

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM435521

|                              |  |
|------------------------------|--|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT   |
| <b>NATURE OF CONVEYANCE:</b> | ASSIGNMENT OF AN UNDIVIDED 27.96% OF ASSIGNOR'S INTEREST |
| <b>SEQUENCE:</b>             | 3  |

## CONVEYING PARTY DATA

| Name                            | Formerly | Execution Date | Entity Type                         |
|---------------------------------|----------|----------------|-------------------------------------|
| J. Crew Brand Intermediate, LLC |          | 07/13/2017     | Limited Liability Company: DELAWARE |

## RECEIVING PARTY DATA

|                          |                                     |
|--------------------------|-------------------------------------|
| <b>Name:</b>             | J. Crew Brand, LLC                  |
| <b>Street Address:</b>   | 770 BROADWAY                        |
| <b>Internal Address:</b> | 10th Floor                          |
| <b>City:</b>             | New York                            |
| <b>State/Country:</b>    | NEW YORK                            |
| <b>Postal Code:</b>      | 10003                               |
| <b>Entity Type:</b>      | Limited Liability Company: DELAWARE |

## PROPERTY NUMBERS Total: 66

| Property Type        | Number  | Word Mark                                |
|----------------------|---------|--|
| Registration Number: | 4485298 | 1035                                     |
| Registration Number: | 4437416 | 770                                      |
| Registration Number: | 4292872 | 770/ BEHIND THE LINE                     |
| Registration Number: | 4112314 | COOPER'S PICKS                           |
| Registration Number: | 2431701 | CREW                                     |
| Registration Number: | 1348064 | CREW                                     |
| Registration Number: | 4175704 | CREWCUTKIDS.COM                          |
| Registration Number: | 4652335 | CREWCUTS                                 |
| Registration Number: | 3163866 | CREWCUTS                                 |
| Registration Number: | 3107778 | CREWCUTS                                 |
| Registration Number: | 4172027 | CREWCUTS                                 |
| Registration Number: | 4466938 | CREWCUTS BABY                            |
| Registration Number: | 4485018 | DISCOVERED FOUND BY US, COLLECTED BY YOU |
| Registration Number: | 3958772 | EXPLORE WITHOUT FOOTPRINTS               |
| Registration Number: | 4432553 | FACTORY FIRST                            |
| Registration Number: | 4664331 | GARMENTS FOR GOOD                        |
| Registration Number: | 4293520 | GARMENTS OF DISTINCTION                  |

TRADEMARK

| Property Type        | Number   | Word Mark               |
|----------------------|----------|-------------------------|
| Registration Number: | 4488944  | GARMENTS OF DISTINCTION |
| Registration Number: | 4935632  | GIFT (BETTER) GUIDE     |
| Registration Number: | 4028920  | IN GOOD COMPANY         |
| Registration Number: | 4882454  | J. CREW                 |
| Registration Number: | 4598134  | J. CREW                 |
| Registration Number: | 4190784  | J. CREW                 |
| Registration Number: | 2462509  | J. CREW                 |
| Registration Number: | 1308888  | J. CREW                 |
| Registration Number: | 4756806  | J.CREW                  |
| Registration Number: | 3737898  | J. CREW                 |
| Registration Number: | 3098101  | J. CREW                 |
| Registration Number: | 4144171  | J. CREW                 |
| Registration Number: | 2351667  | J. CREW                 |
| Registration Number: | 3622997  | J. CREW                 |
| Registration Number: | 4935633  | J. CREW                 |
| Registration Number: | 4368617  | J. CREW                 |
| Registration Number: | 4709191  | J.CREW BABY             |
| Registration Number: | 4717463  | J. CREW BABY            |
| Registration Number: | 4781357  | J. CREW COLLECTION      |
| Registration Number: | 4084606  | J. CREW FACTORY         |
| Registration Number: | 3870032  | J. CREW                 |
| Serial Number:       | 86128624 | J. CREW MERCANTILE      |
| Serial Number:       | 86285414 | J. CREW MERCANTILE      |
| Registration Number: | 4838476  | J. CREW MERCANTILE      |
| Registration Number: | 4895913  | J. CREW MERCANTILE      |
| Registration Number: | 4261541  | J. CREW STYLE GUIDE     |
| Registration Number: | 3240424  | J. CREW UNTUCKED        |
| Registration Number: | 4063886  | JACK KNOWS BEST         |
| Registration Number: | 4063897  | JENNA'S PICKS           |
| Registration Number: | 3687101  | JUST ASK . . .          |
| Registration Number: | 4377858  | LANGHAM                 |
| Registration Number: | 4378453  | LIQUOR STORE            |
| Registration Number: | 4364847  | LIQUOR STORE            |
| Registration Number: | 4541406  | LUDLOW                  |
| Registration Number: | 4863587  | LUDLOW                  |
| Serial Number:       | 86769340 | MAX THE MONSTER         |
| Registration Number: | 4330455  | NO. 2 PENCIL            |
| Registration Number: | 4178184  |                         |

| Property Type        | Number  | Word Mark                                |
|----------------------|---------|--|
| Registration Number: | 4964942 | POINT SUR                                |
| Registration Number: | 4451917 | RAIL & WHARF                             |
| Registration Number: | 4400987 | STONEHALL                                |
| Registration Number: | 4140322 |  |
| Registration Number: | 4382298 | THE LUDLOW SHOP                          |
| Registration Number: | 4530114 | VERY PERSONAL STYLIST                    |
| Registration Number: | 4530503 | WALLACE & BARNES                         |
| Registration Number: | 4413912 | WALLACE & BARNES GARMENTS OF DISTINCTION |
| Registration Number: | 4355256 | WE KNOW YOU'RE OUT THERE                 |
| Registration Number: | 4421722 | WEAR YOUR SHADE!                         |
| Registration Number: | 4351192 | WEDGEWOOD TRENCH                         |

**CORRESPONDENCE DATA**

Fax Number: 2123108007

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 212.310.8437

Email: juan.arias@weil.com

Correspondent Name: DENNIS F. ADAMS

Address Line 1: WEIL, GOTSHAL & MANGES LLP

Address Line 2: 767 FIFTH AVENUE

Address Line 4: New York, NEW YORK 10153

|                                |                           |
|--------------------------------|---------------------------|
| <b>ATTORNEY DOCKET NUMBER:</b> | Dennis Adams - 54457.0006 |
| <b>NAME OF SUBMITTER:</b>      | DENNIS F. ADAMS           |
| <b>SIGNATURE:</b>              | /DENNIS F. ADAMS/         |
| <b>DATE SIGNED:</b>            | 07/17/2017                |

**Total Attachments: 8**

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**Exhibit B**  
**Step 3 Trademark Ownership Interest Assignment Agreement for Recordation**

This Step 3 Trademark Ownership Interest Assignment Agreement for Recordation (“Assignment”) is made as of July 13, 2017, by J. Crew Brand Intermediate, LLC, a Delaware Limited Liability Company (“Assignor”), in favor of J. Crew Brand, LLC, a Delaware Limited Liability Company (“Assignee”).

A. Pursuant to the 2017 Step 3 Intellectual Property Assignment Agreement executed by the parties on July 13, 2017 (the “Effective Date”), Assignor sold, transferred, conveyed, and assigned to Assignee an undivided 27.96% ownership interest in and to the J CREW marks covered by the United States federal registrations listed on Schedule 1, any existing variation of these marks as used in the United States, all common law rights in the United States to same, and the associated goodwill (“Assigned Marks”).

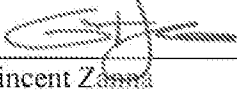
B. This Assignment is being executed to confirm and memorialize in writing the transfer of the undivided 27.96% ownership interest in the Assigned Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is acknowledged, Assignor confirms having sold, transferred, conveyed, and assigned to Assignee, as of the Effective Date, an undivided 27.96% ownership interest in and to the Assigned Marks, including the goodwill associated with the Assigned Marks, and all rights and claims (whether known or unknown, contingent, or accrued) against third parties resulting from, arising out of, or otherwise with respect to the undivided 27.96% ownership interest in and to the Assigned Marks. Assignor authorizes and requests that the United States Patent and Trademark Office record Assignee as the sole and exclusive owner of 100% of the ownership interest in and to the Assigned Marks listed on Schedule 1.

*[Signature Page Follows]*

IN WITNESS WHEREOF, Assignor has executed this Assignment effective as of the Effective Date.

J. Crew Brand Intermediate, LLC, as Assignor




\_\_\_\_\_  
Name: Vincent Zanna  
Title: Senior Vice President, Finance &  
Treasurer  
Date: July 13, 2017

J. Crew Brand, LLC, as Assignee





\_\_\_\_\_  
Name: Jeremy Brooks  
Title: VP, Chief Accounting Officer  
Date: July 13, 2017




**Schedule 1 to Exhibit B  
Assigned Marks**

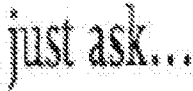

| <u>COUNTRY</u>  | <u>MARK</u>                             | <u>CLASS</u>       | <u>APPLN.NO.</u> | <u>APPLN.DATE</u> | <u>REG.<br/>NO.</u> | <u>REG.<br/>DATE</u> | <u>STATUS</u> |
|---|---|--------------------|------------------|-------------------|---------------------|----------------------|---------------|
| United States   | 1035                                    | 25                 | 86/028914        | 8/5/2013          | 4485298             | 2/18/2014            | REGISTERED    |
| United States   | 770                                     | 25                 | 85/711415        | 8/23/2012         | 4437416             | 11/19/2013           | REGISTERED    |
| United States   | 770/ BEHIND THE LINE                    | 41                 | 85/251885        | 2/25/2011         | 4292872             | 2/19/2013            | REGISTERED    |
| United States   | COOPER'S PICKS                          | 35                 | 77/912929        | 1/15/2010         | 4112314             | 3/13/2012            | REGISTERED    |
| United States   | CREW                                    | 25                 | 76/014732        | 3/31/2000         | 2431701             | 2/27/2001            | REGISTERED    |
| United States   | CREW                                    | 25                 | 73/465087        | 2/10/1984         | 1348064             | 7/9/1985             | REGISTERED    |
| United States   | <u>CREWCUTKIDS.COM</u>                  | 35                 | 85/507623        | 1/3/2012          | 4175704             | 7/17/2012            | REGISTERED    |
| United States   | CREWCUTS                                | 14                 | 86/261689        | 4/24/2014         | 4652335             | 12/9/2014            | REGISTERED    |
| United States   | CREWCUTS                                | 18, 26, 35         | 78/568692        | 2/16/2005         | 3163866             | 10/24/2006           | REGISTERED    |
| United States   | CREWCUTS                                | 25                 | 78/417243        | 5/12/2004         | 3107778             | 6/20/2006            | REGISTERED    |
| United States   | CREWCUTS (Stylized) and Elephant Design | 14, 16, 18, 25, 26 | 77/806117        | 8/17/2009         | 4172027             | 7/10/2012            | REGISTERED    |
|  |   |                    |                  |                   |                     |                      |               |
| United States   | CREWCUTS BABY                           | 25                 | 85/480131        | 11/23/2011        | 4466938             | 1/14/2013            | REGISTERED    |



| <u>COUNTRY</u> | <u>MARK</u>                                       | <u>CLASS</u>                      | <u>APPLN.NO.</u> | <u>APPLN.DATE</u> | <u>REG.</u><br><u>NO.</u> | <u>REG.</u><br><u>DATE</u> | <u>STATUS</u> |
|----------------|---|-----------------------------------|------------------|-------------------|---------------------------|----------------------------|---------------|
| United States  | DISCOVERED<br>FOUND BY US,<br>COLLECTED BY<br>YOU | 35                                | 86/008893        | 7/12/2013         | 4485018                   | 2/18/2014                  | REGISTERED    |
| United States  | EXPLORE WITHOUT<br>FOOTPRINTS                     | 25                                | 77/840535        | 10/2/2009         | 3958772                   | 5/10/2011                  | REGISTERED    |
| United States  | FACTORY FIRST                                     | 35                                | 85/906005        | 4/16/2013         | 4432553                   | 11/12/2013                 | REGISTERED    |
| United States  | GARMENTS FOR<br>GOOD                              | 18, 25,<br>35                     | 85/880500        | 3/19/2013         | 4664331                   | 12/30/2014                 | REGISTERED    |
| United States  | GARMENTS OF<br>DISTINCTION                        | 18, 25,<br>35                     | 85/978316        | 12/28/2011        | 4293520                   | 2/19/2013                  | REGISTERED    |
| United States  | GARMENTS OF<br>DISTINCTION                        | 25                                | 85/505020        | 12/28/2011        | 4488944                   | 2/25/2014                  | REGISTERED    |
| United States  | GIFT (BETTER)<br>GUIDE                            | 35                                | 86/677799        | 6/29/2015         | 4935632                   | 4/12/2016                  | REGISTERED    |
| United States  | IN GOOD COMPANY                                   | 35                                | 85/274606        | 3/23/2011         | 4028920                   | 9/20/2011                  | REGISTERED    |
| United States  | J. CREW   | 09, 14,<br>18, 21,<br>24 25<br>35 | 86/332488        | 7/9/2014          | 4882454                   | 1/5/2016                   | REGISTERED    |
| United States  | J. CREW   | 09, 16,<br>20, 21,<br>28          | 85/880520        | 3/19/2013         | 4598134                   | 9/2/2014                   | REGISTERED    |
| United States  | J. CREW   | 09, 35                            | 85/533440        | 2/3/2012          | 4190784                   | 8/14/2012                  | REGISTERED    |
| United States  | J. CREW   | 14                                | 75/706289        | 5/14/1999         | 2462509                   | 6/19/2001                  | REGISTERED    |
| United States  | J. CREW   | 18, 25,<br>42                     | 73/411551        | 1/31/1983         | 1308888                   | 12/11/1984                 | REGISTERED    |
| United States  | J. CREW   | 24, 26                            | 86/125862        | 11/21/2013        | 4756806                   | 6/16/2015                  | REGISTERED    |

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|----------------|---|------------------------------|------------------|-------------------|---------------------------|----------------------------|---------------|
| United States  | J. CREW   | 25                           | 77/588472        | 10/8/2008         | 3737898                   | 1/12/2010                  | REGISTERED    |
| United States  | J. CREW   | 35                           | 78/652755        | 6/17/2005         | 3098101                   | 5/30/2006                  | REGISTERED    |
| United States  | J. CREW   | 35                           | 85/322183        | 5/16/2011         | 4144171                   | 5/15/2012                  | REGISTERED    |
| United States  | J. CREW   | 35                           | 75/676905        | 4/8/1999          | 2351667                   | 5/23/2000                  | REGISTERED    |
| United States  | J. CREW   | 36                           | 77/616884        | 11/18/2008        | 3622997                   | 5/19/2009                  | REGISTERED    |
| United States  | J. CREW (Script)  | 09, 14,<br>18, 25,<br>35, 36 | 86/677826        | 6/29/2015         | 4935633                   | 4/12/2016                  | REGISTERED    |
|                |   |                              |                  |                   |                           |                            |               |
| United States  | J. CREW (Script)  | 41                           | 85/820382        | 1/10/2013         | 4368617                   | 7/16/2013                  | REGISTERED    |
|                |  |                              |                  |                   |                           |                            |               |
| United States  | J. CREW BABY  | 25, 35                       | 86/125852        | 11/21/2013        | 4709191                   | 3/24/2015                  | REGISTERED    |
| United States  | J. CREW BABY (Stylized) and Heart Design  | 25                           | 86/125859        | 11/21/2013        | 4717463                   | 4/7/2015                   | REGISTERED    |
|                |  |                              |                  |                   |                           |                            |               |
| United States  | J. CREW COLLECTION  | 25, 35                       | 86/468931        | 12/2/2014         | 4781357                   | 7/28/2015                  | REGISTERED    |



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|----------------|--|--------------------|------------------|-------------------|---------------------------|----------------------------|---------------|
| United States  | J. CREW FACTORY  | 35                 | 85/067511        | 6/21/2010         | 4084606                   | 1/10/2012                  | REGISTERED    |
| United States  | J. CREW LOGO<br>                    | 14, 18, 25, 35, 36 | 77/968500        | 3/25/2010         | 3870032                   | 11/2/2010                  | REGISTERED    |
| United States  | J. CREW LOGO<br>                    | 14, 18, 25, 35, 36 | 77/968500        | 3/25/2010         | 3870032                   | 11/2/2010                  | REGISTERED    |
| United States  | J. CREW MERCANTILE   | 14, 18             | 86/128624        | 11/25/2013        |                           |                            | FILED         |
| United States  | J. CREW MERCANTILE   | 25                 | 86/285414        | 5/19/2014         |                           |                            | FILED         |
| United States  | J. CREW MERCANTILE   | 35                 | 86/977125        | 11/25/2013        | 4838476                   | 10/20/2015                 | REGISTERED    |
| United States  | J. CREW MERCANTILE (Stylized)<br> | 35                 | 86/768910        | 9/25/2015         | 4895913                   | 2/2/2016                   | REGISTERED    |
| United States  | J. CREW STYLE GUIDE  | 35                 | 85/624083        | 5/14/2012         | 4261541                   | 12/18/2012                 | REGISTERED    |
| United States  | J. CREW UNTUCKED   | 25                 | 78/496989        | 10/8/2004         | 3240424                   | 5/8/2007                   | REGISTERED    |
| United States  | JACK KNOWS BEST  | 35                 | 77/864918        | 11/4/2009         | 4063886                   | 11/29/2011                 | REGISTERED    |
| United States  | JENNA'S PICKS  | 35                 | 77/877636        | 11/20/2009        | 4063897                   | 11/29/2011                 | REGISTERED    |

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|----------------|--|--------------------|------------------|-------------------|---------------------------|----------------------------|---------------|
| United States  | just ask . . . (Stylized)<br> | 35                 | 77/494034        | 6/9/2008          | 3687101                   | 9/22/2009                  | REGISTERED    |
| United States  | LANGHAM  | 25                 | 85/564356        | 3/8/2012          | 4377858                   | 7/30/2013                  | REGISTERED    |
| United States  | LIQUOR STORE   | 25                 | 85/527759        | 1/27/2012         | 4378453                   | 8/6/2013                   | REGISTERED    |
| United States  | LIQUOR STORE   | 35                 | 85/785465        | 11/21/2012        | 4364847                   | 7/9/2013                   | REGISTERED    |
| United States  | LUDLOW   | 25                 | 85/489549        | 12/7/2011         | 4541406                   | 6/3/2014                   | REGISTERED    |
| United States  | LUDLOW   | 25, 35             | 85/954939        | 6/10/2013         | 4863587                   | 12/1/2015                  | REGISTERED    |
| United States  | MAX THE MONSTER  | 14, 16, 18, 21, 25 | 86/769340        | 9/25/2015         |                           |                            | FILED         |
| United States  | No. 2 PENCIL   | 25                 | 85/564253        | 3/8/2012          | 4330455                   | 5/7/2013                   | REGISTERED    |
| United States  | Oarsman Design<br>          | 25                 | 85/391104        | 8/5/2011          | 4178184                   | 7/24/2012                  | REGISTERED    |
| United States  | POINT SUR  | 25                 | 86/060718        | 9/10/2013         | 4964942                   | 5/24/2016                  | REGISTERED    |
| United States  | RAIL & WHARF   | 18                 | 85/558996        | 3/2/2012          | 4451917                   | 12/17/2013                 | REGISTERED    |
| United States  | STONEHALL  | 25                 | 85/564347        | 3/8/2012          | 4400987                   | 9/10/2013                  |               |

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|----------------|--|--------------|------------------|-------------------|---------------------------|----------------------------|---------------|
| United States  | Sustainability Logo<br>   | 35           | 85/349465        | 6/17/2011         | 4140322                   | 5/8/2012                   | REGISTERED    |
| United States  | THE LUDLOW SHOP  | 35, 40       | 85/646852        | 6/8/2012          | 4382298                   | 8/13/2013                  | REGISTERED    |
| United States  | VERY PERSONAL STYLIST  | 45           | 85/574397        | 3/20/2012         | 4530114                   | 5/13/2014                  | REGISTERED    |
| United States  | WALLACE & BARNES   | 18, 25, 35   | 85/802214        | 12/13/2012        | 4530503                   | 5/13/2014                  | REGISTERED    |
| United States  | WALLACE & BARNES GARMENTS OF DISTINCTION NEW YORK (Stylized) and design<br> | 18, 25, 35   | 85/840229        | 2/4/2013          | 4413912                   | 10/8/2013                  | REGISTERED    |
| United States  | WE KNOW YOU'RE OUT THERE   | 35           | 85/612919        | 5/1/2012          | 4355256                   | 6/18/2013                  | REGISTERED    |
| United States  | WEAR YOUR SHADE!   | 25           | 85/880047        | 3/19/2013         | 4421722                   | 10/22/2013                 | REGISTERED    |
| United States  | WEDGEWOOD TRENCH   | 25           | 85/564361        | 3/8/2012          | 4351192                   | 6/11/2013                  | REGISTERED    |