

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CITICORP USA, INC.		03/07/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	J. CREW INTERNATIONAL, INC.		
Street Address:	770 BROADWAY		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10013		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 20			
Property Type	Number	Word Mark	
Registration Number:	3163866	CREWCUTS	
Registration Number:	3107778	CREWCUTS	
Registration Number:	2929166	CREWCUTS	
Registration Number:	3098101	J. CREW	
Registration Number:	2735138	SO J. CREW	
Registration Number:	1348064	CREW	
Registration Number:	2431701	CREW	
Registration Number:	1949288	CREWCUTS	
Registration Number:	2462509	J. CREW	
Registration Number:	1308888	J. CREW	
Registration Number:	2169873	J. CREW	
Registration Number:	2351667	J. CREW	
Registration Number:	1793494	J. CREW	
Registration Number:	2525857	J. CREW KID	

900186014

TRADEMARK
 REEL: 004493 FRAME: 0752

CH \$515.00 3163866

Registration Number:	2385964	JCG
Registration Number:	2272925	JCMG
Registration Number:	2255255	JCREW.COM
Registration Number:	2350570	MULTIGLISSE
Serial Number:	78496989	J. CREW UNTUCKED
Serial Number:	78563993	J. CREW UNTUCKED

CORRESPONDENCE DATA

Fax Number: (646)848-4455

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-848-4455

Email: jlik@shearman.com

Correspondent Name: Gloria Jung

Address Line 1: 599 Lexington Avenue

Address Line 2: Shearman & Sterling LLP

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	37051/15
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NAME OF SUBMITTER:	GLORIA JUNG
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Signature:	/GLORIA JUNG/
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Date:	03/09/2011
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Total Attachments: 4

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TERMINATION OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS** (this "Termination"), dated as of March __, 2011, is made by Citicorp USA, Inc. (the "Existing Agent"), as agent for the Secured Parties (as defined in the Trademark Security Agreement referred to below). For the purposes of this Termination, "Trademarks" shall mean trademarks, trademark applications and trademark licenses.

WHEREAS, J. Crew International, Inc. (the "Grantor") granted a security interest in certain intellectual property to Wachovia Bank, National Association (as successor in merger to Congress Financial Corporation) as the previous administrative agent and collateral agent (the "Previous Agent") on behalf of the Secured Parties, including without limitation a security interest in certain Trademarks pursuant to the Trademark Collateral Assignment and Security Agreement, dated as of December 23, 2002 (the "Previous Trademark Security Agreement"), by the Grantor in favor of the Previous Agent;

WHEREAS, the Previous Agent assigned all of its rights and obligations under the Previous Trademark Security Agreement to the Existing Agent pursuant to the Assignment of Trademark Collateral Assignment and Security Agreement, dated as of May 4, 2007 (the "Assignment"), by the Previous Agent and Existing Agent on behalf of the Secured Parties;

WHEREAS, the security interest in the Trademarks granted by the Grantor to the Previous Agent under the Previous Trademark Security Agreement was assigned to the Existing Agent under the Assignment, and such assignment was recorded at the United States Patent and Trademark Office on May 24, 2007 at Reel 3548 and Frame 0328;

WHEREAS, the Grantor has granted a security interest in certain intellectual property to the Existing Agent, on behalf of the Secured Parties, including without limitation a security interest in certain Trademarks pursuant to the Trademark Security Agreement, dated as of May 4, 2007 (the "Trademark Security Agreement"), by the Grantor in favor of the Existing Agent;

WHEREAS, the security interest in the Trademarks granted to the Existing Agent under the Trademark Security Agreement was recorded at the United States Patent and Trademark Office on May 24, 2007 at Reel 3548 and Frame 0363;

WHEREAS, the Existing Agent has agreed to terminate and release its security interest in all of such Trademarks, including, without limitation, the Trademarks identified on Schedule A attached hereto.

NOW, THEREFORE, for valuable consideration,

1. The Existing Agent hereby terminates and releases all of its mortgages, liens, and security interests in all of the Trademarks, including those referred to on Schedule A attached hereto.


2. The Existing Agent authorizes and requests that the United States Commissioner for Trademarks and any other applicable officer in any successor office or any similar office in any other country record this Termination.

3. This Termination shall be governed by, and construed in accordance with, the laws of the State of New York without regards to conflicts of laws principles.

IN WITNESS WHEREOF, the Agent for the Secured Parties has caused this Termination of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Existing Agent:

Citicorp USA, Inc.

By: 
Name: Thomas M. Halsch
Title: Vice President

Schedule A

J. Crew International, Inc. (Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
CREWCUTS	3163866	10/24/06
CREWCUTS	3107778	06/20/06
CREWCUTS	2929166	03/01/05
J. CREW	3098101	04/30/06
SO J. CREW	2735138	07/08/03
CREW	1348064	07/09/85
CREW	2431701	02/27/01
CREWCUTS	1949288	01/16/96
J. CREW	2462509	06/19/01
J. CREW	1308888	12/11/84
J. CREW	2169873	06/30/98
J. CREW	2351667	05/23/00
J. CREW	1793494	09/21/93
J. CREW KID	2525857	01/01/02
JCG	2385964	09/12/00
JCMG	2272925	08/24/99
JCREW.COM	2255255	06/22/99
MULTIGLISSE	2350570	05/16/00

Pending Applications

Mark	Application No.	Filing Date
J. CREW UNTUCKED	78/496989	10/08/04
J. CREW UNTUCKED	78/563993	02/09/05