

2-11-03 TR ¹² **EMAILS ONLY**

To the Honorable Commissioner of Patents and Trademarks: Please record the attached 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)

Individual Association
 General Partnership Limited Partnership
 Corporation
 Other

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

2. Name and 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

02-12-2003



102449540

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

RECORDS SECTION PM 1:20

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of name
 Other

Execution Date: June 1, 2002

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

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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: 27

7. Total fee (37 CFR 3.41): \$ 690.00
 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 LUWELLER 00000053 78145062
01 FC:6521
02 FC:8522

40.00 DP
650.00 DP

DO NOT USE THIS SPACE

11. 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 Frank J. Colucci
 Name of Person Signing Signature

February 6, 2003
 Date

Total number of pages including cover sheet 5

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 2)
Trademark Applications

<u>Trademark</u>	<u>United States Applications</u>
ALLIE	78/145,062
GETTIN' LIPPY	76/194,480
MISH MASH	76/175,925
MISH MASH	76/175,948
RAINBOW OF DREAMS	78/086,056
SHE'S A LOOKER	76/331,225
SHOWER CRAZE	78/086,460
SNUGGLY ZZZ's	78/086,051
TOO	78/096,517
TOO BANDS	76/194,486
TOO CHAT	75/671,100
TOO IN ONE and Design	75/456,372
TOO MUCH FUN	75/671,223
TOO MUCH FUN	76/194,512
TOO MUCH SHINE	78/075,377
TOO SWIM	78/092,228
TOO SWIM	78/093,237
TOO TUNES	78/113,252
TOO ZZZZ's	78/113,081
BUTTERFLY Design	78/142,620

GIRLS NIGHT OUT	76/439,322
GLITTER GOO	78/141,220
MISHMASH MOOLA	78/149,134
TEAM TOO	78/130,773
TEAM TOO	78/135,467
TOO 'DO	76/428,598
TOO SWEETS	78/134,994

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 applications shown on the attached Schedule A; and

WHEREAS, Too Brands Investment, LLC, a Ohio Corporation, located and doing business at 8323 Walton Parkway, New Albany, Ohio 430504, 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 applications 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
December 12, 2002

TOO, INC.

A handwritten signature in cursive script, appearing to read "Michael W. Rayden". The signature is written in black ink and is positioned above a horizontal line.

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