

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 LU
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;

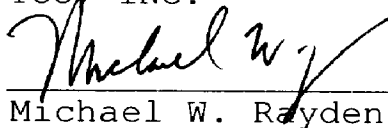
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor has hereby assigned unto Assignee all right, title and interest in and to the trademarks, together with the good will of the business symbolized by the marks, and the applications thereof as shown in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



Michael W. Rayden

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