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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102384651

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Congress Financial Corporation

3-503

- Individual(s) Association General Partnership Limited Partnership Corporation-State New York Other

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Release of Security Agreement

Execution Date: September 20, 2001

2. Name and address of receiving party(ies)

Name: dELiA\*s Group Inc. (f/n/a dELiA\*s Inc.)

Internal Address:

Street Address: 435 Hudson Street

City: New York State: NY Zip: 10014

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

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

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

A. Trademark Application No.(s) See attached Schedule

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

Additional number(s) attached Yes No

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

Name: Jenifer deWolf Paine, Esq.

Internal Address:

Proskauer Rose LLP

Street Address:

1585 Broadway

City: New York State: NY Zip: 10036-8299

6. Total number of applications and registrations involved: 32

7. Total fee (37 CFR 3.41): \$ 815.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

16-2500

(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.

Jenifer deWolf Paine Name of Person Signing

Signature

February 28, 2003 Date

03/07/2003 ECDOPER 00000260 162500 75304750 Total number of pages including cover sheet, attachments, and document: 5

01 FC:0521 40.00 CH 02 FC:0522 775.00 CH

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002686 FRAME: 0053

**Schedule 2**

**Trademarks To Be Released**

<b><u>MARK</u></b>	<b><u>SER. NO.</u></b>	<b><u>REG. NO.</u></b>
DISCOUNT DOMAIN	75/504,757	
DROOG	75/528,641	
DROOG	75/528,642	
DROOG	75/528,643	
AFTER THE STORK & Design		1,435,045
STORYBOOK HEIRLOOMS (166)		1,641,786
STORYBOOK HEIRLOOMS		1,742,020
JUST FOR KIDS		1,806,551
DELIA'S		1,908,572
JEAN COUNTRY		1,933,220
DELIA'S		1,943,039
STORYBOOK HEIRLOOMS (402)		1,950,207
DELIA'S		1,997,643
DELIA'S		2,011,083
DELIA'S		2,076,125
Daisy Design		2,084,854
AFTER THE STORK		2,089,366
DELIA'S		2,092,322
Daisy Design		2,104,334
SCREAM		2,140,655
AMERICAN ROCKET		2,151,641
DELIA'S		2,162,324
DELIA'S		2,169,351
DELIA'S		2,171,631
DELIA'S		2,204,160
TWINK		2,226,112
CONTENTS		2,227,432
TEST KITCHEN		2,228,738
SPILL		2,243,548
10 SPEED		2,255,951
SPILL		2,255,952
DOT DOT DASH		2,326,559

RELEASE OF SECURITY AGREEMENT - TRADEMARK

**WHEREAS**, Congress Financial Corporation ("Congress"), having an office at 1133 Avenue of the Americas, New York, New York 10036, entered into an Amended and Restated Intellectual Property Security Agreement (the "Trademark Agreement") with dELiA\*s Group Inc., formerly known as dELiA\*s Inc. ("dELiA\*s") and the subsidiaries of dELiA\*s set forth on Schedule 1 (collectively, "Borrowers") attached hereto all having an address at 435 Hudson Street, New York, New York 10014, to secure payment of obligations of Borrowers and certain of their other affiliates, to Congress; and

**WHEREAS**, an executed copy of the Trademark Agreement was filed at the United States Patent and Trademark Office in Reel 002108, Frame 0863 on June 8, 2000; and

**WHEREAS**, Borrowers have requested that Congress release its security interest in the trademarks listed on Schedule 2 annexed hereto;

**NOW, THEREFORE**, for good and valuable consideration, receipt of which is hereby acknowledged, Congress hereby:

1. Releases its security interest in the trademarks which are described more fully on Schedule 2.
2. Authorizes and requests the Commissioner of Patents and Trademarks of the United States of America to note and record the existence of the release hereby created.

**IN WITNESS WHEREOF**, Congress has caused this Release to be signed by its authorized officer this 2<sup>nd</sup> day of September, 2001.

CONGRESS FINANCIAL CORPORATION

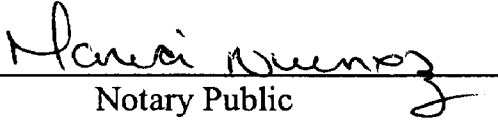
By: \_\_\_\_\_

Title: \_\_\_\_\_

*Cham Martin*  
*Vice President*

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

On this 20 day of September 2001, before me personally came  
Thomas Martin, to me known who stated that he is the  
vice President of Congress Financial Corporation, the  
corporation described in and which executed the foregoing instrument; and that he signed his  
name thereto duly authorized on behalf of said national banking association.

  
Notary Public

MARIA NUNEZ  
NOTARY PUBLIC, State of New York  
No. 01NU5086952  
Qualified in Queens County  
Cert. Filed in New York County  
Commission Expires Oct. 27, 2001

Schedule 1

Subsidiaries of dELiA\*s

dELiA\*s Distribution Company  
dELiA\*s Foreign Sales Corporation  
dELiA\*s Interactive Company  
dELiA\*s Operating Company  
dELiA\*s Properties Inc.  
dELiA\*s Retail Company  
Screem! Inc.  
Storybook Inc.  
TSI Soccer Corporation  
TSI Retail Company