

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM329678

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BODY CENTRAL STORES, INC.		06/27/2014	CORPORATION: FLORIDA
BODY CENTRAL CORP.		06/27/2014	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	LANE FIVE PARTNERS LP, AS AGENT
Street Address:	1122 Kenilworth Drive, Suite 313
City:	Towson
State/Country:	MARYLAND
Postal Code:	21204
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Serial Number:	86218055	
Serial Number:	86191973	LIPSTICK
Serial Number:	86098306	FEEL GREAT LOOK AMAZING
Serial Number:	86075100	SEXYSTRETCH
Serial Number:	85915785	SEXYSTRETCH
Serial Number:	85820813	BODYC
Registration Number:	4387804	BODYC.COM
Registration Number:	4387806	BODY CENTRAL
Serial Number:	85820903	BODYC.COM
Registration Number:	4387810	BODY CENTRAL
Registration Number:	4387811	BODY CENTRAL
Registration Number:	4387814	BODY CENTRAL
Registration Number:	4387817	BODY CENTRAL
Serial Number:	85821092	BODY CENTRAL
Registration Number:	4387828	BODY CENTRAL
Registration Number:	4387833	BODY CENTRAL
Serial Number:	85821257	BODY CENTRAL
Registration Number:	4387845	BODY CENTRAL

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4387853	BODY CENTRAL
Registration Number:	4387858	BODY CENTRAL
Registration Number:	2759773	BODY CENTRAL
Registration Number:	2218837	LIPSTICK
Registration Number:	1376370	BODY SHOP
Registration Number:	4317299	SOCIAL CENTRAL
Serial Number:	85550003	SOCIAL CENTRAL

CORRESPONDENCE DATA

Fax Number: 2125935955
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.
Phone: (212) 756-2132
Email: scott.kareff@srz.com
Correspondent Name: SCOTT KAREFF
Address Line 1: SCHULTE ROTH & ZABEL, 919 THIRD AVENUE
Address Line 4: NEW YORK, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	890010.0001
NAME OF SUBMITTER:	Scott Kareff
SIGNATURE:	/RS for SK/
DATE SIGNED:	01/22/2015

Total Attachments: 8
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

June 27, 2014

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BODY CENTRAL STORES, INC., a Florida corporation (“Stores”), and BODY CENTRAL CORP., a Delaware corporation (together with Stores, individually a “Grantor”, and collectively, the “Grantors”), each having their principal offices at 6225 Powers Avenue, Jacksonville, Florida 32217, hereby grant to LANE FIVE PARTNERS LP, as Agent, with offices at 1122 Kenilworth Drive, Suite 313, Towson, MD 21204 (the “Grantee”), a continuing security interest in (i) all of such Grantor’s right, title and interest in, to and under to the United States trademarks, service marks, trademark registrations, service mark registrations, trademark applications and service mark applications (the foregoing, collectively, the “Marks”) set forth on Schedule A attached hereto, (ii) all income, fees, royalties, products, damages and payments now and hereafter due and/or payable under and with respect to the Marks, (iii) the Goodwill (as such term is defined in the Security Agreement referred to below) 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.

THIS GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (this “Grant”) is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantors, as such term is defined in the Security Agreement by, among others, the Grantors, the other Grantors from time to time party thereto, and the Grantee, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”).

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect

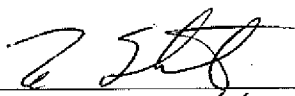
to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE SECURITY INTEREST GRANTED HEREUNDER SECURING THE SECURED OBLIGATIONS SHALL BE JUNIOR IN PRIORITY TO CERTAIN OBLIGATIONS OF THE GRANTORS IN THE MANNER AND TO THE EXTENT SET FORTH IN, AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HERETO ARE SUBJECT TO, THE SUBORDINATION AGREEMENT (AS SUCH TERM IS DEFINED IN THE SECURITY AGREEMENT).

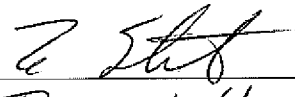
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IN WITNESS WHEREOF, each of the undersigned has executed this Grant as of the date above first written.

BODY CENTRAL STORES, INC., as a Grantor

By: 
Name: Tom Stoltz
Title: COO/CFO

BODY CENTRAL CORP., as a Grantor

By: 
Name: Tom Stoltz
Title: COO/CFO

LANE FIVE PARTNERS LP,
as Agent and as Grantee

By:
Name:
Title:









Lisa O'Dell Rapuano
Managing Member

SCHEDULE A

<u>Trademarks</u>	<u>Owner</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No.</u>
[Design Only] 	Body Central Stores, Inc.	3/11/2014	Pending Intent to Use	App 86218055
LIPSTICK LIPSTICK	Body Central Stores, Inc.	2/12/2014	Pending Intent to Use	App 86191973
FEEL GREAT LOOK AMAZING	Body Central Stores, Inc.	10/22/2013	Pending Intent to Use	App 86098306
<small>FEEL GREAT LOOK AMAZING</small>				
SEXYSTRETCH Cross References: SEXY STRETCH	Body Central Stores, Inc.	9/26/2013	Pending Intent to Use	App 86075100
<small>SEXYSTRETCH</small>				
SEXYSTRETCH Cross References: SEXY STRETCH	Body Central Stores, Inc.	4/26/2013	Published (Pending) Intent to Use	App 85915785
<small>SEXYSTRETCH</small>				
BODYC Cross References: BODY C BodyC	Body Central Stores, Inc.	1/11/2013	Published (Pending) Intent to Use	App 85820813

<u>Trademarks</u>	<u>Owner</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No.</u>
BODYC.COM Cross References: BODY C COM bodyc.com	Body Central Stores, Inc.	1/11/2013	Registered	Reg 4387804
BODY CENTRAL BODY CENTRAL	Body Central Stores, Inc.	1/11/2013	Registered	Reg 4387806
BODYC.COM Cross References: BODY C COM bodyc.com	Body Central Stores, Inc.	1/11/2013	Published (Pending) Intent to Use	App 85820903
BODY CENTRAL BODY CENTRAL	Body Central Stores, Inc.	1/11/2013	Registered	Reg 4387810
BODY CENTRAL BODY CENTRAL	Body Central Stores, Inc.	1/11/2013	Registered	Reg 4387811
BODY CENTRAL BODY CENTRAL	Body Central Stores, Inc.	1/11/2013	Registered	Reg 4387814
BODY CENTRAL BODY CENTRAL	Body Central Stores, Inc.	1/11/2013	Registered	Reg 4387817
BODY	Body Central	1/11/2013	Published (Pending)	App 85821092

<u>Trademarks</u>	<u>Owner</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No.</u>
CENTRAL	Stores, Inc.		Intent to Use	
BODY CENTRAL				
BODY CENTRAL	Body Central Stores, Inc.	1/11/2013	Registered	Reg 4387828
				
BODY CENTRAL	Body Central Stores, Inc.	1/11/2013	Registered	Reg 4387833
				
BODY CENTRAL	Body Central Stores, Inc.	1/11/2013	Published (Pending)	App 85821257
			Intent to Use	
BODY CENTRAL	Body Central Stores, Inc.	1/11/2013	Registered	Reg 4387845
				
BODY CENTRAL	Body Central Stores, Inc.	1/11/2013	Registered	Reg 4387853
				
BODY CENTRAL	Body Central Stores, Inc.	1/11/2013	Registered	Reg 4387858
				
BODY CENTRAL	Body Central Stores, Inc.	8/2/2001	Renewed (Registered)	Reg 2759773
LIPSTICK	Body Central Stores, Inc.	12/17/1997	Renewed (Registered)	Reg 2218837

<u>Trademarks</u>	<u>Owner</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No.</u>
BODY SHOP	Body Central Stores, Inc.	2/21/1979	Renewed (Registered) Concurrent use	Reg 1376370
SOCIAL CENTRAL	Body Central Corp.	2/22/2012	Registered	4317299
SOCIAL CENTRAL	Body Central Corp.	2/22/2012	Published (Pending) Intent to Use	App 85550003