

08-12-2003

FORM PTO-1594

(Rev. 6-93)

RE



4248-031473 and 4248-031474

U.S. DEPARTMENT OF COMMERCE

SHEET Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

Tab settings

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To the Commissioner for Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

VICTORIA VOGUE, INC.

- 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 Merger
Security Agreement Change of Name Other

Execution Date: July 25, 2003

2. Name and address of receiving party(ies)

Name: BOYD'S MADISON AVENUE DEPARTMENT STORE, INC.
Street Address: 655 Madison Avenue
City/Country: New York, NY 10021

- Individual(s) citizenship
Association
General Partnership
Corporation 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

OPR/FINANCE AUG -8 11:46

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

A. Trademark Application No.(s)



Additional numbers attached? Yes No

B. Trademark Registration No.(s)

1,428,936 - Registration Date: February 17, 1987
1,306,721 - Registration Date: November 27, 1984

1428936

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

Name: Gwen R. Acker Wood, Esq.

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: 2 (two)

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

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

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01 FC:8521 40.00 OP
02 FC:90522 25.00 OP

I hereby certify that the foregoing information is true and correct and any attached copy is a true copy of the original document.

Gwen R. Acker Wood, Esq. #51,027

Name of Person Signing

Signature

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

August 6, 2003

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
P. O. Box 1450
Alexandria, VA 22313-1450

{W0073673.1}

TRADEMARK
REEL: 002797 FRAME: 0596

**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 trademarks for which ASSIGNOR owns of record the following Federal Registrations on the Principal Register of the United States Patent and Trademark Office for the goods and/or services identified therein (hereinafter "the Marks").

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
NO-LINES	1,428,936	February 17, 1987
SEALED LIPS	1,306,721	November 27, 1984

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 Marks and the above-referenced Registrations 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 Marks, together with the goodwill of the business symbolized by the Marks and the Registrations thereof.

VICTORIA VOGUE, INC.

By: Susan Powerantz

Name: Susan Powerantz

Title: CEO

Dated effective as of: 7/25, 2003