

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Millard S. Drexler, Inc.		01/09/2008	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Madewell Inc.		
<b>Street Address:</b>	770 Broadway		
<b>Internal Address:</b>	c/o J. Crew Group, Inc.		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10003		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77015932	MADEWELL	
<b>Registration Number:</b>	0968685	MADEWELL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)575-0671		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-790-9200		
<b>Email:</b>	trademark@cll.com		
<b>Correspondent Name:</b>	Joel Karni Schmidt		
<b>Address Line 1:</b>	1133 Avenue of the Americas		
<b>Address Line 2:</b>	Cowan, Liebowitz & Latman, P.C.		
<b>Address Line 4:</b>	New York, NEW YORK 10036		
<b>ATTORNEY DOCKET NUMBER:</b>	26906.001/JKS/GTA		
<b>NAME OF SUBMITTER:</b>	Joel Karni Schmidt		

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Signature:	/Joel Karni Schmidt/
Date:	01/10/2008
<b>Total Attachments: 4</b> source=Trademark Assignment Agreement - Madwell#page1.tif source=Trademark Assignment Agreement - Madwell#page2.tif source=Trademark Assignment Agreement - Madwell#page3.tif source=MADEWELL.SCHED.A.US#page1.tif	

**TRADEMARK ASSIGNMENT AGREEMENT**

This Trademark Assignment Agreement (this "Agreement") is made this 9<sup>th</sup> day of January, 2008 between Millard S. Drexler, Inc., a Delaware corporation ("Assignor" or "MSD") and Madewell Inc., a Delaware corporation ("Assignee"), pursuant to the Trademark License Agreement among Millard S. Drexler, MSD, and J. Crew Group, Inc., dated October 20, 2005; the Contribution and Assignment Agreement, dated as of August 24, 2006, among J. Crew Group, Inc., J. Crew Operating Corp. and Madewell Inc., the Assignment Agreement, dated as of August 24, 2006 between J. Crew Group, Inc. and Madewell Inc., and the letter agreement, dated January 16, 2007, among Madewell Inc., MSD and Millard S. Drexler (collectively, the "Madewell Agreements").

Assignor is the owner of the applications and registrations of the marks shown in the attached Schedule A (the "Trademarks");

Pursuant to the Madewell Agreements Assignor has conveyed to Assignee all of Assignor's right, title and interest in and to the Trademarks and the goodwill associated therewith; and

Assignee wishes to acquire all of Assignor's right, title and interest in and to the Trademarks and the goodwill associated therewith.


NOW, THEREFORE, for good and valuable consideration and the sum of Five Dollars (\$5), the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, transfers, and conveys unto Assignee all of its rights, title and interest in and to the Trademarks, whether statutory or at common law, including all applications and registrations thereof, together with the goodwill of the business symbolized by the Trademarks, and the right to sue for, collect and retain all damages and profits and all other remedies for past infringements thereof.

This Agreement shall be construed in a manner consistent with the terms of the Madewell Agreements. Except for the Madewell Agreements, this Agreement contains the final, complete and exclusive understanding between Assignor and Assignee regarding its subject matter and supersedes any prior or contemporaneous agreement, understanding, or representation, oral or written, by either of them.

IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement as of the date first above written.

MILLARD S. DREXLER, INC.

MADEWELL INC.

By:   
Name: Millard S. Drexler  
Title: Principal

By:   
Name: Arlene S. Hong  
Title: General Counsel

NOTARIAL ACKNOWLEDGEMENT

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

On the 9<sup>th</sup> day of January, 2008, before me personally came Millard S. Drexler, to me known, who being by me duly sworn, did depose and say that he is Principal of Millard S. Drexler, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name with authority to execute the foregoing instrument.

[Notarial Seal]

Melissa A. Recca  
Notary Public

MELISSA A. RECCA  
NOTARY PUBLIC, State of New York  
No. 01RES102169  
Qualified in New York County  
Commission Expires November 24, 2011

NOTARIAL ACKNOWLEDGEMENT

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

On the 9<sup>th</sup> day of January, 2008, before me personally came Arlene S. Hong, to me known, who being by me duly sworn, did depose and say that she is General Counsel of Madewell Inc., the corporation described in and which executed the foregoing instrument; and that she signed her name with authority to execute the foregoing instrument.

[Notarial Seal]

Melissa A. Recca  
Notary Public

MELISSA A. RECCA  
NOTARY PUBLIC, State of New York  
No. 01988102169  
Qualified in New York County  
Commission Expires November 1, 2011

Schedule A

<i>Country:</i> <b>United States</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
MADEWELL	18, 25, 35	77/015932	10/6/2006			FILED
MADEWELL	25	72/416485	2/24/1972	968685	9/18/1973	REGISTERED