

10-04-1999



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101160887

Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): MORGAN
Limited Too, Inc.
9-29-99

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State - Delaware
 Other

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

2. Name and address of receiving party(ies):

Name: Morgan Guaranty Trust Company of New York
 Internal Address: _____
 Street Address: 60 Wall Street
 City: New York State: New York ZIP: 10260

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- _____
 Other - Collateral Agent

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

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other _____

Execution Date: August 13, 1999

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

A. Trademark Application No.(s)
75/670,953

Additional numbers attached? Yes No

Trademark Registration No.(s)\
2,243,629

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Brian Jaenicke, Legal Assistant
 Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
 City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved 47

7. Total fee (37 CFR 3.41): \$ 1,190.00

Enclosed
 Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:

 (23-1705 in case of deficiency)

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

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.

Brian T. Jaenicke [Signature] 9/29/99
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

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

Do not detach this portion

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

**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

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10/01/1999 90800379 75670953
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TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
ACTIVE FLEECE	2,243,629	5-4-99
ALOE CHILLER AND DESIGN	2,241,326	4-20-99
ANDIE	2,250,346	6-1-66
BIX	2,241,232	4-20-99
CANDY STIX	2,241,984	4-27-99
CHARM IT AND DESIGN	2,243,478	5-4-99
COLOR IT	2,241,890	4-27-99
COLORS OF THE WEEK AND DESIGN	2,237,681	4-6-99
CRANBERRY KISS	2,237,613	4-6-99
DECO IT	2,243,467	5-4-99
DOUBLE DELIGHT AND DESIGN	2,265,770	7-27-99
DOUBLE TROUBLE AND DESIGN	2,237,675	4-6-99
DREAM BOAT AND DESIGN	2,237,640	4-6-99
DRESS IT AND DESIGN	2,243,493	5-4-99
ENDLESS SHIMMER AND DESIGN	2,265,776	7-27-99
FILE IT AND DESIGN	2,213,443	12-22-98
FROSTY STIX AND DESIGN	2,265,489	7-27-99
GET GLOSSED AND DESIGN	2,241,327	4-20-99
GIRL CARE	2,267,299	8-3-99
GLAMTASTIC AND DESIGN	2,239,643	4-13-99
GLIMMER DUST AND DESIGN	2,263,718	7-20-99
GLITTER BLAST AND DESIGN	2,241,329	4-20-99
GLITTER GLAM	2,243,351	5-4-99
GLITTER IT	2,241,135	4-20-99
LATHER IT AND DESIGN	2,241,107	4-20-99
LIP CRAZE AND DESIGN	2,239,808	4-13-99
MAGIC STIX AND DESIGN	2,265,490	7-27-99
PAINT IT AND DESIGN	2,258,042	6-29-99
PEARLICIOUS AND DESIGN	2,241,317	4-20-99
PINWHEELS AND DESIGN	2,243,353	5-4-99
SASSY SUDS	2,241,122	4-20-99
SCENT IT	2,241,108	4-20-99
SCENTS OF THE WEEK AND DESIGN	2,241,234	4-20-99
SHAKE UP THE SUN AND DESIGN	2,263,740	7-20-99
SMOOTHIN'	2,241,117	4-20-99
SPARKLE SLIDE AND DESIGN	2,263,715	7-20-99
SPARKLE ? AND DESIGN	2,237,745	4-6-99
SPARKLE SUDS AND DESIGN	2,242,137	4-27-99
SPARKLETS	2,241,139	4-20-99

SPARKLICIOUS	2,189,941	9-15-98
SPLISH SPLASH	2,239,475	4-13-99
SPLIT STIX	2,243,352	5-4-99
SPONGE IT AND DESIGN	2,245,026	5-11-99
STACK PAK	2,241,127	4-20-99
TREAT IT	2,243,363	5-4-99
TRIPLE TREAT AND DESIGN	2,186,811	9-1-98

TRADEMARK APPLICATIONS

<u>MARK</u>	<u>APP. NO.</u>	<u>FILING DATE</u>
TOO BUCKS	75/670953	3-30-99

ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Limited Too, Inc., a Delaware corporation (the "Assignor") with principal offices at 3885 Morse Road, Columbus, OH 43219, hereby assigns and grants to Morgan Guaranty Trust Company of New York, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10260 (the "Assignee"), a security interest in (i) all of the Assignor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

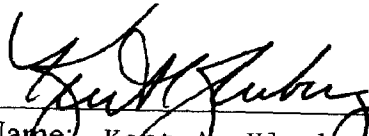
THIS ASSIGNMENT OF SECURITY INTEREST is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement among the Assignor, the other assignors from time to time party thereto and the Assignee, dated as of August 13, 1999 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in the Marks acquired under this Assignment of Security Interest.

This Assignment of Security Interest has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies

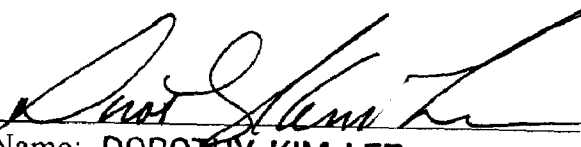
of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment of Security Interest are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest as of the 13th day of August, 1999.

LIMITED TOO, INC., Assignor

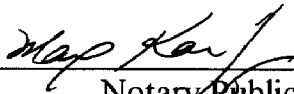
By: 
Name: Kent A. Kleeberger
Title: Vice President &
Chief Financial Officer

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK,
as Collateral Agent, Assignee

By: 
Name: DOROTHY KIM LEE,
Title: VICE PRESIDENT

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 13th day of August 1999, before me personally came Kent A. Kleeberger who, being by me duly sworn, did state as follows: that he is Vice President & Chief Financial Officer of Limited Too, Inc., that he is authorized to execute the foregoing Assignment of Security Interest on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.




Notary Public

MAY KAREN YIP
Notary Public, State of New York
No. 01Y16009063
Qualified in New York County
Commission Expires June 22, 2000

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 13th day of August, 1999, before me personally came Dorothy Kim Lee who, being by me duly sworn, did state as follows: that she is Vice President of Morgan Guaranty Trust Company of New York, that she is authorized to execute the foregoing Assignment of Security Interest on behalf of said corporation and that she did so by authority of the Board of Directors of said corporation.



Notary Public

MAY KAREN YIP
Notary Public, State of New York
No. 01Y16009063
Qualified in New York County
Commission Expires June 22, 2000