

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Five Below, Inc.		06/12/2013	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Five Below Merchandising, Inc.		
Street Address:	1818 Market Street		
Internal Address:	Suite 1900		
City:	Philadelphia		
State/Country:	PENNSYLVANIA		
Postal Code:	19103		
Entity Type:	CORPORATION: PENNSYLVANIA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3959025	PARTIKI	
Registration Number:	4091585	ROOM 2 ROOM	
Serial Number:	77964598	ROOM 2 ROOM	
Serial Number:	85767992	SERIES-8 FITNESS	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	215.981.4252		
Email:	mconnells@pepperlaw.com		
Correspondent Name:	Sean P. McConnell		
Address Line 1:	3000 Two Logan Square		
Address Line 2:	Eighteenth and Arch Streets		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103		
ATTORNEY DOCKET NUMBER:	125257.00004		

OP \$115.00 3959025

NAME OF SUBMITTER:	Sean P. McConnell
Signature:	/Sean P. McConnell/
Date:	06/26/2013
Total Attachments: 3 source=Five Below TM assignment for recordation 6-26-2013#page1.tif source=Five Below TM assignment for recordation 6-26-2013#page2.tif source=Five Below TM assignment for recordation 6-26-2013#page3.tif	

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this “**Assignment**”) is made and entered into this 12th day of June, 2013, by and between Five Below, Inc., a Pennsylvania corporation with a principal address of 1818 Market Street, Suite 1900, Philadelphia, PA 19103 (“**Assignor**”), and Five Below Merchandising, Inc., a Pennsylvania corporation with a principal address of 1818 Market Street, Suite 1900, Philadelphia, PA 19103 (“**Assignee**”).

W I T N E S S E T H :

WHEREAS, Assignor desires to assign to Assignee all of Assignor's right, title, and interest in and to the trademarks as shown on the attached Schedule A (hereinafter the “**Trademarks**”), together with the goodwill of the business associated therewith.

WHEREAS, Assignee desires to acquire all right, title and interest in and to the Trademarks, including all goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, transfers, conveys, and assigns to Assignee all of Assignor’s legal and beneficial right, title, and interest in and to the Trademarks, together with the goodwill of the business associated therewith.


The rights transferred by this Assignment include the right to bring all legal actions related to the Trademarks, including actions for any infringement, whether the infringement occurred before or after this Assignment, and the right to recover damages therefor. Any and all intent-to-use applications being assigned herein are being assigned to Assignee pursuant to Section 10 of the U.S. Trademark Act, 15 U.S.C. § 1060, as the successor to the ongoing and existing portion of Assignor’s business to which the applicable Trademarks pertain.

This Assignment shall be governed by the internal laws of the Commonwealth of Pennsylvania without regard to principles of conflicts of law.

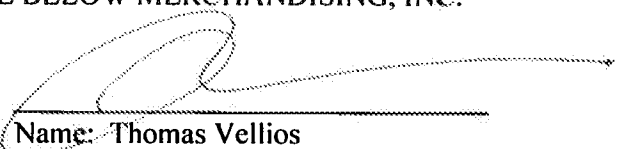
[Signature page follows]

IN WITNESS WHEREOF, the undersigned hereby executes this Assignment as of the date first above written.

FIVE BELOW, INC.

By: 
Name: Kenneth R. Bull
Title: Chief Financial Officer, Secretary
and Treasurer

FIVE BELOW MERCHANDISING, INC.

By: 
Name: Thomas Vellios
Title: President

[Signature Page to Five Below, Inc. Trademark Assignment]

TRADEMARK
REEL: 005057 FRAME: 0361

SCHEDULE A

Registrations

Mark	Reg. No.	Country
FIVE BELOW	TMA789594	Canada
PARTIKI	3959025	U.S.
ROOM 2 ROOM	4091585	U.S.

Applications

Mark	Serial No.	Country
ROOM 2 ROOM	77/964598	U.S.
SERIES-8 FITNESS	85/767992	U.S.