOR. (stylized)	Jewelry (Class 14)	1,832,137
U.S.A.	DESTINATION ANNTAYLOR. (block letters)	Retail clothing store services (Class 42)	1,804,908
U.S.A.	destination AnnTaylor. (stylized)	Retail clothing store services (Class 42)	1,811,236
U.S.A.	Destination Ann Taylor AT (crest)	Retail clothing store services (Class 42)	1,896,635
U.S.A.	The Shoe Loft (stylized)	Clothing, namely footwear (Class 25)	2,013,181
Brazil	ANNTAYLOR. (block letters)	Export services ["ancillary services relating to commerce of goods, including import and export"] (Class 40)	817167129
Brazil	ANNTAYLOR (block letters)	Clothes and clothing accessories of common use, clothes and clothing accessories for sports, and clothes and clothing accessories for professional use (Class 25)	817167110
Brazil	ANNTAYLOR. (block letters)	Sunglasses	818421592
Brazil	ATDENIM. (block letters)	Clothes and clothing accessories of common use, clothes and clothing accessories for sports, and clothes and clothing accessories for professional use (Class 25)	817401989
Brazil	ATDENIM. (block letters)	Ancillary services relating to commerce of goods, including import and export (Class 40)	817401970
Brazil	ATdenim. (patch logo design)	Ancillary services relating to commerce of goods, including import and export (Class 40)	817414304
Brazil	ANNTAYLOR LOFT (block letters)	Ancillary services relating to commerce of goods, including import and export (Class 40)	818410973
Brazil	THE SHOE LOFT (block letters)	Ancillary services relating to commerce of goods, including import and export (Class 40)	818410957

Venezuela	AnnTaylor		94-3621 94-3624 94-3622 94-3620 94-3618
U.S.A.	Jewelry Design Copyright for "Braided rope enclosing beveled stone"	Jewelry Design	VA207836

This transfer also includes Assignor's interest in the following applications for trademark registrations:

Country	Mark	Class of Goods	Date of Application
U.S.A.	ANNTAYLOR. (stylized)	Perfume, cologne, toilet water, bath oil, bath gel, bath salts, bath creams, body lotions, hand lotions, face lotions, facial cleanser, skin moisturizer, eye makeup, lipstick, lip gloss, face powder, makeup remover (Class 3)	5/11/93
U.S.A.	ANN	Fragrances, toiletry, bath and cosmetic products, namely perfume, cologne and eau de toilette, hand and body creams, bath and shower lotions or gels, hair shampoo and conditioner, soaps, fragranced facial and body lotions, bath oils, essential oils for personal use, make-up for lips, eyes and cheeks, facial moisturizer, make-up remover, potpourri and sachets (Class 3) Candles, aromatic candles, scented candles, decorative candles (Class 4)	3/19/98
U.S.A.	AnnTaylor Loft (block letters??)	Clothing, namely dresses, skirts, suits, blouses, shoes, pants, shorts, jackets, coats, socks, hosiery, hats, belts, scarves and underwear (Class 25)	10/13/94
Brazil	ATdenim (logo)	Clothing (Class 25) 12/94: requested addition of accessories (belts, hats, gloves, scarves, socks, sunglasses) if not included in Class 25 above.	2/1/94
Brazil	AnnTaylor Loft	Clothing (Class 25)	1994
Indonesia	Ann Taylor Loft	Class 25	12/94
Korea	AnnTaylor. (in Korean)	Retail Store Services and Sunglasses	3/18/94
Malaysia	Ann Taylor	Clothing and accessories and, if available, export services	
Malaysia	Shoe Loft	Shoes	
Malaysia	Ann Taylor	Fragrance and personal care products	
Singapore	AnnTaylor	Clothing and accessories	
Singapore	Destination	Fragrance and personal care products	