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TRADEMARKS ONLY



101403912

TO: The Commissioner of Patents and Trademarks: Please record the attached document.

Submission Type

Conveyance Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party(ies)

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative is attached. (Designation must be a separate document from Assignment)

07/13/2000 DNGUYEN 00000061 75307920

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
825.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002100 FRAME: 0324

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

212-661-9100

Name

Otterbourg, Steindler, Houston & Rosen

Address (line 1)

Susan A. Joyce, Esq.

Address (line 2)

230 Park Avenue

Address (line 3)

New York, New York 10169

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

12

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)
SEE EXHIBIT A ANNEXED HERETO

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)
SEE EXHIBIT A ANNEXED HERETO

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

34

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

865.00

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

SHARON KAY MILLER

Name of Person Signing

Sharon Kay Miller

Signature

5/16/00

Date

EXHIBIT A

TRADEMARK APPLICATIONS

TRADEMARK REGISTRATIONS

75/307,920	4161941
75/323,129	2,084,854
74/644,796	2,104,334
75/504,757	2,169,351
75/307,924	2,204,160
75/307,921	2,011,083
75/451,326	2,076,125
75/439,572	2,162,324
75/528,641	1,997,643
75/528,643	1943039
75/528,642	1908572
75/284,860	2,171,631
	2,092,322
	2,089,366
	1,435,045
	2,151,641
	1,933,220
	1,806,551
	2,140,655
	1,742,020
	1,641,786
	1,950,207

ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY INTEREST

This Assignment of Intellectual Property Security Interest, dated as of April 28 2000, is by and between First Union National Bank, a national banking association ("Assignor"), having an address of 1339 Chestnut Street, PA 4819, Philadelphia, Pennsylvania 19107-7618 and Congress Financial Corporation, a Delaware corporation ("Assignee"), having an address at 1133 Avenue of the Americas, New York, New York 10036.

W I T N E S S E T H

WHEREAS, dELiA*s Inc., a Delaware corporation ("dELiA*s"), and its subsidiaries listed on Schedule 1 hereto (each, together with dELiA*s, individually, a "Borrower" and collectively, "Borrowers"), located at 435 Hudson Street, New York, New York 10014, have adopted, used and are using the trademarks shown on Schedule 2 hereto (the "Trademarks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule 2; and

WHEREAS, Assignor has entered into financing arrangements with Borrowers pursuant to which Assignor has made loans and advances and provided other financial accommodations to Borrowers secured by substantially all of Borrowers' assets, including, but not limited to, the Trademarks as set forth in the Intellectual Property Security Agreement, dated December 7, 1998, by Borrowers in favor of Assignor, as amended by Amendment No. 1 and Consent Under Credit Agreement, dated April 14, 1999, by and among Borrowers, iTurf Inc. (formerly known as dELiA*s Interactive Company, "iTurf") and Assignor and the Amendment to Intellectual Property Security Agreement, dated September 17, 1999, by and among Borrowers and Assignor (the "IP Security Agreement"); and

WHEREAS, the IP Security Agreement has been filed in the United States Patent and Trademark Office at Reel 001964 and Frame 0861 on September 21, 1999 and at Reel 001841, Frame 0286 on January 15, 1999; and

WHEREAS, Assignor is assigning all of Assignor's right, title and interest in and to the financing arrangements with Borrowers (including, without limitation, Assignor's rights under the IP Security Agreement) to Assignee pursuant to, among other things, the Assignment and Assumption Agreement, dated of even dated herewith, by and between Assignor and Assignee.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby:

1. Transfer and assign to Assignee all right, title and interest of Assignor pursuant to the IP Security Agreement in the Trademarks, together with all rights, remedies and benefits granted to Assignor under the IP Security Agreement; and

2. Authorizes and requests the Commissioner of Patents and Trademark of the United States of America to note and record the assignment provided for herein.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by and through their duly authorized officers, sealed and delivered as of the date first written above.

CONGRESS FINANCIAL CORPORATION

By: Virginia Polverati
Name: Virginia Polverati
Title: First Vice President

FIRST UNION NATIONAL BANK

By: _____
Name: _____
Title: _____

2. Authorizes and requests the Commissioner of Patents and Trademark of the United States of America to note and record the assignment provided for herein.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by and through their duly authorized officers, sealed and delivered as of the date first written above.

CONGRESS FINANCIAL CORPORATION

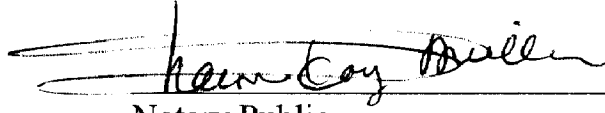
By: _____
Name:
Title:

FIRST UNION NATIONAL BANK

By: WFO
Name: William F. Fox
Title: Vice President

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS:

On this 29 day of April, 2000, before me personally came Virginia Pulvaen to me known, who, being by me duly sworn, did depose and say that he/she is the First Vice Pres of Congress Financial Corporation, the corporation described in and which executed the foregoing instrument; and that he/she signed his/her name thereto by order of the board of directors of said corporation.



Notary Public

SHARON KAY MILLER
Notary Public, State of New York
No. 41-4922738
Qualified in Queens County
Commission Expires April 4, 2003

STATE OF _____)
)
COUNTY OF _____) SS:

On this ___ day of April, 2000, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he/she is the Vice President of First Union National Bank, the corporation described in and which executed the foregoing instrument; and that he/she signed his/her name thereto by order of the board of directors of said corporation.

Notary Public

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

ss:

On this ___ day of April, 2000, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he/she is the _____ of Congress Financial Corporation, the corporation described in and which executed the foregoing instrument; and that he/she signed his/her name thereto by order of the board of directors of said corporation.

Notary Public

STATE OF Pennsylvania
COUNTY OF Philadelphia }

ss:

On this 28 day of April, 2000, before me personally came William Fox, to me known, who, being by me duly sworn, did depose and say that he/she is the Vice President of First Union National Bank, the corporation described in and which executed the foregoing instrument; and that he/she signed his/her name thereto by order of the board of directors of said corporation.

Tracy Latham

Notary Public

Notarial Seal
Tracy Latham, Notary Public
Philadelphia, Philadelphia County
My Commission Expires May 20, 2002
Member, Pennsylvania Association of Notaries

SCHEDULE 1

dELiA*s Distribution Company
dELiA*s Foreign Sales Corporation
dELiA*s Operating Company
dELiA*s Properties Inc.
dELiA*s Retail Company
dELiA*s Real Estate Holding Company
Screem! Inc.
Storybook Inc.
TSI Soccer Corporation
TSI Retail Company
TSI Real Estate Holding Company

SCHEDULE 2

Schedule 2 to an Assignment of Intellectual Property Security Interest, dated April ~~28~~ 2000, by and between Congress Financial Corporation and First Union National Bank.

<u>INTELLECTUAL PROPERTY</u>	<u>REG./SERIAL NOS.</u>	<u>GOODS/SERVICES</u>	<u>STATUS</u>	<u>ACTION REQUIRED</u>
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See Attached

REVISED
TRADEMARK COLLATERAL

<u>TRADEMARK DESCRIPTION</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>REG. NO.</u>	<u>STATUS</u>
Daisy Design	[U.S.]	08-138746	4161941	Registered
10 SPEED	United States	75/307,920		Published
CONTENTS	United States	75/323,129		Published
Daisy Design	United States	75/038,789	2,084,854	Registered
Daisy Design	Japan	08-138746	4161941	Registered
Daisy Design	Japan	08-138477	4190968	Registered
Daisy Design	Japan	08-138478	4125846	Registered
Daisy Design	Canada	851,637	502,668	Registered
Daisy Design	United States	75/976,254	2,104,334	Registered
DELIA'S	United States	75/277,416	2,169,351	Registered
DELIA'S	China	970087658	1215979	Published
DELIA'S	Hong Kong	11911/97		Pending
DELIA'S	Hong Kong	11912/97		Pending
DELIA'S	Hong Kong	11913/97		Pending
DELIA'S	New Zealand	280488	280488	Registered
DELIA'S	New Zealand	280487	B280487	Registered

PHLEGAL: #764693 v1 (G#1H01!WPD)

TRADEMARK
REEL: 002100 FRAME: 0334

DELIA'S	New Zealand	280489	B280489	Registered
DELIA'S	South Africa	9711754		Pending
DELIA'S	South Africa	9711755		Pending
DELIA'S	South Africa	9711756		Pending
DELIA'S (STYLIZED)	United Kingdom	2144536		Published
DELIA'S (WORD MARK)	United Kingdom	2144538		Published
DELIA*S	United States	74/644,794	2,204,160	Registered
DELIA*S	United States	74/644,795	2,011,083	Registered
DELIA*S	United States	74/644,799	2,076,125	Registered
DELIA*S	United States	74/644,796		Published
DELIA*S	United States	74/644,798	2,162,324	Registered
DELIA*S	United States	74/644,797	1,997,643	Registered
DELIA*S	United States	74/644,800	1943039	Registered
DELIA*S	United States	74/505,280	1908572	Registered
DELIA*S	United States	75/056,360	2,171,631	Registered
DELIA*S	United States	75/976,281	2,092,322	Registered
DELIA*S (STYLIZED LOGO)	Canada	849,008		Published
DELIA*S (STYLIZED)	Japan	7-98372	4097175	Registered
DELIA*S (STYLIZED)	Japan	7-98373		Pending

DELIA*S (Stylized) in Katakana	Japan	08-138474	4190967	Registered
DELIA*S (Stylized) in Katakana	Japan	08-138475	4148465	Registered
DELIA*S AND DESIGN	Japan	08-138473		Pending
DELIA*S LOGO	Australia	725053	725053	Registered
DISCOUNT DOMAIN	United States	75/504,757		Pending
SPILL	United States	75/307,924		Published
SPILL	United States	75/307,921		Published
TEST KITCHEN	United States	75/451,326		Published
TWINK	United States	75/439,572		Published
AFTER THE STORK	United States	75/181,919	2,089,366	Registered
AFTER THE STORK	Japan	HEI 9- 11692		Pending
AFTER THE STORK	Canada	828,776	482,725	Registered
AFTER THE STORK & DESIGN	United States	73/608,327	1,435,045	Registered
AMERICAN ROCKET	United States	75/016,504	2,151,641	Registered
DROOG	United States	75/528,641		Published

DROOG	United States	75/528,643		Published
DROOG	United States	75/528,642		Published
JEAN COUNTRY	United States	74/608,765	1,933,220	Registered
JUST FOR KIDS	United States	74/307,000	1,806,551	Registered
PLAYCLOTHES	Japan	HEI 9-136513		Pending
PLAYCLOTHES	Japan	HEI 9-11696		Pending
PLAYCLOTHES (25)	Canada	846,864		Pending
PLAYCLOTHES (42)	Canada	830,201		Pending
SCREEEM	United States	75/214,613	2,140,655	Registered
STORYBOOK HEIRLOOMS	United States	74/009,165	1,742,020	Registered
STORYBOOK HEIRLOOMS	Canada	874,278		Pending
STORYBOOK HEIRLOOMS	Japan	10-31634		Pending
STORYBOOK HEIRLOOMS (166)	United States	75/009,166	1,641,786	Registered
STORYBOOK HEIRLOOMS (402)	United States	74/529,402	1,950,207	Registered
THE STORK	Canada	834,310	484,264	Registered
THE STORK	Japan	HEI 9-8777		Pending
ZOE	Canada	860,234		Pending

ZOE	Japan	91997-173578	Pending
ZOE	United States	75/284,860	Pending

PHLEGAL: #764693 v1 (G#1H01!.WPD)

RECORDED: 06/08/2000

**TRADEMARK
REEL: 002100 FRAME: 0338**