



To the Honorable Commissioner of Pat

original document(s) or copy(ies) thereof.

1. Name of conveying party(ies):
 Too, Inc., a Delaware corporation located and doing business at 8323 Walton Parkway, New Albany, Ohio 43054 (formerly located at 3885 Morse Road, Columbus, Ohio 43219)

102363604
2-11-03

Individual Association
 General Partnership Limited Partnership
 Corporation
 Other

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

Address of receiving party(ies):
 Too Brands Investment, LLC an Ohio limited liability company, located and doing business at 8323 Walton Parkway, New Albany, Ohio 43054

OFFICE OF PATENT RECORDS
 102 FEB 11 PM 1:2
 FINANCE SECTION

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of name
 Other

Execution Date: June 1, 2002

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark Registration No.(s)
 See attached Schedule A

Additional numbers attached? Yes No

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

Name: Frank J. Colucci, Esq.
 Internal Address: Colucci & Umans
Manhattan Tower
 Street Address: 101 East 52nd Street
 City: New York State: New York ZIP: 10022

6. Total number of applications and registrations involved: 117

7. Total fee (37 CFR 3.41): \$ 2940.00
 Enclosed
 Authorized to be charged to deposit account.

8. Deposit account number:
20-0050
 (Attach duplicate copy of this page if paying by deposit account)

02/12/2003 L
 01 FC:0521
 02 FC:0522

DO NOT USE THIS SPACE

10. 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.

Frank J. Colucci
 Name of Person Signing

Frank J. Colucci
 Signature

February 6 2003
 Date

Total number of pages including cover sheet 11

OMB No. 0651-0011

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**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

SCHEDULE A (page 1 of 6)
Trademark Registrations

<u>Trademark</u>	<u>United States Registrations</u>
2 and Design	2,411,914
ACTIVE FLEECE	2,243,629
ALOE CHILLER and Design	2,241,326
ANDIE	2,250,346
ANTI-BAC ATTACK and Design	2,344,072
BASHFUL BLACK CHERRY	2,529,717
BEACH BABE and Design	2,398,573
BIX	2,241,232
BODY DECO and Design	2,352,727
CANDY STIX and Design	2,241,984
CHARM IT AND Design	2,243,478
COLOR IT	2,241,890
COLOR MY DO	2,506,956
COLORS OF THE WEEK and Design	2,237,681
COMFY ZZZZ's and Design	2,344,946
CRANBERRY KISS	2,237,613
CREAM OF THE CROP	2,601,043
CURVESSENCE	2,582,253
DECO DAZZLE	2,539,960
DECO IT	2,243,467

DOUBLE DECO and Design	2,466,673
DOUBLE DELIGHT and Design	2,265,770
DOUBLE TROUBLE and Design	2,237,675
DREAM BOAT and Design	2,237,640
DREAMY ZZZZ's and Design	2,400,834
DRESS IT and Design	2,243,493
ENDLESS SHIMMER and Design	2,309,924
ENDLESS SHIMMER and Design	2,265,776
EYE CHILLERS and Design	2,304,842
FILE IT and Design	2,213,443
FROSTY STIX and Design	2,265,489
GET GLOSSED AND DESIGN	2,241,327
GIRL CARE	2,267,299
GIRL CARE and Design	2,346,146
GLAMTASTIC and Design	2,239,643
GLIMMER DUST and Design	2,263,718
GLITTER BLAST and Design	2,241,329
GLITTER DUST and Design	2,312,576
GLITTER GLAM and Design	2,243,351
GLITTER IT	2,241,135
GLITTER LIP and Design	2,308,014
GLITTER N' GO	2,522,455
GLITZY LIDS	2,607,002
GLITTER SHADOW and Design	2,458,360

GLITTER' N and Design	2,530,325
GLOW CHARMS and Design	2,394,267
GROOVY EYES	2,555,532
GROOVY GLOSS and Design	2,460,464
HI STYLER and Design	2,388,377
HI-LITE IT and Design	2,383,622
IN DISGUISE and Design	2,474,557
LATHER IT and Design	2,241,107
LICKETY LIPS	2,504,430
LIP CRAZE and Design	2,239,808
LIP HEARTS and Design	2,451,531
LIP PRESERVER	2,623,653
LIP STRIPES	2,539,959
LOTS 'A LIP	2,539,967
MAGIC STIX and Design	2,265,490
MISH MASH	2,554,109
MISH MASH	2,583,675
MISH MASH	2,583,676
NAIL IT	2,629,460
PAINT IT and Design	2,258,042
PEARLICIOUS and Design	2,241,317
PEEL IT and Design	2,309,942
PINWHEELS and Design	2,243,353

PRETTY LIPS and Design	2,483,541
PRETTY PIGGIES and Design	2,474,556
PRINCESS SCENTS and Design	2,480,939
PUCKER PAINTS and Design	2,483,831
PUMP IT	2,449,413
RAD ROCKS	2,614,287
SASSY STIX	2,531,920
SASSY SUDS	2,241,122
SCENT IT	2,241,108
SCENTS OF THE WEEK and Design	2,241,234
SHAKE UP THE SUN and Design	2,263,740
SHE'S BLUSHING	2,510,047
SHIMMERIN and Design	2,386,029
SHINY LIDS	2,560,689
SHOWER BABES and Design	2,324,970
SICKENINGLY PERFECT	2,597,984
SIMPLY SHIMMER and Design	2,317,213
SMOOTHIN'	2,241,117
SPARKLE ON and Design	2,383,565
SPARKLE SLIDE and Design	2,263,715
SPARKLE SPLASH and Design	2,237,745
SPARKLE STIX and Design	2,534,830
SPARKLE SUDS and Design	2,242,137
SPARKLETS	2,241,139

SPARKLICIOUS	2,189,941
SPLISH SPLASH	2,239,475
SPLIT STIX and Design	2,243,352
SPONGE IT and Design	2,245,026
STACK PAK	2,241,127
STYLIN' STRANDS	2,510,046
SUDS N' SHINE and Design	2,406,740
SWIRL STIX and Design	2,532,391
SWIRLIN' and Design	2,312,253
TOES BY TOO and Design	2,400,776
TOO	2,609,813
TOO BUCKS	2,349,865
TOO' DO	2,592,460
TOO LIPS	2,504,431
TOO MUCH SHINE	2,611,990
TOO THE GYM and Design	2,462,251
TOO TWISTED and Design	2,386,563
TOOWARE and Design	2,553,951
TREAT IT and Design	2,243,363
TRIPLE BLINK and Design	2,293,591
TRIPLE GLITZ	2,558,480
TRIPLE SWEETS	2,524,902
TRIPLE TREAT and Design	2,186,811

TWINKLE EYES	2,517,145
UP ALL NIGHT	2,567,028
UP IN THE AIR and Design	2,307,973

ASSIGNMENT

THIS ASSIGNMENT is made nunc pro tunc as of June 1, 2002.

WHEREAS, Too, Inc., a Delaware corporation, located at 8323 Walton Parkway, New Albany Ohio, 43054 United States of America (formerly located at 3885 Morse Road Columbus, Ohio 43219, United States of America), has adopted and is using the marks for which said Assignor is the record owner of the trademark registrations shown on the attached Schedule A; and

WHEREAS, Too Brands Investment, LLC, an Ohio Limited Liability Company, located and doing business at 8323 Walton Parkway, New Albany, Ohio 43054, United States of America (herein "Assignee"), is desirous of acquiring said trademark registrations thereof shown on the attached Schedule;

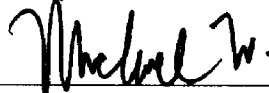
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor has hereby assigned unto Assignee all right, title and interest in and to the trademarks, together with the good will of the business symbolized by the marks, and the registrations thereof as shown in the attached Schedule A.

The Commissioner of Patents and Trademarks is

requested to record the assignment to said Assignee.

Dated: New Albany, Ohio
~~November~~, 2002
December 12

TOO, INC.

A handwritten signature in cursive script, appearing to read "Michael W.", is written over a horizontal line. A long, sweeping flourish extends from the end of the signature to the right.

Michael W. Rayden
Chairman, President and
Chief Operating Officer

STATE OF OHIO)
)ss:
COUNTY OF FRANKLIN)

Before me, a Notary Public, in and for said County and State, personally appeared Michael W. Rayden, to me known to be the Chairman, President and Chief Operating Officer of TOO, INC., the corporation which executed the foregoing instrument, who acknowledged that he did sign and seal the foregoing instrument for, and on behalf of said corporation, being thereunto duly authorized by its board of directors; that the same is his free act and deed as such officer and the free act and deed of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal this 12th day of December, 2002.

Rhonda Lee
Rhonda Lee - Notary



RHONDA LEE
Notary Public, State of Ohio
My Commission Expires 07-13-07

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February 6, 2003

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

Re: Our File C706-000

Dear Sirs:

Please record the enclosed assignment from Too, Inc. to Too Brands Investment, LLC with respect to the registrations listed in Schedule A.

A credit card payment form in the amount of \$2,940.00 to cover the Patent and Trademark Office fee for recordal of the assignment is enclosed.

If for any reason the fee should exceed said sum, please charge any additional amount to our firm's deposit Account No. 20-0050.

Respectfully submitted,



Frank J. Colucci

FJC/ADP:gm
Enc.