



To the Honorable Commissioner of P

101990151

Attached original documents or copy thereof

1. Name of Conveying Party(ies):

Priscilla of Boston, Inc.

2-22-02

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

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

3. Nature of Conveyance:

See attached Assignment

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

Execution Date: February 1, 2002

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

Name: May Stores XV, Inc.

Street Address: 611 Olive Street

City: St. Louis State: MO Zip: 63101

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership

Corporation-State of 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

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

A. Trademark Application No.(s) N/A

Additional numbers attached?  Yes  No

B. Trademark & service mark registration No.(s)

See attached Exhibit A

Additional numbers attached?  Yes  No

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

Name: Sarah J. Westover  
c/o The May Department Stores Company  
Street Address: 611 Olive Street, Suite 1750

City: St. Louis State: MO ZIP: 63101

6. Total number of ~~applications~~ registrations involved. . . . . [ 5 ]

7. Total fee (37 CFR 3.41). . . . . \$140.00  
 Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

02/22/2002 JJALLAH2 00000009 1984078

01 C:481  
02 C:482

40.00 OP  
100.00 UP

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.

Name of Person Signing  
Richard A. Brickson, Vice President & Secretary

*R.A. Brickson*  
Signature

Date

May Stores XV, Inc.

Total number of pages comprising cover sheet [ 4 ]

EXHIBIT A TO ASSIGNMENT

1. All patents, trade names, service marks, copyrights, trade secrets, samples, patterns, proprietary designs, internet web sites, catalogs and other intellectual property rights used in connection with Assignor's business, and any goodwill associated therewith.
2. The U.S. federal trademark registrations for "PRISCILLA" Reg. Nos. 1,987,087 and 1,984,078.
3. The U.S. federal trademark registrations for "PRISCILLA OF BOSTON" Reg. Nos. 2,088,576 and 1,987,088.
4. The U.S. federal trademark registration for "PRISCILLA, THE BRIDES' SHOP" Reg. No. 2,090,396.
5. The Massachusetts state trademark registration for "PRISCILLA OF BOSTON" Reg. No. 50,858.
6. The Japanese trademark registration for "PRISCILLA (Katakana and English)" Reg. Nos. 3,346,716 and 4,135,682.
7. The Japanese trademark registration for "PRISCILLA OF BOSTON (Katakana and English)" Reg. Nos. 4,112,523 and 4,112,524.
8. All other trademarks and domain names used in connection with Assignor's business, including, without limitation, "GOWNS BY PRISCILLA", "PRISCILLA BOUTIQUE", "TEENY BY PRISCILLA", "BRIDESMAIDS BY PRISCILLA", "CONTEMPORARY BY PRISCILLA", "PRISCILLA", "PRISCILLA OF BOSTON", "PRISCILLA COUTURE", "PRISCILLAOFBOSTON.COM", "PRISCILLAOFBOSTON.BIZ" and "PRISCILLAOFBOSTON.INFO".

**EXHIBIT A TO ASSIGNMENT**

<u>Trademark/ Service Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Goods/Services</u>	<u>Class</u>
<b>PRISCILLA</b>	1,984,078	July 2, 1996	Retail Clothing Store Services	42
<b>PRISCILLA</b>	1,987,087	July 16, 1996	Women's Clothing, Namely, Bridal Wear and Accessories, Namely, Bridal Gowns, Bridesmaids' Dresses, Headpieces, Veils, and Garters	25
<b>PRISCILLA OF BOSTON</b>	1,987,088	July 16, 1996	Women's Clothing, Namely, Bridal Wear and Accessories, Namely, Bridal Gowns, Bridesmaids' Dresses, Headpieces, Veils, and Garters	25
<b>PRISCILLA OF BOSTON</b>	2,088,576	August 19, 1997	Retail Clothing Store Services	42
<b>PRISCILLA, THE BRIDES' SHOP</b>	2,090,396	August 26, 1997	Retail Clothing Store Services	42

ASSIGNMENT

WHEREAS, Priscilla of Boston, Inc., a Massachusetts corporation with an address at 40 Cambridge Street, Charlestown, MA 02129, (referred to herein as "Assignor") has adopted and used certain trademarks, service marks and other intellectual property rights as listed on Exhibit A hereto (all referred to as "Trademarks") in interstate commerce in the United States and in international commerce; and

WHEREAS, May Stores XV, Inc., a Delaware corporation, having its principal office for the transaction of business at 611 Olive Street, St. Louis, MO 63101 (referred to herein as "Assignee") is desirous of acquiring said Trademarks, the good will associated therewith, the related internet domain names and any and all rights and claims relating to said Trademarks.

NOW, THEREFORE, for Ten Dollars (\$10.00) and other good and valuable consideration, receipt and adequacy of which is hereby acknowledged, Assignor hereby assigns, effective February 1, 2002 (the "Effective Date"), unto Assignee, its successors and assigns, all of its right, title and interest in and to the Trademarks, together with the goodwill symbolized by the Trademarks, the related internet domain names, any registrations or applications for registration of the Trademarks, and all rights and remedies for any infringement of the Trademarks. Assignor further assigns to Assignee, its successors and assigns, all rights arising out of Assignor's use of the Trademarks prior to the Effective Date.

30th IN WITNESS HEREOF, Priscilla of Boston, Inc. has caused this Assignment to be executed as of this day of January, 2002 to be effective as of the Effective Date.

PRISCILLA OF BOSTON, INC., a Massachusetts corporation

By: Patricia A. Kaneb  
Patricia A. Kaneb  
President

STATE OF MASSACHUSETTS )  
 )ss.  
COUNTY OF Middlesex )

On the 30th day of January, 2002 before me personally came Patricia A. Kaneb the President of Priscilla of Boston, Inc. to me known, who being by me duly sworn, did depose and say that she is the individual described in and who executed the above instrument; and duly acknowledged to me that she executed the same.

Paula G. Curry  
NOTARY PUBLIC  
My commission expires Mar. 15, 2007

Paula G. Curry  
Notary Public

My Commission Expires: \_\_\_\_\_