

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	TRADEMARK ASSIGNMENT

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
D.B. Royalty, Inc.		10/11/2011	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Deb Shops SDW LLC
<b>Street Address:</b>	9401 Blue Grass Road
<b>City:</b>	Philadelphia
<b>State/Country:</b>	PENNSYLVANIA
<b>Postal Code:</b>	19114
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 29**

Property Type	Number	Word Mark
Registration Number:	1290180	DEB
Registration Number:	1377670	DEB
Registration Number:	1678145	TOPS 'N BOTTOMS
Registration Number:	1003568	DEB
Registration Number:	2283897	CLUB ZONE
Registration Number:	2835655	XCESSORZONE
Registration Number:	2310568	I WANT IT. I NEED IT. I HAVE TO HAVE IT!
Registration Number:	2907454	PULSE
Registration Number:	2471653	HYPHEN
Registration Number:	2500198	CUT4U
Registration Number:	2559696	FORBIDDEN
Registration Number:	2786298	DEBUT
Registration Number:	3136531	BODY ZONE
Registration Number:	3600385	VOLTAGE

**CH \$740.00 1290180**

Registration Number:	3822791	WANT IT NOW?
Registration Number:	3782282	DEB
Registration Number:	3782264	DEB
Registration Number:	3764215	DEBSHOPS.COM
Registration Number:	3787977	DEBSHOPS
Serial Number:	85074573	BLUE REIGN
Serial Number:	85074595	REIGN BY DEB
Serial Number:	85286523	REIGN BY DEB
Serial Number:	77931287	TABOO
Serial Number:	85018148	TABOO
Serial Number:	85117626	WE'VE GOT YOUR NUMBER
Serial Number:	85117809	WE'VE GOT YOUR NUMBER
Serial Number:	85319441	REIGN BY DEB
Serial Number:	85975536	WE'VE GOT YOUR NUMBER
Serial Number:	85975535	WE'VE GOT YOUR NUMBER

**CORRESPONDENCE DATA**

Fax Number: (212)593-5955  
Phone: 212-756-2552  
Email: marisa.davidson@srz.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Correspondent Name: M. Davidson c/o Schulte Roth & Zabel LLP  
Address Line 1: 919 Third Avenue  
Address Line 2: 22nd Floor  
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	014951-0849
NAME OF SUBMITTER:	Marisa Davidson (014951-0849)
Signature:	/kc for md/
Date:	10/13/2011

**Total Attachments: 4**

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**TRADEMARK ASSIGNMENT**

This TRADEMARK ASSIGNMENT (the "Assignment") is made and entered into as of October 11, 2011 (the "Effective Date") by and between D.B. Royalty, Inc., a corporation formed under the laws of Delaware ("Assignor"), and Deb Shops SDW LLC, a limited liability company formed under the laws of Delaware ("Assignee").

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement made and entered into as of June 24, 2011 (the "APA"), pursuant to which Assignor did agree to sell, transfer, assign, convey and deliver to Assignee all of Assignor's right, title and interest in, to and under Purchased Assets (as defined in the APA), including, without limitation, the trademarks and service marks listed on Schedule A attached hereto (the "Trademarks"); and

WHEREAS, Assignee wishes to acquire all of Assignor's right, title and interest in and to the Trademarks, and Assignor wishes to assign same to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Assignor hereby sells, transfers, assigns, conveys and delivers to Assignee, all of its right, title and interest, including common law rights, in and to the Trademarks, together with the goodwill associated therewith and the entire business and/or portion thereof to which the Trademarks pertain, and the right to sue and recover for all past, present and future infringements and other violations of the Trademarks, the same to be held and enjoyed by Assignee, its successors and assigns to the same extent that such would have been held and enjoyed by Assignor had this Assignment not been made.
2. Assignor hereby authorizes and requests the relevant trademark authorities or agencies to record Assignee as the owner of Assignor's entire right, title and interest in and to the Trademarks.
3. Assignor hereby covenants and agrees to provide any further necessary documentation and do all further acts reasonably requested by Assignee in this regard to confirm and perfect title in and to the Trademarks in Assignee, its successors, assigns or other legal representatives.
4. This Assignment may be executed in any number of counterparts, and by the different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this Assignment by facsimile or other electronic means (e.g., electronic mail or PDF) shall be effective as delivery of a manually executed counterpart to this Assignment.

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IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the Effective Date.

**ASSIGNOR:**

D.B. ROYALTY, INC.

By: Barty Susson  
Name: Barty Susson  
Title: CFO

**ASSIGNEE:**

DEB SHOPS SDW LLC

By: DEB SHOPS SD INC., its managing member

By: Barty Susson  
Name: Barty Susson  
Title: Chief Financial Officer

Schedule A**Trademarks**

<b>Trademark</b>	<b>Reg. Number</b>	<b>Reg. Date</b>	<b>Application Number</b>	<b>Application Date</b>
DEB and Design	1,290,180	08/14/1984	73/420,443	04/07/1983
DEB (Stylized)	1,377,670	01/07/1986	73/505,500	10/25/1984
TOPS 'N BOTTOMS	1,678,145	03/03/1992	74/061,632	05/22/1990
DEB	1,003,568	01/28/1975	72/465,849	08/22/1973
CLUB ZONE	2,283,897	10/05/1999	75/374,967	10/17/1997
XCESSORZONE	2,835,655	04/27/2004	75/412,564	12/30/1997
I WANT IT. I NEED IT. I HAVE TO HAVE IT!	2,310,568	01/25/2000	75/460,587	04/02/1998
PULSE and Design	2,907,454	12/07/2004	75/913,380	02/08/2000
HYPHEN (Stylized)	2,471,653	07/24/2001	76/096,219	07/25/2000
CUT 4 U (Stylized)	2,500,198	10/23/2001	76/134,670	09/25/2000
FORBIDDEN	2,559,696	04/09/2002	75/860,383	12/15/1999
DEBUT	2,786,298	11/25/2003	78/136,919	06/19/2002
BODY ZONE (Stylized or with design)	3,136,531	08/29/2006	78/340,945	12/15/2003
VOLTAGE and Design	3,600,385	03/31/2009	78/897,082	05/31/2006
WANT IT NOW?	3,822,791	07/20/2010	77/688,088	03/11/2009
DEB & Black and White Design	3,782,282	04/27/2010	77/644,862	01/07/2009
DEB and Color Design	3,782,264	04/27/2010	77/641,179	12/30/2008

## EXECUTION COPY

<b>Trademark</b>	<b>Reg. Number</b>	<b>Reg. Date</b>	<b>Application Number</b>	<b>Application Date</b>
DEBSHOPS.COM & Design	3,764,215	03/23/2010	77/503,382	06/19/2008
DEBSHOPS	3,787,977	05/11/2010	77/503,177	06/19/2008
BLUE REIGN	N/A	N/A	85/074,573	06/30/2010
REIGN BY DEB	N/A	N/A	85/074,595	06/30/2010
REIGN BY DEB	N/A	N/A	85/286,523	04/05/2011
TABOO	N/A	N/A	77/931,287	02/09/2010
TABOO	N/A	N/A	85/018,148	04/20/2010
WE'VE GOT YOUR NUMBER (with green background)	N/A	N/A	85/117,626	08/27/2010
WE'VE GOT YOUR NUMBER (with pink background)	N/A	N/A	85/117,809	08/27/2010
REIGN BY DEB and Design	N/A	N/A	85/319,441	05/12/2011
WE'VE GOT YOUR NUMBER (with green background)	N/A	N/A	85/975,536	8/27/2010
WE'VE GOT YOUR NUMBER (with pink background)	N/A	N/A	85/975,535	8/27/2010