

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rafaella Sportswear, Inc.		06/20/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Rafaella Apparel Group, Inc. (f/k/a Rafaella Corporation)		
Street Address:	1411 Broadway, 2nd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2075890	RAFAELLA	
Registration Number:	2075889	RAFAELLA	
Registration Number:	1870614	V VERRAZANO	
CORRESPONDENCE DATA			
Fax Number:	(212)593-5955		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2127562335		
Email:	reine.glanz@srz.com		
Correspondent Name:	Reine H. Glanz, Esq.		
Address Line 1:	919 Third Avenue		
Address Line 4:	New York, NEW YORK 10022		
NAME OF SUBMITTER:	Reine H. Glanz, Esq. (014951/0574)		
Signature:	/sas for rhg/		
Date:	06/29/2005		

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Total Attachments: 4
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TRADEMARK ASSIGNMENT

This **TRADEMARK ASSIGNMENT** (the "Assignment") is made and entered into as of June 20, 2005 (the "Effective Date") by and between Rafaella Sportswear, Inc., a corporation formed under the laws of Delaware ("Assignor"), and Rafaella Apparel Group, Inc. (f/k/a Rafaella Corporation), a corporation formed under the laws of Delaware ("Assignee").

WHEREAS, Assignor and Assignee are parties to the Securities Purchase Agreement dated as of April 15, 2005, as amended by Amendment No. 1 to the Securities Purchase Agreement dated as of ~~May 27~~, 2005 (the "Purchase Agreement"), providing for the contribution by Assignor of certain Assets set forth in that certain Contribution Agreement by and between Assignor and Assignee;

WHEREAS, Assignee and Assignor desire that Assignee acquire all of Assignor's right, title, and interest in and to the trademarks and the registrations and applications therefor listed on the attached Schedule A (collectively, the "Assigned Trademarks"), and Assignor desires to assign same to Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, sells and transfers unto Assignee, its successors and assigns, all of its right, title and interest throughout the world in perpetuity, including common law rights, in and to the Assigned Trademarks, together with the goodwill associated therewith and the entire business and/or portion thereof to which the Assigned Trademarks pertain, and the right to sue and recover for all past, present and future infringements and other violations of the Assigned Trademarks, the same to be held and enjoyed by Assignee, its successors and assigns to the same extent that such would have been held and enjoyed by Assignor had this assignment not been made. Assignor hereby covenants and agrees to provide any further necessary documentation and do all further acts reasonably requested by Assignee in this regard to confirm and perfect title in and to the Assigned Trademarks in Assignee, its successors, assigns or other legal representatives.

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ASSIGNEE:

RAFAELLA APPAREL GROUP, INC.

By:


 Name: Glenn Palmer
 Title: Chief Executive Officer

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF New York
 COUNTY OF New York

ss.:

On this 20th day of June, 2005, before me, the undersigned, personally appeared Glenn Palmer, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


 [NOTARY SEAL]

TODD A. MATRAS
 Notary Public, State of New York
 No. 02MA6054605
 Qualified in Kings County
 Certificate Filed in New York County
 Commission Expires Feb. 12, 2007

IN WITNESS WHEREOF, Assignor and Assignee have executed this Trademark Assignment as an instrument under seal as of the Effective Date.

ASSIGNOR: RAFAELLA SPORTSWEAR, INC.

By: Ronald Frankel
Name: Ronald Frankel
Title: President & Chairman

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF New York
COUNTY OF New York

ss.:

On this 30th day of June, 2005, before me, the undersigned, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Sharon E. Talbot
[NOTARY SEAL]

SHARON E. TALBOT
Notary Public, State of New York
No. 31-4775280
Qualified in New York County
Commission Expires Jan. 31, 2007

SCHEDULE A

TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark	Country or U.S. State	Registration/Application Number	Date of Registration/Application
RAFAELLA	U.S.A.	Reg. No.: 2075890	Reg. Date: July 1, 1997
RAFAELLA (stylized)	U.S.A.	Reg. No.: 2075889	Reg. Date: July 1, 1997
V VERRAZANO (stylized)	U.S.A.	Reg. No.: 1870614	Reg. Date: December 27, 1994
RAFAELLA	Arizona	Reg. ID No.: 23667	Reg. Date: August 15, 1985
RAFAELLA	California	Reg. No.: 76856/14244	Reg. Date: May 1, 1985
RAFAELLA	Colorado	Reg. ID No.: 19851029111	Reg. Date: August 14, 1985
RAFAELLA	Florida	Reg. No.: T03190	Reg. Date: April 29, 1985
RAFAELLA	Illinois	Reg. No.: 57054	Reg. Date: August 16, 1985
RAFAELLA	Kansas		Reg. Date: April 23, 1985
RAFAELLA	Michigan	Reg. No.: 11044*	Reg. Date: May 16, 1985
RAFAELLA	New Jersey	Reg. No.: 5826	Reg. Date: April 17, 1985
RAFAELLA	New York	Reg. No.: R27978 and R23052*	Reg. Date: May 25, 1995 and April 23, 1985
RAFAELLA	Ohio	Reg. No.: TM11077	Reg. Date: August 15, 1985
RAFAELLA	Pennsylvania	Reg. No.: 0881519*	Reg. Date: August 15, 1985
RAFAELLA	Texas	Reg. No.: 4483017	Reg. Date: May 7, 1985
RAFAELLA	Virginia	Reg. No.: 3901	Reg. Date: October 9, 1985