

Form PTO-1594 (Rev. 06/04)

OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):Alloy, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State
☐ Other _____

Citizenship (see guidelines) DEExecution Date(s) 12/31/02Additional names of conveying parties attached? ☐ Yes ☒ No**3. Nature of conveyance:**

- ☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

2. Name and address of receiving party(ies)Additional names, addresses, or citizenship attached? ☐ Yes ☒ NoName: Alloy Merchandise, LLC

Internal

Address: c/o Alloy, Inc.Street Address: 151 W. 26th St. 11th Fl.City: New YorkState: NYCountry: US Zip: 10001

- ☐ Association Citizenship _____
☐ General Partnership Citizenship _____
☐ Limited Partnership Citizenship _____
☐ Corporation Citizenship _____

☒ Other LLC Citizenship DEIf assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No
(Designations must be a separate document from assignment)**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

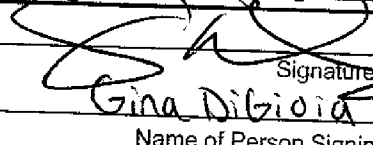
A. Trademark Application No.(s)

See Attached

B. Trademark Registration No.(s)

See AttachedAdditional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:Name: Gina DiGioiaInternal Address: c/o Alloy, Inc.Street Address: 151 W. 26th St. 11th Fl.City: New YorkState: NY Zip: 10001Phone Number: 212-244-4303Fax Number: 212-244-4311Email Address: gdiogio@alloy.com**9. Signature:**

 Signature
Gina DiGioia
 Name of Person Signing
6. Total number of applications and registrations involved:6**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 165.00**

- ☒ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

11/30/2004
DateTotal number of pages including cover sheet, attachments, and document: 5Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$165.00 78186771

Continuation of Item 4:

Trademark transfer from Alloy, Inc. to Alloy Merchandise, LLC

TRADEMARK	REGISTRATION NUMBER	CLASS
LOCAL 212	2,288,780	25
WALL TO WALL	2760886	35
DIG OR DIS	2,442,022	42

TRADEMARK	SERIAL NUMBER	CLASS
LOCAL 212	78186771	35
LOCAL 212	76484965	35
STATIONWAGON	76349954	25

ASSIGNMENT OF TRADEMARKS

This Assignment (the "**Assignment**") is made effective as of December 31, 2002 by Alloy, Inc. a Delaware company having a place of business at 151 W.26th St. 11th Fl., New York, NY 10001 ("**Assignor**"), to Alloy Merchandise, LLC, a Delaware limited liability company having a place of business at 151 W.26th St. 11th Fl., New York, NY 10001 ("**Assignee**").

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, the Assignor does hereby assign unto Assignee, such Assignor's entire right, title and interest in and to the trademarks listed in **Exhibit A** attached hereto (the "**Marks**") in the United States and all foreign countries, including all common law rights, all registrations and applications for registration thereof, and in and to the goodwill symbolized by the Marks, for Assignee's own use and benefit and for the use and benefit of its successors, assigns and other legal representatives, together with all claims for damages by reasons of past infringement of the Marks, with the right to sue for, and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

ASSIGNOR HEREBY AGREES to take all actions, and to execute and deliver all additional instruments and documents, as Assignee may reasonably request for the purpose of carrying out this Assignment and the transactions contemplated hereby including, but not limited to, all instruments and documents necessary to transfer the Marks in the United States and any foreign countries.

ASSIGNOR HEREBY CONVENANTS that it has full right to convey the entire interest herein assigned by such Assignor, and that it has not executed, any agreements inconsistent herewith.

IN WITNESS WHEREOF, the Assignor has caused this Agreement to be executed this 22nd day of November 2004.

Alloy, Inc.

By: 

Name: Gina DiGioia

Title: VP General Counsel

Alloy Merchandise, LLC

By: 

Name: Gina DiGioia

Title: Secretary

Exhibit A**TRADEMARK**

Local 212
Wall to Wall
Dig or Dis

REGISTRATION NUMBER

2288780
2760886
2442022

TRADEMARK

Local 212
Local 212
Stationwagon

SERIAL NUMBER

78186771
76484965
76349954