

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
The Paradies Shops, Inc.		10/05/2009	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	600 Peachtree Street, N.E.
Internal Address:	13th Floor
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30308
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3597672	H2O & A PAPER TO GO! MAKING THINGS BETTER! THE PARADIES SHOPS
Registration Number:	3590348	H2O & A PAPER TO GO
Registration Number:	3504657	PRESS EXPRESS
Registration Number:	3504659	PRESS EXPRESS
Registration Number:	3504654	BUY IT, READ IT, RETURN IT! READ & RETURN RECEIVE A 50% REFUND!
Registration Number:	3504656	READ & RETURN
Registration Number:	3650516	DRUGS & MORE
Registration Number:	2721120	DESIGNS BY SUE VENIR
Registration Number:	2262958	SHADES OF TIME

CORRESPONDENCE DATA

Fax Number: (404)541-4710

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

900144649

**TRADEMARK
 REEL: 004073 FRAME: 0751**

OP \$240.00 3597672

Phone: 404-815-6142
Email: laallen@kilpatrickstockton.com
Correspondent Name: Latosha Allen
Address Line 1: 1100 Peachtree Street
Address Line 2: Suite 2800
Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	53042.287929
NAME OF SUBMITTER:	Latosha Allen
Signature:	/Latosha Allen/
Date:	10/05/2009

Total Attachments: 3
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of October 5, 2009 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted to the Administrative Agent, for the ratable benefit of the holders of the Secured Obligations, a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto.

The Grantors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

THE PARADIES SHOPS, INC., a Georgia corporation

By: Don Marek

Name: Don Marek

Title: Senior Vice President, Chief Financial Officer and Secretary

Grantor's Address:

5950 Fulton Industrial Boulevard SW
Atlanta, Georgia 30336

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____

Name: Shawn Janko

Title: Senior Vice President

NOTICE
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Very truly yours,

THE PARADIES SHOPS, INC., a Georgia corporation

By: _____

Name: Don Marek

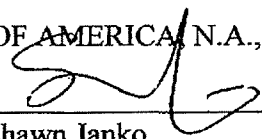
Title: Senior Vice President, Chief Financial Officer and Secretary

Grantor's Address:

5950 Fulton Industrial Boulevard SW
Atlanta, Georgia 30336

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By:  _____

Name: Shawn Janko

Title: Senior Vice President

SCHEDULE 1
TO
NOTICE OF GRANT OF SECURITY INTEREST
IN
TRADEMARKS

Owner	Mark	Registration Date	Registration Number	Country
The Paradies Shops, Inc.	H2O & A PAPER TO GO! MAKING THINGS BETTER! THE PARADIES SHOPS (& DESIGN)	March 31, 2009	3,597,672	US Principal Register
The Paradies Shops, Inc.	H2O & A PAPER TO GO	March 17, 2009	3,590,348	US Principal Register
The Paradies Shops, Inc.	PRESS EXPRESS (& DESIGN)	September 23, 2008	3,504,657	US Principal Register
The Paradies Shops, Inc.	PRESS EXPRESS	September 23, 2008	3,504,659	US Principal Register
The Paradies Shops, Inc.	BUY IT, READ IT, RETURN IT! READ & RETURN RECEIVE A 50% REFUND! (& DESIGN)	September 23, 2008	3,504,654	US Principal Register
The Paradies Shops, Inc.	READ & RETURN	September 23, 2008	3,504,656	US Principal Register
The Paradies Shops, Inc.	DRUGS & MORE (& DESIGN)	July 2, 2009	3,650,516	US Principal Register
The Paradies Shops, Inc.	DESIGNS BY SUE VENIR	June 3, 2003	2,721,120	US Principal Register
The Paradies Shops, Inc.	SHADES OF TIME	July 20, 1999	2,262,958	US Principal Register

US2000 11544451.2