

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
Limited Stores, LLC		09/20/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Plum Fashions, Inc.
Street Address:	106 Seventh Avenue
Internal Address:	9th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10011
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Serial Number:	85360614	E
Serial Number:	85360619	E
Serial Number:	85360623	E
Serial Number:	85360629	E
Serial Number:	85360637	E
Serial Number:	85360639	E
Serial Number:	85360656	E
Serial Number:	85360664	E
Serial Number:	85360667	E
Serial Number:	85360674	E
Serial Number:	85360682	E
Serial Number:	85360696	E
Serial Number:	85393538	E

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Serial Number:	85393569	E
Serial Number:	85393549	E
Serial Number:	85393573	E
Serial Number:	85393577	E
Serial Number:	85266100	ELOQUII
Serial Number:	85266110	ELOQUII
Serial Number:	85300744	ELOQUII
Serial Number:	85300750	ELOQUII
Serial Number:	85300754	ELOQUII

CORRESPONDENCE DATA

Fax Number: 6145400659
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 614.289.2318
Email: kreidenbach@thelimited.com
Correspondent Name: Kelly Reidenbach
Address Line 1: 7775 Walton Parkway
Address Line 2: The Limited, Attn: Legal Dept.
Address Line 4: New Albany, OHIO 43054

NAME OF SUBMITTER:	Kelly Reidenbach
Signature:	/kjr/
Date:	09/23/2013

Total Attachments: 7
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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT is made and entered into as of September 20, 2013 between Limited Stores, LLC, a Delaware limited liability company ("Assignor") having a place of business at 7775 Walton Parkway, New Albany, Ohio 43054, United States of America, and Plum Fashions, Inc., a Delaware corporation ("Assignee"), having a place of business at 106 Seventh Avenue, 9th Floor, New York, New York 10011, United States of America.

WHEREAS, pursuant to, and upon the terms of, that certain Asset Purchase Agreement dated September 20, 2013 (the "Purchase Agreement"), by and between Assignor and Assignee, Assignee agreed to purchase (either directly or through one or more of its Affiliates) Assignor's worldwide right, title and interest in, to and under certain trademarks, service marks, trade dress, logos, together with the goodwill associated with any of the foregoing, and all applications, registrations and renewals therefore as set forth on Schedule A annexed hereto (hereinafter referred to as the "Trademarks");

WHEREAS, pursuant to the Purchase Agreement, Assignee (or an Affiliate of Assignee) has or will purchase certain assets related to the Assignor's business and to which the Trademarks pertain; and

WHEREAS, in accordance therewith, Assignor desires to transfer and assign to Assignee, and Assignee desires to accept the transfer and assignment of, all of Assignor's worldwide right, title and interest in, to and under such Trademarks.

NOW, THEREFORE, Assignor, in consideration of the sum of Ten Dollars (US\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby transfer and assign to Assignee, and Assignee hereby accepts the transfer and assignment of, all of Assignor's worldwide right, title and interest in, to and under the Trademarks, and all the rights appurtenant thereto, together with the goodwill associated therewith and which is symbolized thereby, all of Assignor's rights and actions for past infringement and/or misappropriation, and any and all renewals and extensions thereof that may hereafter be secured under the laws now or hereafter in effect in the United States, and in any other jurisdiction, the same to be held and enjoyed by the said Assignee, its successors and assigns from and after the date hereof as fully and entirely as the same would have been held and enjoyed by the said Assignor had this Trademark Assignment not been made. For purposes of this Trademark Assignment, Assignee is a successor to the portion of Assignor's ongoing and existing business to which the Trademarks and related applications pertain.


Assignor agrees to provide reasonable assistance to Assignee in connection with the provision of the necessary information to permit Assignee at its expense to effect and perfect the transfer of the registrations of the Trademarks.

Except to the extent that U.S. federal law preempts state law with respect to the matters covered hereby, this Trademark Assignment shall be governed by and construed in accordance with the laws of the State of Ohio without giving effect to the principles of conflicts of laws thereof.

This Trademark Assignment may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same agreement and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other party, it being understood that parties need not sign the same counterpart. The parties further agree that counterparts to this Trademark Assignment may be delivered by facsimile or electronic transmission.

IN WITNESS WHEREOF, the parties have caused their respective duly authorized officers or representatives to execute this Trademark Assignment as of the date first above written.

LIMITED STORES, LLC
a Delaware limited liability company

By: 

Name: John D. Buell

Title: EVP & CFO

Address:

7775 Walton Parkway

New Albany, Ohio 43054

Fax: (614) 540-0555

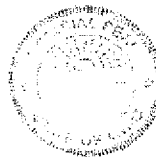
Attn: Greg Baker, Esq.

Signed and sworn before me on this 20th day of September, 2013.



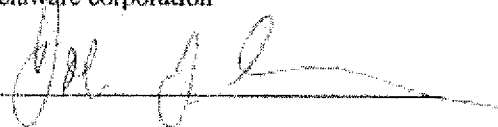
Notary Public

Name:



Gregory S. Baker
Notary Public
My Comm. Expires 09/30/15
Sec. on 1/1/2015

PLUM FASHIONS, INC.
a Delaware corporation

By: 

Name: John L. Auerbach

Title: Chairman

Address:

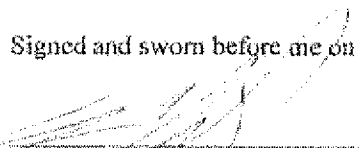
106 Seventh Avenue, 9th Floor

New York, NY 10011

Fax: (917) 591-4162

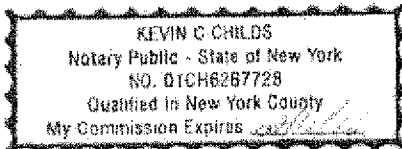
Attn: John L. Auerbach

Signed and sworn before me on this 20 day of September, 2013.







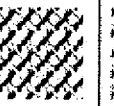
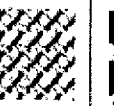

Notary Public








Name:






Schedule A to Trademark Assignment (Domestic)

4438038v2

Country	TM	Image	App No	App Date	Reg No	Reg Date	Class	Status	Subject to Sec Agmt	Owner
US	® (Diagonal Design)		85360514	30-Jun-2011			3	Pending	Y	Limited Stores, LLC
US	® (Diagonal Design)		85360513	30-Jun-2011			9	Pending	Y	Limited Stores, LLC
US	® (Diagonal Design)		85360523	30-Jun-2011			16	Pending	Y	Limited Stores, LLC
US	® (Diagonal Design)		85360529	30-Jun-2011			28	Pending	Y	Limited Stores, LLC
US	® (Diagonal Design)		85360517	30-Jun-2011			25	Pending	Y	Limited Stores, LLC
US	® (Diagonal Design)		85360519	30-Jun-2011			25	Pending	Y	Limited Stores, LLC
US	® (Circle Design)		85360555	30-Jun-2011			3	Pending	Y	Limited Stores, LLC

Country	TM	Image	App No.	App Date	Reg No.	Reg Date	Class	Status	Subject to Sec. 8	Owner
US	® (Circle Design)		83360664	30-Jun-2011			5	Pending	Y	Limited Stores, LLC
US	® (Circle Design)		83360667	30-Jun-2011			14	Pending	Y	Limited Stores, LLC
US	® (Circle Design)		83360674	30-Jun-2011			18	Pending	Y	Limited Stores, LLC
US	® (Circle Design)		83360682	30-Jun-2011			25	Pending	Y	Limited Stores, LLC
US	® (Circle Design)		83360688	30-Jun-2011			35	Pending	Y	Limited Stores, LLC
US	® (Design)		83393538	9-Aug-2011			3	Pending	Y	Limited Stores, LLC
US	® (Design)		83393566	9-Aug-2011			14	Pending	Y	Limited Stores, LLC

ELOQUI - Domestic
09.18.2013

Country	TM	Image	App No	App Date	Reg No	Reg Date	Class	Status	Subject to Sec. 41	Owner
US	E (Design)		85383443	9-Aug-2011	4187957	7-Aug-2012	25	Registered	Y	Limited Stores, LLC
US	E (Design)		85353573	9-Aug-2011	4184312	31-Jul-2012	18	Registered	Y	Limited Stores, LLC
US	E (Design)		85393577	9-Aug-2011	4191864	1-Oct-2012	25	Registered	Y	Limited Stores, LLC
US	ELOQUI		85766100	14-Mar-2011	4195453	21-Aug-2012	25	Registered	Y	Limited Stores, LLC
US	ELOQUI		85256110	14-Mar-2011	4110159	6-Apr-2012	35	Registered	Y	Limited Stores, LLC
US	ELOQUI		85300744	21-Apr-2011			3	Pending	Y	Limited Stores, LLC
US	ELOQUI		85300750	21-Apr-2011	41865584	71-Aug-2012	16	Registered	Y	Limited Stores, LLC
US-AL	ELOQUI		85300754	21-Apr-2011	4195535	21-Aug-2012	16	Registered	Y	Limited Stores, LLC
US-AL	ELOQUI		79-008340		AL 112902	30-Jan-2012	35	Registered	N	Limited Stores, LLC
US-HI	ELOQUI		79-008332		HI 4108172	13-Feb-2012	35	Registered	N	Limited Stores, LLC
US-LA	ELOQUI		79-072101		none	9-Jan-2012	35	Registered	N	Limited Stores, LLC
US-NE	ELOQUI		20-013525		NE 10198547	6-Jan-2012	35	Registered	N	Limited Stores, LLC
US-WY	ELOQUI		20-021820		WY 2012-006617664	28-Feb-2012	35	Registered	N	Limited Stores, LLC