

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Assignment of Grant of Security Interest in United States Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		11/25/2009	Association: UNITED STATES

**RECEIVING PARTY DATA**

<b>Name:</b>	THE DRESS BARN, INC.
<b>Street Address:</b>	30 Dunnigan Drive
<b>City:</b>	Suffern
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10901
<b>Entity Type:</b>	CORPORATION: CONNECTICUT

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Registration Number:	0796455	JUSTICE
Registration Number:	2990417	JUSTICE
Registration Number:	3006487	JUSTICE
Registration Number:	3071772	
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
Serial Number:	77511492	JUSTICE & JOSH
Serial Number:	77089604	JUSTICE 04

OP \$390.00 0796455

Serial Number:

77542764

JUSTICE SPORT

**CORRESPONDENCE DATA**

Fax Number: (866)826-5420

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 3016380511

Email: ipresearchplus@comcast.net

Correspondent Name: IP Research Plus, Inc.

Address Line 1: 21 Tadcaster Circle

Address Line 2: Attn: Penelope J.A. Agodoa

Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:

35251

NAME OF SUBMITTER:

Penelope J.A. Agodoa

Signature:

/pja/

Date:

12/21/2009

**Total Attachments: 10**

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**ASSIGNMENT OF GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS**

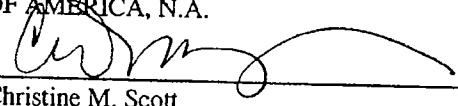
WHEREAS, BANK OF AMERICA, N.A., a national banking association with an office at 100 Federal Street, 9th Floor, Boston, MA 02110 (the "ASSIGNOR"), entered into a certain Agency Assignment and Acceptance Agreement, dated as of November 25, 2009 (the "Agreement") with THE DRESS BARN, INC., a Connecticut corporation with an office at 30 Dunnigan Drive, Suffern, NY 10901 (the "ASSIGNEE");

WHEREAS, the Agreement contemplates the transfer from ASSIGNOR to ASSIGNEE of its lien and security interest in those trademarks, service marks, trademark and service mark applications owned by Tween Brands Investment, LLC and identified in Schedule A attached hereto (the "Trademarks") as recorded in the U.S. Patent and Trademark Office on March 11, 2009, under Reel/Frame No. 003950/0590;


NOW, THEREFORE, in accordance with the Agreement, to all whom it may concern be it known that for, and in consideration of, said agreements and of other good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR has sold, assigned and transferred and by these presents does hereby sell, assign and transfer unto said ASSIGNEE, its successors, assigns, and legal representatives, ASSIGNOR's entire right, title and interest in and to the Trademarks, throughout the United States of America, its territories and all foreign countries, together with any and all goodwill related thereto;

*IN TESTIMONY WHEREOF*, ASSIGNOR has hereunto signed and affixed its seals on the date(s) set forth below.

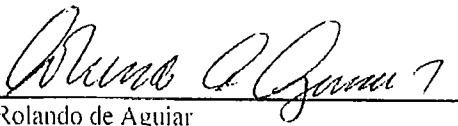
BANK OF AMERICA, N.A.

By:   
Name: Christine M. Scott  
Title: Director  
Date: November 25, 2009

Acknowledged by The Dress Barn, Inc.

By:   
Name: Armand Corrêa  
Title: Executive Vice President  
and Chief Financial Officer

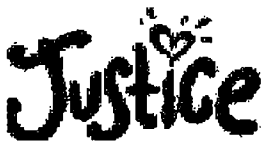
Acknowledged by Tween Brands Investment, LLC


By:   
Name: Rolando de Aguiar  
Title: Assistant Vice President


Signature Page to Trademark Assignment (BOA/DB)

**TRADEMARK**  
**REEL: 004118 FRAME: 0241**

**Schedule A**

<b>Owner</b>	<b>Trademark &amp; Logo</b>	<b>Serial # / Reg. No.</b>	<b>Status/Status Date</b>	<b>Goods/Services</b>
Tween Brands Investment, LLC	JUSTICE	72-213140 796,455	REGISTERED - Renewed - October 28, 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
Tween Brands Investment, LLC	JUSTICE (and Design)  	78-296210 3,006,487	REGISTERED - October 11, 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,


				<p>[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>
	<p>Miscellaneous Design</p> 	<p>78-296227  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, 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 sold exclusively in applicant's stores, catalogs and online web-site  35 - Retail store services, mail order catalog services and on-line retail services featuring applicant's clothing</p>
<p>Tween Brands Investment, LLC</p>	<p>TWEEN BRANDS</p>	<p>78-896966  3,289,243</p>	<p>REGISTERED -  September 4, 2007</p>	<p>35 - Retail, online and catalog store services featuring personal care products, school</p>

				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, school supplies, electronics, 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, skorts, 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, 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
Tween Brands Investment	JUSTICE JEMS	77-199924 3,406,399	REGISTERED - April 1, 2008	IC 14 - Jewelry
Tween Brands Investment	SHINE AT JUSTICE	77-150757 3,395,626	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 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 FUN CARD	78-904028 3,206,319	REGISTERED - February 6, 2007	IC 16 - Coupons IC 35 - Retail clothing store services featuring a program of issuing and redeeming coupons
Tween Brands Investment	JUSTICE 04	77-089604	PENDING - Filed January 24, 2007	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 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

			<p>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 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>
Tween Brands Investment	 JUSTICE JEANS	77-296682 3,523,414	REGISTERED - June 17, 2008	IC 25 - Clothing, namely, jeans
Tween Brands Investment	JUSTICE SPORT	77-542764	PENDING - Filed August 8, 2008	IC 25 - Sport clothing, bags and accessories