

03-14-2002

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Victoria + Co Ltd. 2-21-02
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other Rhode Island
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Jones Investment Co. Inc.
Internal Address:
Street Address: 200 West Ninth Street Plaza
City: Wilmington State: DE Zip: 198011
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Delaware
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: April 26, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/575692, 76/216518
B. Trademark Registration No.(s) 1320599; 2189972, 1246,322 (see schedule A attached)
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Sandra Rose
Internal Address: Jones Apparel Group
Street Address: 1411 Broadway
Legal Dept. - 39th Floor
City: New York State: NY Zip: 10018

6. Total number of applications and registrations involved: 37
7. Total fee (37 CFR 3.41) \$ 940.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 50-1650

DO NOT USE THIS SPACE

9. Signature.
Sandra Rose Name of Person Signing
Signature Date 2/20/02
Total number of pages including cover sheet, attachments, and document: 11

03/13/2002 GTOM11 00000085 501650 75575692
01 TC:481 40.00 CH
02 FC:482 900.00 CH

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

TRADEMARK REEL: 002460 FRAME: 0563

**SCHEDULE A**

**Registrations**

<u>TRADEMARK</u>	<u>REG. NO.</u>
CELESTE	1,320,599
COLOR MATES	2,189,972
DESIGN ORIGINALS	1,246,322
ENCORE	1,815,830
FLEUR DE MER	0,735,349
GLASSTIC	1,172,188
GLASSTIQUE	1,172,198
HAVE YOU HUGGED YOUR EARS TODAY	2,070,874
HUGGABLE EARS	2,056,360
JJ and Design	1,804,362
JJ JUDITH JACK	2,378,930
JUDITH JACK	1,708,038
LISNER (Stylized)	0,689,090
NAPIER	0,506,688
NAPIER	2,230,536
NAPIER (Stylized)	1,250,289
NOW YOU'RE DRESSED	2,291,511

OVELLES	1,182,863
REFLECTIONS BY JUDITH JACK	1,573,260
RICHELIEU	0,400,508
RICHELIEU	1,558,953
RICHELIEU (Stylized)	0,508,978
SENTIMENTAL JOURNEY	1,879,195
SILVERSCAPE	2,419,932
SUSPENSE	1,098,231
THE DESIGN CONNECTION	1,695,305
THE DOLLY MADISON BRACELET	0,210,072
TREZA	0,796,735
TREZA LOGO	1,514,108
TRIANON	0,214,554
VALENCIA	1,308,894
VICTORIA CREATIONS	1,111,772
VICTORIA DESIGN	2,358,460
VICTORIA + CO	2,259,978
X1V FOURTEEN	1,453,725

**Pending Applications**

<u>TRADEMARK</u>	<u>SERIAL NO.</u>
JUDITH BY JUDITH JACK	75/575,692
SAVOY COLLECTION BY JUDITH JACK	76/216,518

**Common Law Marks**

SAVOY COLLECTION BY JUDITH JACK

14K COLLECTION BY JUDITH JACK

RETRO 2000 BY JUDITH JACK

TIMEPIECES BY JUDITH JACK

DECO COLLECTION BY JUDITH JACK

DECO BY JUDITH JACK

14 KARATS BY JUDITH JACK

SAVOY BY JUDITH JACK

SAVOY 2000

JUDITH JACK.COM

## UNITED STATES TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT effective as of April 26, 2001 between VICTORIA + CO Ltd. a Rhode Island corporation, with offices and a place of business at 10 New Road, East Providence, Rhode Island 02916 (**Assignor**), and JONES INVESTMENT CO. INC., a Delaware corporation with an office and principal place of business at 200 West Ninth Street Plaza, Suite 700, Wilmington, Delaware 19801 (**Assignee**).

WHEREAS, Assignor, by itself and through its predecessors in interest, adopted and has used the trademarks and variations and combinations thereof, and is the owner of such trademarks and of the related United States trademark registrations and applications for registration and the unregistered trademarks listed on Schedule A annexed hereto (collectively, the **"Trademarks"**) and the goodwill of the business in connection with which such Trademarks are used and which is symbolized thereby; and

WHEREAS, Assignee desires (i) to acquire all of Assignor's right, title and interest in and to all of the Trademarks (including all registrations, renewals and applications therefor) and the goodwill of the business in connection with which such Trademarks are used and which is symbolized thereby, along with the right to recover for damages and profits for past infringements thereof, and (ii) to become the successor to the portion of Assignor's business to which any intent-to use applications for the Trademarks apply, which business is ongoing and existing;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, transfers, and otherwise conveys to Assignee, free and clear of all liens and encumbrances, all of Assignor's right, title and interest, in and to the following:

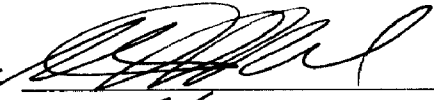
1. the Trademarks and all applications, registrations and renewals thereof;
2. the goodwill symbolized by and associated with the business conducted under or in connection with the Trademarks;
3. the intent-to-use applications for the Trademarks on Schedule A, together with the portion of the business of Assignor to which those Trademarks apply, which business is ongoing and existing; and
4. the right to sue and recover damages for past infringements, if any.

Assignor agrees to execute and deliver, at Assignee's request, all papers, instruments and assignments, and to perform any other reasonable acts the Assignee may require in order to vest all of Assignor's rights, title and interest in and to the Trademarks in Assignee, or its successors and assigns, and/or to provide evidence to support the foregoing in the event such evidence is deemed necessary by Assignee, to the extent such evidence is in the possession or control of Assignor.

IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be duly executed by its duly authorized officer effective as of April 26, 2001.

ASSIGNOR:

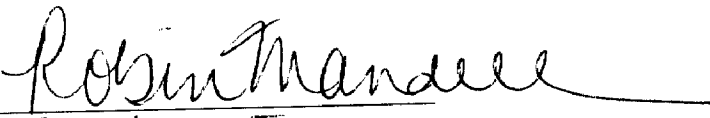
VICTORIA + CO LTD.

Name:   
Title: SREVP/CFO  
Date: 2/4/02

ACKNOWLEDGED AND ACCEPTED:

ASSIGNEE:

JONES INVESTMENT CO. INC.

By:   
Title: Assistant Treasurer  
Date: February 15, 2002

STATE OF Rhode Island )  
 ) : ss.  
COUNTY OF Providence )

On this 9<sup>th</sup> day of February, 2002, before me, a Notary Public in and for the County of Providence, in the State of Rhode Island, personally appeared Steven J. O'Neil, to me known to be the Sr. Exec VP/CFO of Victoria & Co LTD, and being duly sworn, averred that, being duly authorized, (s)he executed the foregoing Assignment as the free act and deed of said corporation for the uses and purposes set forth therein.

Nina Scott  
NOTARY PUBLIC  
47814  
Nina Scott  
My Commission expires; 3/19/05

STATE OF Delaware )  
 ) : ss.  
COUNTY OF New Castle )

On this <sup>15<sup>th</sup></sup> day of February, 2002, before me, a Notary Public in and for the County of New Castle, in the State of Delaware, personally appeared Robin Mandell, to me known to be the Assistant Treasurer of Jones Investment Co. Inc., and being duly sworn, averred that, being duly authorized, (s)he executed the foregoing Assignment as the free act and deed of said corporation for the uses and purposes set forth therein.

Kathy Lee Fesler  
NOTARY PUBLIC

KATHY LEE FESLER  
NOTARY PUBLIC  
My Commission expires; STATE OF DELAWARE  
My Commission Expires 9/25/05

**SCHEDULE A**

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