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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

REI



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

Tab settings

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

1. Name of conveying party(ies):

Brylane, L.P.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/10/2003

2. Name and address of receiving party(ies)

Name: Bank of America, N.A.

Internal

Address:

Street Address: 335 Madison Avenue

City: New York State: NY Zip: 10017

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other financial institution

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)

B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE A

Additional number(s) attached Yes No

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

Attn: Penelope J.A. Agodoa Federal Research Company, LLC 1030 15th Street, NW, Suite 920 Washington, DC 20005 202.783.2700

Street Address:

City: State: Zip:

6. Total number of applications and registrations involved:

67

7. Total fee (37 CFR 3.41) \$ 1690.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

FRANCELLA H. ASHBY

Name of Person Signing

Signature

DECEMBER 15, 2003

Date

Total number of pages including cover sheet, attachments, and document: 5

12/19/2003 LMUELLER 00000007 2604539

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

01 FC:8521 02 FC:8522

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TRADEMARK REEL: 002877 FRAME: 0453

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated December 10, 2003, by and between Brylane, L.P. and Bank of America, N.A., as Agent.

<u>Mark</u>	<u>Country</u>	<u>Registration or Application No.</u>
...Your Style, Your Size	USA	2604539.
Aleni	USA	78306897
All American Comfort	USA	2696788
All Terrain Outfitters	USA	2637532
Allison Woods	USA	2444761
America's Specialty Catalog Leader	USA	2619167
America's White Sale Catalog	USA	2308066
Amoureuse	USA	2629014
Brett	USA	2215350
Bridge Gate	USA	1466415
Brylane	USA	2582175
Brylane Beach	USA	2719427
Brylane Home	USA	2588396
Brylane Home	USA	2681499
Brylane Home Kitchen	USA	78150709
Brylane Home Wishes	USA	78224311
Brylane Woman	USA	2710034
Candlelight & Champagne and Design	USA	2276592
Cook's Kitchen	USA	78202174
Daphne Grey	USA	2592588
Denim 24/7	USA	78146062
Denim 365	USA	78316974
Dreams & Co	USA	78100577
Easy Options	USA	78150335
Fashioncode	USA	78150292
Fashmira	USA	2458552
Intimate Details	USA	78146174
Jennifer James	USA	2114549
King Size	USA	977344
King Size	USA	2706494
King Size	USA	931531
King Size Direct	USA	76353656
King Size Sport	USA	78137697
KingSize Sport	USA	78137759
KingSize Sport	USA	76201066
Kings' Court	USA	2635986
Knitt Mixx	USA	2103959
Knockarounds	USA	78214195
Main Street Classics and Design	USA	2330791

Mainfloor	USA	78150369
Mainstreet Blues	USA	2725970
Meridian Blues	USA	78109002
More For Less In Big And Tall Sizes!	USA	2666174
Only Necessities and Design	USA	2428869
Priority One	USA	1867307
Pro King	USA	2725190
Pro King	USA	78137706
R (Stylized)	USA	78150468
R Roaman's (Stylized)	USA	78148207
Resorts Plus	USA	78292779
Roaman's	USA	2654196
Roaman's (Stylized)	USA	1169405
Soft Focus	USA	78146072
Stretch By Sue Brett and Design	USA	2114754
Sue Brett	USA	785263
Sue Brett	USA	2147450
Sue Brett and Design	USA	524422
Sue Brett and Design	USA	1621353
Super Slimmer	USA	2082526
Tall Collection	USA	1354793
The Best Dressed	USA	78153422
The Woman Within	USA	1617731
Tower Hill	USA	1467466
Via Accenti	USA	2698161
Via Accenti	USA	2721555
Via Accenti	USA	2592458
WW Woman Within and Design	USA	2488177

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Brylane, L.P., a limited partnership formed under the laws of Delaware, located at 463 Seventh Avenue, New York, New York 10018 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Bank of America, N.A. ("B of A") and various other financial institutions (collectively, "Lenders") and B of A as agent for Lenders ("Agent") pursuant to (i) a certain Credit Agreement, dated the date hereof, among Agent, Lenders, Borrower and the other credit parties named therein, (ii) a certain Security Agreement, dated the date hereof, among Agent, Borrower and the other credit parties named therein and (iii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
December 10, 2003

Witness:

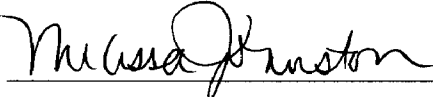


BRYLANE, L.P.

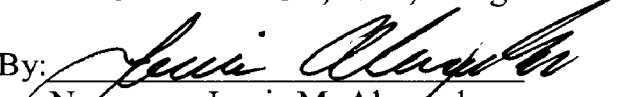
By: 

Name: Pascal Cesbron Lavau
Its: Chief Financial Officer

Witness:



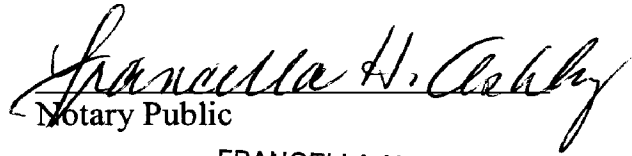
BANK OF AMERICA, N.A., as Agent

By: 

Name: Louis M. Alexander
Its: Senior Vice President

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

Before me, the undersigned, on this 9th day of December, 2003, personally appeared Pascal Cesbron Lavau, to me known personally, and who being by me duly sworn, deposes and says that s/he is the Chief Financial Officer of BRYLANE, L.P., and that s/he was authorized to sign her/his name thereto.


Notary Public

FRANCELLA H. ASHBY
Notary Public, State Of New York
No. 01AS5053925
Qualified In New York County
Commission Expires Jan. 2, 2006