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To the Honorable Commissioner of P

id original document(s) or copy(ies) thereof.

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 Association
 General Partnership Limited Partnership
 Corporation
 Other

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

address of receiving party(ies):
 Lernco, Inc.,
 a Delaware corporation,
 located and doing business at
 1105 North Market Street
 Wilmington, Delaware 19801

101-01

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of name
 Other

Execution Date: September 5, 2001

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation -
 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)
 78/034,551

B. Trademark Registration No.(s)

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: 1

7. Total fee (37 CFR 3.41): 40.00
 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)

0/03/2001 LMUELLER 00000152 78034551
1 FC:481

40.00 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 September 28, 2001
 Name of Person Signing Signature Date

Total number of pages including cover sheet 5

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.

ASSIGNMENT

WHEREAS, Lerner New York, Inc., a Delaware corporation, having its principal place of business at 460 West 33rd Street, New York, New York 10001, is the record owner of the trademark application set forth in Schedule A, which is pending in the United States Patent and Trademark Office, and has filed with the United States Patent and Trademark Office an Amendment to Allege Use with respect to such application; and

WHEREAS, Lernco, Inc., a Delaware corporation, having its principal offices and place of business at 1105 North Market Street, Wilmington, Delaware 19801, is desirous of acquiring said trademark application shown on the attached Schedule A;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Lerner New York, Inc. does hereby assign unto Lernco, Inc. all right, title and interest in and to the said trademark, together with the goodwill of the business symbolized by the mark, and the application as shown in the attached Schedule A.

Dated: New York, New York

~~August 5~~, 2001

September

LERNER NEW YORK, INC.

By: 

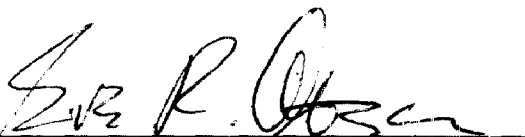
Ronald W. Ristau
Executive Vice President

UNITED STATES OF AMERICA)
STATE OF NEW YORK) ss.:
COUNTY OF NASSAU)

UNITED STATES

I, Eve R. ~~A~~barca, a Notary Public in and for the State and County aforementioned, do hereby certify that Ronald W. Ristau who appeared before me and who executed the foregoing document in my presence is the Executive Vice President of Lerner New York, Inc., a corporation organized and existing under the laws of the State of Delaware; that Ronald W. Ristau 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 5th day of September, 2001.



Notary Public
My Commission Expires:

EVE R. ABARCA
Notary Public, State of New York
No. 41-4988110
Qualified in Nassau County
Commission Expires November 4, 2001

SCHEDULE A

Trademark

Application No.

NY JEANS NEW YORK & COMPANY

78/034,551