

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM409184

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF AN UNDIVIDED 72.04% OF ASSIGNOR'S INTEREST
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
J. Crew International Cayman Limited		12/05/2016	Exempted Company:

RECEIVING PARTY DATA

Name:	J. Crew Brand Holdings, LLC
Street Address:	770 Broadway
Internal Address:	10th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10003
Entity Type:	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: 212.310.8583

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

ATTORNEY DOCKET NUMBER:	Dennis Adams - 54457.0004
NAME OF SUBMITTER:	Dennis F. Adams
SIGNATURE:	/Dennis F. Adams/
DATE SIGNED:	12/15/2016

Total Attachments: 9

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Exhibit B
Step 2 Trademark Ownership Interest Assignment Agreement for Recordation

This Step 2 Trademark Ownership Interest Assignment Agreement for Recordation (“Assignment”) is made as of December 5, 2016, by J. Crew International Cayman Limited, an exempted company incorporated and existing in the Cayman Islands (“Assignor”), in favor of J. Crew Brand Holdings, LLC, a Delaware limited liability company (“Assignee”).

A. Pursuant to the Step 2 Intellectual Property Assignment Agreement executed by the parties on December 5, 2016 (the “Effective Date”), Assignor sold, transferred, conveyed, and assigned to Assignee all of its right, title and interest in and to an undivided 72.04% 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 (“Assigned Marks”) and the associated goodwill.

B. This Assignment is being executed to confirm and memorialize in writing the earlier transfer of the undivided 72.04% 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, all of its right, title and interest in and to an undivided 72.04% ownership interest in and to the Assigned Marks, including without limitation a corresponding, proportional and joint interest in the goodwill associated with the business symbolized by the undivided 72.04% ownership interest in and to 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 72.04% ownership interest in and to the Assigned Marks. Assignors authorize and request that the United States Patent and Trademark Office record Assignee as the owner of the undivided 72.04% 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 International Cayman Limited



Name: Vincent Zanna

Title: VP, Treasurer

Date:

J. Crew Brand Holdings, LLC

Name: Maria Di Lorenzo

Title: SVP, General Counsel & Secretary

Date:

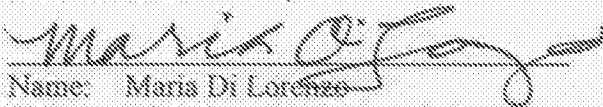
[Signature Page to Step 2 Trademark Ownership Interest Assignment Agreement for Recordation]

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

J. Crew International Cayman Limited

.....
Name: Vincent Zanna
Title: VP, Treasurer
Date:


J. Crew Brand Holdings, LLC


Name: Maris Di Lorenzo
Title: SVP, General Counsel & Secretary
Date:


*{Signature Page to Step 2 Trademark Ownership Interest Assignment Agreement for
Recordation}*

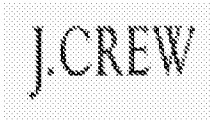
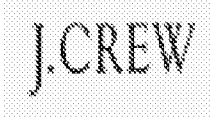

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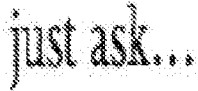

**Schedule 1 to Exhibit B
Assigned Marks**

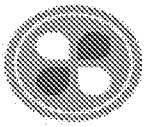

<u>COUNTRY</u>	<u>MARK</u>	<u>CLASS</u>	<u>APPLN.NO.</u>	<u>APPLN.DATE</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>STATUS</u>
United States	1035	25	86/028914	8/5/2013	4485298	2/18/2014	REGISTERED
United States	770	25	85/711415	8/23/2012	4437416	11/19/2013	REGISTERED
United States	770/ BEHIND THE LINE	41	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> <u>NO.</u>	<u>REG.</u> <u>DATE</u>	<u>STATUS</u>
United States	DISCOVERED FOUND BY US, COLLECTED BY YOU	35	86/008893	7/12/2013	4485018	2/18/2014	REGISTERED
United States	EXPLORE WITHOUT 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 GOOD	18, 25, 35	85/880500	3/19/2013	4664331	12/30/2014	REGISTERED
United States	GARMENTS OF DISTINCTION	18, 25, 35	85/978316	12/28/2011	4293520	2/19/2013	REGISTERED
United States	GARMENTS OF DISTINCTION	25	85/505020	12/28/2011	4488944	2/25/2014	REGISTERED
United States	GIFT (BETTER) 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, 18, 21, 24 25 35	86/332488	7/9/2014	4882454	1/5/2016	REGISTERED
United States	J. CREW	09, 16, 20, 21, 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, 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

<u>COUNTRY</u>	<u>MARK</u>	<u>CLASS</u>	<u>APPLN.NO.</u>	<u>APPLN.DATE</u>	<u>REG.</u> <u>NO.</u>	<u>REG.</u> <u>DATE</u>	<u>STATUS</u>
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, 18, 25, 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 	14, 18, 25, 35, 36	77/968500	3/25/2010	3870032	11/2/2010	REGISTERED
United States	J. CREW LOGO 	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) 	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) 	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 	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 	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 	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