

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tween Brands Investment, LLC		02/23/2009	LIMITED LIABILITY COMPANY: OHIO

RECEIVING PARTY DATA

Name:	Bank of America, N.A., Agent
Street Address:	100 Federal Street
Internal Address:	9th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	796455	JUSTICE
Registration Number:	2990417	JUSTICE
Registration Number:	3006487	JUSTICE
Registration Number:	3289243	TWEEN BRANDS
Registration Number:	3310165	TWEEN BRANDS
Registration Number:	3413783	JUSTICE 04
Registration Number:	3406399	JUSTICE JEMS
Registration Number:	3395626	SHINE AT JUSTICE
Registration Number:	3399647	SHINE AT JUSTICE
Registration Number:	3206319	JUSTICE FUN CARD
Registration Number:	3523414	I JUSTICE JEANS
Registration Number:	3071772	
Serial Number:	77511492	JUSTICE & JOSH

CH \$390.00 796455

Serial Number:	77089604	JUSTICE 04
Serial Number:	77542764	JUSTICE SPORT

CORRESPONDENCE DATA

Fax Number: (703)415-1557
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 703-415-1555
Email: mail@specializedpatent.com
Correspondent Name: Christopher E. Kondracki
Address Line 1: 2001 Jefferson Davis, Hwy., Suite 1007
Address Line 4: Arlington, VIRGINIA 22202

ATTORNEY DOCKET NUMBER:	9020807
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	03/11/2009

Total Attachments: 18
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EXECUTION COPY

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

February 23, 2009

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each of the undersigned entities listed on Schedule A attached hereto (collectively, the "Grantor") hereby grants to BANK OF AMERICA, N.A. as Agent for certain lenders (in such capacity, the "Agent"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule B attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in that certain Credit Agreement between, among others, the Grantor and the Agent, dated as of September 12, 2007 (as amended, modified, restated and/or supplemented from time to time, the "Credit Agreement").

THIS GRANT has been granted in conjunction with the security interest granted to the Agent under that certain Security Agreement dated as of the date hereof (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). The rights and remedies of the Agent with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

); CHRISTOPHER E. KONDRACKI COMPANY: 2001 JEFFERSON DAVIS, HWY., SUITE 1007

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first written above.

GRANTORS:

TWEEN BRANDS INVESTMENT, LLC

By: 

Name: Gregory J. Henchal

Title: President and Chief Executive Officer

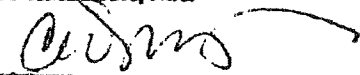
Signature Page to Grant of Security Interest in U.S. Trademarks

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AGENT:

BANK OF AMERICA, N.A.

By: 
Name: Christine M. Scott
Title: Director

Signature Page -- Grant of Security Interest in U.S. Trademarks

SCHEDULE A


Grantors

Tween Brands Investment, LLC


Schedule B -
Grant of Security Interest in U.S. Trademarks

Owner	Trademark & Logo	Serial/Reg. No.	Status/Status Date	Goods/Services
Tween Brands Investment, LLC	JUSTICE	72-213140 796,455	REGISTERED - Renewed - October 26, 2008	25 - MEN'S, BOYS' AND WOMEN'S SHIRTS
Tween Brands Investment, LLC	JUSTICE	78-291021 2,990,417	REGISTERED - August 30, 2005	25 - Clothing, namely, bathrobes, beach cover-ups, beachwear, belts, blazers, blouses, [body shapers, body suits], boxer shorts, bras, [bustiers,] camisoles, caps, coats, dresses, footwear, [foundation garments, garter belts, girdles,] gloves, [gowns,] halter tops, hats, headbands, hosiery, jackets, jeans, jogging suits, knee highs, knit shirts, knit tops, [leotards, lingerie,] loungewear, mittens, [negligees,] night gowns, night shirts, pajamas, panties, pants, [pantyhose, sarongs,] scarves, shirts, shorts, skirts, slacks, sleepwear, [slippers,] socks, [stockings, suits,] sweat pants, sweat shirts, sweat shorts, sweat suits, sweaters, swim wear, t-shirts, tank tops, [tap pants, teddies,] ties, tights, underpants, undershirts, underwear and vests 35 - Retail store services, mail order catalog services and on-line retail services featuring clothing


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<p>Tween Brands Investment, LLC</p>	<p>JUSTICE (and Design)</p> 	<p>78-296210 3,006,487</p>	<p>REGISTERED - October 11, 2005</p>	<p>25 - Clothing, namely, bathrobes, beach cover-ups, beachwear, belts, blazers, blouses, [body shapers, body suits,] boxer shorts, bras, [bustiers,] camisoles, caps, coats, dresses, footwear, [foundation garments, garter belts, girdles,] gloves, [gowns,] halter tops, hats, headbands, hosiery, jackets, jeans, jogging suits, knee highs, knit shirts, knit tops, [leotards, lingerie,] loungewear, mittens, [negligees,] night gowns, night shirts, pajamas, panties, pants, [pantyhose, sarongs,] scarves, shirts, shorts, skirts, slacks, sleepwear, [slips,] socks, [stockings, suits,]sweat pants, sweat shirts, sweat shorts, sweat suits, sweaters, swim wear, t-shirts, tank tops, [tap pants, teddies,] ties, tights, underpants, undershirts, underwear and vests 35 - Retail store services, mail order catalog services and on-line retail services featuring clothing</p>
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<p>Miscellaneous Design</p> 	<p>76-298227 3,071,772</p>	<p>REGISTERED March 21, 2006</p>	<p>25 - Clothing, namely, bathrobes, beach cover-ups, beachwear, belts, blazers, blouses, body shapers, body suits, boxer shorts, bras, bustiers, camisoles, caps, coats, dresses, footwear, foundation garments, garter belts, girdles, gloves, gowns, halter tops, hats, headbands, hosiery, jackets, jeans, jogging suits, knee highs, knit shirts, knit tops, leotards, lingerie, loungewear, mittens, negligees, night gowns, night shirts, pajamas, panties, pants, pantyhose, sarongs, scarves, shirts, shorts, skirts, slacks, sleepwear, slippers, socks, stockings, suits, sweat pants, sweat shirts, sweat shorts, sweat suits, sweaters, swim wear, t-shirts, tank tops, tap pants, teddies, ties, tights, underpants, undershirts, underwear and vests sold exclusively in applicant's stores, catalogs, and online web-site</p> <p>35 - Retail store services, mail order catalog services and on-line retail services featuring applicant's clothing</p>
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Tween Brands Investment, LLC	TWEEN BRANDS	78-896966 3,289,243	REGISTERED - September 4, 2007	35 - Retail, online and catalog store services featuring personal care products, school supplies, electronics, sunglasses, home furnishings, jewelry, watches, packs, bags, wallets, clothing, hair accessories and toys
Tween Brands Investment, LLC	TWEEN BRANDS (Stylized) 	78-927821 3,310,165	REGISTERED - October 9, 2007	35 - Retail, online and catalog store services featuring personal care products, sunglasses, home furnishings, jewelry, watches, packs, bags, wallets, clothing, hair accessories
Tween Brands Investment	JUSTICE 04	78-906161 3,413,783	REGISTERED - April 15, 2008	IC 25 - Clothing, namely, tops, t-shirts, sweaters and sweatshirts, coats and jackets, dresses, footwear, hats and head wear, pants, shorts, skirts, sleepwear, socks, undergarments, scarves, belts, and beachwear
Tween Brands Investment	JUSTICE & JOSH	77-511492	PENDING - Filed June 30, 2008	IC 3 - Personal care products; eye wear, electronics, electronic accessories; apparatuses for lighting, cooking, and ventilating; jewelry, watches and clocks; goods made from paper, coupons, writing and drawing instruments, temporary tattoos, holders, boards and pictures; bags, backpacks, handbags, luggage, purses,

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Tween Brands Investment	JUSTICE JEMS	77-199324 3,406,399	REGISTERED - April 1, 2008	umbrellas and wallets; furniture, mirrors, picture frames, jewelry boxes, pillows and shelves; bedding and table covers; clothing; accessories; ornaments and tools; wall hangings, carpets, mats and rugs; toys, decorations, games and playing cards, craft items, gymnastic and sporting articles; candy; retail store services; mail order catalog services and on-line retail store services; programs IC 14 - Jewelry
Tween Brands Investment	SHINE AT JUSTICE	77-150757 3,395,826	REGISTERED - March 11, 2008	IC 16 - Pens; Markers; Diaries; Art pads; Binders; Pencil sharpeners; Pencils; Erasers; Temporary tattoos
Tween Brands Investment	SHINE AT JUSTICE	78-737488 3,399,647	REGISTERED - March 18, 2008	IC 3 - Cosmetics, artificial fingernails, beauty creams and gels, decorative transfers and skin jewels for cosmetic purposes, dusting powders, perfumes and personal fragrances, hair care preparations and dyes, make- up kits comprised of

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Tween Brands Investment	JUSTICE FUN CARD	78-804028 3,206,319	REGISTERED - February 6, 2007	cosmetics and beauty care products, and finger and toe nail care products, polish and remover IC 41 - Entertainment services, namely, conducting parties
Tween Brands Investment	JUSTICE 04	77-089604	PENDING - Filed January 24, 2007	IC 16 - Coupons IC 35 - Retail clothing store services featuring a program of issuing and redeeming coupons IC 3 - Personal care products, namely, antiperspirant, artificial nails, astringent for the face, astringent for the skin, bath beads, bath oil, bath salts, blush, body glitter, body mist, body oil, body scrub, body wash, bubble bath, cologne, cream for the body, cream for the cuticles, cream for the eyes, cream for the face, cream for the feet, cream for the hands, deodorants for personal use, essential oils for personal use, exfoliating preparations for the skin, eye gels eye makeup pencils, eye gel masks, eye shadow, face highlighter, face gel masks, face mist, face scrub, non-medicated foot soaks, face toners, foundation, fragrant

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<p>body splash, fragrant body mist, hair conditioner, hair dyes, hair glitter, hair highlighter, hair mascara, hair pomade, hair rinses, hair removing creams, hair shampoo, hair spray, hair straightening preparations, hair styling gel, hair styling mousse, lotion for the body, lotion for the face, lotion for the feet, lotion for the hands, lip balm, lip gloss, lip liner, lip makeup pencils, lipstick, makeup for the body, makeup for the face, makeup remover, mascara, massage cream, massage lotion, massage oil, nail polish, nail polish remover, nail stencils, non-medicated blemish stick, non-medicated cleanser for the face, non-medicated foot spray, non-medicated massage ointment, oil blotting sheets for the skin, perfume, powder for the body, powder for the face, powder for the feet, pumice stones for personal use, salt scrubs for the skin, shaving cream, shaving gels, shower cream, shower gel, skin bronzing cream, soap for the body, soap for the face, soap for the hands, sun block for the body, sun block for the face, suntan</p>


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<p>lotion for the body, suntan lotion for the face, sunless tanning lotion for the body, sunless tanning lotion for the face, pre-suntanning lotion for the body, pre-suntanning lotion for the face, post-suntanning lotion for the body, post-suntanning lotion for the face and talcum powder</p>	<p>IC 9 - Telephones, cameras apparatus for recording, transmission or reproduction of sound and images; audio speakers; cases for diskettes and compact disks; DVD cases; electronic memories; personal headphones for use with sound transmitting systems; portable DVD players; portable listening devices, namely, MP3 players; portable media players; portable radios; pre-recorded CD's, video tapes, laser disks and DVD's featuring movies and songs; sunglasses, accessories, namely, carrying cases for telephone cameras, DVD players, portable listening devices, namely, MP3 players, portable media players, and portable radios</p>

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<p>IC 14 - Jewelry</p>	<p>IC 16 - Pens, pencils, markers, loose leaf notebooks, note pads, diaries, photo albums, address books, erasers, colored pencils, stickers, bulletin boards, and erasable marker boards for drawing and writing</p>	<p>IC 18 - Bags, namely, sports, athletic, book, luggage, traveling, and beach bags, pouches of leather, backpacks, purses, and handbags</p>	<p>IC 20 - Chairs, furniture frames, pillows, display boards, and hampers</p>	<p>IC 24 - Bed blankets, throws, towels, and textile decorative door hangings</p>	<p>IC 28 - Toys, namely balls for games, dolls, plush toys, stuffed toys, water squirting toys, cat toys and dog toys</p>	<p>IC 25 - Clothing, namely, jeans</p>
						<p>REGISTERED - June 17, 2008</p>
				<p>77-296682 3,523,414</p>		
					 <p>JUSTICE JEANS</p>	
<p>Tween Brands Investment</p>						

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Tween Brands Investment	JUSTICE SPORT	77-542764	PENDING - Filed August 8, 2008	IC:25 - Sport clothing, bags and accessories
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