



To the Honorable Commissioner of Patents and Trademarks 101990152 attached original documents or copy thereof

1. Name of Conveying Party ~~(xxx)~~
 May Stores XV, Inc.
 2-22-02

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

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

2. Name and address of receiving party ~~(xxx)~~
 Name: Priscilla of Boston, Inc.
 Street Address: 40 Cambridge Street
 City: Charlestown State: MA Zip: 02129

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

3. Nature of Conveyance:
 See attached name change document.

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 4, 2002

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 and~~ 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 JTALLAN2 00000010 1984078
 01 FC:481 40.00 DP
 01 FC:482 100.00 DP

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

Signature

Date

Priscilla of Boston, Inc.

Total number of pages comprising cover sheet [4]

EXHIBIT A TO ASSIGNMENT

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

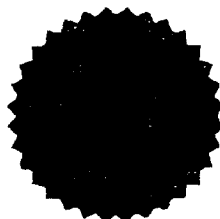
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MAY STORES XV, INC.", CHANGING ITS NAME FROM "MAY STORES XV, INC." TO "PRISCILLA OF BOSTON, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF FEBRUARY, A.D. 2002, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3387450 8100

020074185

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1596355

DATE: 02-05-02

TRADEMARK
REEL: 002447 FRAME: 0224

FEB-04-2002 16:58

CT CORP CLAYTON TEAM 2

STATE OF DELAWARE
 SECRETARY OF STATE P.02
 DIVISION OF CORPORATIONS
 FILED 05:00 PM 02/04/2002
 020074185 - 3387450

**CERTIFICATE OF AMENDMENT
 OF THE
 CERTIFICATE OF INCORPORATION
 OF
 MAY STORES XV, INC.**

May Stores XV, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Delaware Law"), does hereby certify as follows:

FIRST: That at a meeting of the sole director of May Stores XV, Inc. on February 1, 2002 resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of May Stores XV, Inc., declaring said amendment to be advisable and calling a meeting of the sole shareowner of May Stores XV, Inc. for adoption thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of May Stores XV, Inc. be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall read as follows:

"FIRST: The name of the Corporation is Priscilla of Boston, Inc."

SECOND: That thereafter, pursuant to resolution of its sole director, the sole shareowner of May Stores XV, Inc. by written consent in lieu of a meeting in accordance with Section 228 of the Delaware Law approved the amendment on February 1, 2002.

THIRD: That said amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the Delaware Law.

FOURTH: That the capital of May Stores XV, Inc. shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said May Stores XV, Inc. has caused this Certificate of Amendment of the Certificate of Incorporation to be signed by Richard A. Brickson, its Vice President and Secretary, this 1st day of February, 2002.

By: 
 Richard A. Brickson
 Vice President & Secretary

TOTAL P.02