

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
Rachel Roy Fashions Inc.		06/10/2008	CORPORATION:
RECEIVING PARTY DATA			
Name:	Rachel Roy IP Company LLC		
Street Address:	1411 Broadway		
Internal Address:	c/o Jones Apparel Group, Inc.		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	LIMITED LIABILITY COMPANY:		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3044113	R R	
Registration Number:	3044114	RACHEL ROY NEW YORK	
Registration Number:	3066466	RACHEL ROY	
CORRESPONDENCE DATA			
Fax Number:	(212)262-5152		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 841-0569		
Email:	achung@phillipsnizer.com		
Correspondent Name:	Alexander J. Chung		
Address Line 1:	666 Fifth Avenue		
Address Line 2:	c/o Phillips Nizer LLP		
Address Line 4:	New York, NEW YORK 10103		
NAME OF SUBMITTER:	Alexander J. Chung		
Signature:	/s/ Alexander J. Chung		

CH \$90.00 3044113

Date:

06/13/2008

Total Attachments: 3

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ASSIGNMENT OF TRADEMARKS

WHEREAS, Rachel Roy Fashions Inc., a Delaware corporation having offices at 148 West 37th Street, New York, New York 10018 ("Assignor"), is the owner of all right, title and interest in and to (1) the trademarks and United States and foreign Trademark Registrations therefor listed on Schedule A attached hereto and made a part hereof (each trademark and the registration therefor being hereinafter referred to collectively as the "Trademarks") and (2) all of the goodwill of the businesses associated with the Trademarks.

WHEREAS, Rachel Roy IP Company LLC, a Delaware limited liability company having offices at 1411 Broadway, 21st Floor, New York, New York 10018 ("Assignee"), is interested in acquiring the Trademarks and all of the goodwill of the businesses associated therewith.

NOW, THEREFORE, in exchange for the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, transfers and assigns to Assignee all of Assignor's right, title and interest in and to (a) all of the Trademarks, (b) all of the goodwill of the businesses symbolized by the Trademarks and (c) all rights to damages or profits arising out of past infringement of the Trademarks or any injury to the aforesaid good will, and the right to sue for the same.

IN WITNESS WHEREOF, the undersigned, pursuant to authority duly received, has duly executed this Assignment on the 10th day of June, 2008.

Rachel Roy Fashions Inc.

By: Rachel Roy
Name: Rachel Roy
Title: Artistic Director

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

On the 10th day of June, 2008 before me, the undersigned, personally appeared Rachel Roy 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.

LORA STOJILKOVIC
Notary Public, State of New York
No. 01ST6183933
Qualified in Queens County
Commission Expires March 24, 2012



Notary Public

SCHEDULE A

United States Trademarks

<u>Trademark</u>	<u>Registration No.</u>	<u>Class</u>	<u>Registration Date</u>
RR & DESIGN	3,044,113	25	January 17, 2006
RACHEL ROY NEW YORK & DESIGN	3,044,114	25	January 17, 2006
RACHEL ROY	3,066,466	25	March 7, 2006

Foreign Trademarks

<u>Trademark</u>	<u>CTM Application No.</u>	<u>Application Filing Date</u>
RACHEL ROY	4081717	October 20, 2004