

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/29/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lanco, Inc.		04/29/2005	CORPORATION:

RECEIVING PARTY DATA

Name:	Lane Bryant Purchasing Corp.
Street Address:	450 Winks Lane
City:	Bensalem
State/Country:	PENNSYLVANIA
Postal Code:	19020
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1210665	LB FOR SHORT
Registration Number:	1211680	LB
Registration Number:	2196620	DESIGNS & CO LANE BRYANT

CORRESPONDENCE DATA

Fax Number: (215)864-9803
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215.864.8101
 Email: meadwayj@ballardspahr.com
 Correspondent Name: Jay K. Meadway, Esq.
 Address Line 1: 1735 Market Street, 51st Floor
 Address Line 4: Philadelphia, PENNSYLVANIA 19103

NAME OF SUBMITTER:	Jay K. Meadway, Esq.
Signature:	/Jay K. Meadway/

CH \$90.00 1210665

Date:

06/21/2005

Total Attachments: 12

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Delaware

PAGE 1

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 MERGER, WHICH MERGES:

"LANCO, INC.", A DELAWARE CORPORATION,

"LANE BRYANT PURCHASING CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "LANE BRYANT PURCHASING CORP." UNDER THE NAME OF "LANE BRYANT PURCHASING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF APRIL, A.D. 2005, AT 7:19 O'CLOCK P.M.

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

3963037 8100M

050349824



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3848495

DATE: 05-02-05
TRADEMARK

REEL: 003108 FRAME: 0482

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

3. Foreign Qualifying Limited Partnership
(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is

(b.) The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

(d.) The limited partnership's principal office address is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

_____, Ohio _____
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then items b2 must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

_____, _____, _____
(city, township, or village) (state) (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name)

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

_____, Ohio _____
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

MAY.05'2005 22:47

#3796 P.008/C08

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

LANCO, INC.
(Exact name of entity)
By: Kachler & Schubert
Its: Vice President
Date: April 29, 2005

(Exact name of entity)
By: _____
Its: _____
Date: _____

Lane Bryant Purchasing Corporation
(Exact name of entity)
By: [Signature]
Its: Vice President
Date: April 29, 2005

(Exact name of entity)
By: _____
Its: _____
Date: _____

Lane Bryant Purchasing Corp.
(Exact name of entity)
By: [Signature]
Its: Vice President
Date: May 5, 2005

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 07:56 PM 04/29/2005
 FILED 07:19 PM 04/29/2005
 SRV 050349824 - 2171131 FILE

**STATE OF DELAWARE
 CERTIFICATE OF MERGER OF
 DOMESTIC CORPORATION INTO
 FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is Lane Bryant Purchasing Corp., a an Ohio corporation, and Lanco, Inc., a Delaware corporation and Lane Bryant Purchasing Corporation, a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is Lane Bryant Purchasing Corp., a an Ohio corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on upon filing with the Secretary of State.

SIXTH: The Agreement of Merger is on file at 490 Winks Lane, Bensalem, PA 19020, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHT: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 490 Winks Lane, Bensalem, PA 19020, Attn: Legal Department.

TRADEMARK

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IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 29th day of April, A.D., 2005.

By: 
Authorized Officer

Name: LINDA M. MADWAY
Print or Type

Title: VICE PRESIDENT

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/09/2006	200512900072	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	00	.00

Receipt

This is not a bill. Please do not remit payment.

CSC/DIAMOND ACCESS
887 S HIGH STREET
COLUMBUS, OH 43206

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell

779413

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
LANE BRYANT PURCHASING CORPORATION
and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Document No(s):

200512900072



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 6th day of May, A.D.
2005.

J. Kenneth Blackwell
Ohio Secretary of State



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/09/2005	200512900072	MERGER/DOMESTIC (MER)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CSC/DIAMOND ACCESS
887 S HIGH STREET
COLUMBUS, OH 43206

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell

1436402

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
LANE BRYANT PURCHASING CORP.

and, that said business records show the filing and recording of:

Document(s)
MERGER/DOMESTIC

Document No(s):
200512900072



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 6th day of May, A.D.
2005.

J. Kenneth Blackwell
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**
 Ohio Secretary of State
 Central Ohio: (614) 466-3910
 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this Form: (Additional Cost)	
Mail Form to one of the Following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43218 — Requires an additional fee of \$100 —
<input type="radio"/> No	PO Box 1320 Columbus, OH 43218

www.state.oh.us/sos
 e-mail: busserv@sos.state.oh.us

CERTIFICATE OF MERGER
 (For Domestic or Foreign, Profit or Non-Profit)
 Filing Fee \$125.00
 (154-JACD)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

LANE BRYANT PURCHASING CORP.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number 1436402
- Domestic (Ohio) Non-Profit Corporation, charter number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) Limited Liability Company, with registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio.
- Domestic (Ohio) Limited Partnership, with registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

2005 APR -3 PM 4:45
 2005 APR -6 PM 4:20
 SECRETARY OF STATE

MAY.05'2005 22:45

#3796 P.003/008

- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) Partnership having limited liability, with the registration number _____
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and not licensed to transact business in the state of Ohio.
- General partnership not registered with the state of Ohio

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

(Please list the Ohio charter, license or registration no. below)

Name / charter, license or registration number	State/Country of Organization	Type of Entity
<u>Lanco, Inc.</u>	<u>Delaware</u>	<u>C-CORP</u>
<u>Lane Bryant Purchasing Corporation</u>	<u>/779413/Delaware</u>	<u>C-CORP</u>
_____	_____	_____
_____	_____	_____

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom which eligible persons may obtain a copy of the agreement of merger upon written request:

Lane Bryant Purchasing Corp. 450 Winks Lane
(name) (street) NOTE: P.O. Box addresses are NOT acceptable.

Bensalem, PA 19020 PA 19020
(city, village or township) (state) (zip code)

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: _____ (If a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

CSC-Lawyers Incorporating Ser: 50 West Broad Street Suite 1800
(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.

Columbus, Ohio 43215
(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent [Handwritten Signature]

(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

[] Attachments are provided [X] No Changes

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign National/Federally chartered bank, savings bank, or savings and loan association is _____

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business: _____

(c.) The location of the main office (non-Ohio) shall be:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

(d.) The principal office location in the state of Ohio shall be:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) Ohio (zip code)
(state)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient.)

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is _____

(b.) The name under which the limited liability company desires to transact business in Ohio is _____

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____