



FINANCE SECTION the Commissioner for Trademarks:
Please record the attached original documents or copy thereof

1. Name of conveying party(ies):

Victoria Vogue, Inc.

6-5-03

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 05/15/03

2. Name and address of receiving party(ies)

Name: Boyd's Madison Avenue Department Store

Street Address: 655 Madison Avenue

City: New York State: NY ZIP: 10021

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New York
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,636,624

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Gwen R. Wood

Internal Address: Webb Ziesenheim Logsdon
Orkin & Hanson, P.C.

Street Address: 700 Koppers Building
436 Seventh Avenue

City: Pittsburgh State: PA ZIP: 15219-1818

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach triplicate copy of this page if paying by deposit account)

06/06/2003 DBYRNE 00000047 1636624

01 FC:8521 40.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Gwen R. Wood

Name of Person Signing

Signature

05/29/03

Date

Total number of pages including cover sheet, attachments and document 2

Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services, Director of the US Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK ASSIGNMENT FORM

WHEREAS, VICTORIA VOGUE, INC. (hereinafter "ASSIGNOR"), a corporation registered in the state of New York State, and having a principal place of business at 90 Southland Drive, Bethlehem, Pennsylvania 18017, has adopted, owns, and used the following trademark for which ASSIGNOR owns of record the following Federal Registration on the Principal Register of the United States Patent and Trademark Office for the goods and/or services identified therein (hereinafter "the Mark").

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
BRUSH IT AWAY	1,636,624	March 5, 1991

AND, WHEREAS, BOYD'S MADISON AVENUE DEPARTMENT STORE, INC. (hereinafter "ASSIGNEE"), a corporation registered in the state of New York, and having a place of business at 655 Madison Avenue, New York, New York 10021, desires to acquire the Mark and the above-referenced Registration therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby sells, assigns, and transfers to ASSIGNEE all right, title, and interest in the Mark, together with the goodwill of the business symbolized by the Mark and the Registration thereof.

VICTORIA VOGUE, INC.

By: Susan Pomerantz

Name: SUSAN POMERANTZ

Title: CEO

Dated effective as of: 5/15, 2003