

MRD 1.15.99
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To the Honorable Commissioner of Pat

100944831

ched original documents or copy thereof.

1. Name of conveying party(ies):

dELiA*s INC.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: First Union National Bank

Internal Address:

Street Address: 1339 Chestnut Street

City: Phila. State: PA ZIP: 19107

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 7, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s) (13)

See Rider A attached.

B. Trademark Registration No.(s) (21)

See Rider A attached.

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kathryn A. Donohue, Esq.

Internal Address: Pepper Hamilton LLP

Street Address: 3000 Two Logan Square

18th & Arch Streets

City: Phila. State: PA ZIP: 19103

6. Total number of applications and registrations involved: 34

7. Total fee (37 CFR 3.41).....\$ 865.00 E

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

16-1322

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is true and correct copy of the original document.

Kathryn A. Donohue
Name of Person Signing

Kathryn A. Donohue
Signature

1/15/99

Date

Total number of pages including cover sheet, attachments, and document: 12

EXPRESS MAIL NO. E1096286639 US

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0000021
01/20/99
01 FC:41
02 FC:42

RIDER A

TRADEMARK COLLATERAL

<u>TRADEMARK DESCRIPTION</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>REG. NO.</u>	<u>STATUS</u>
Daisy Design	[U.S.]	08-138746	4161941	Registered
10 SPEED	United States	75/307,920		Published
CONTENTS	United States	75/323,129		Published
Daisy Design	United States	75/038,789	2,084,854	Registered
Daisy Design	United States	75/976,254	2,104,334	Registered
DELIA'S	United States	75/277,416	2,169,351	Registered
DELIA*S	United States	75/644,794		Published
DELIA*S	United States	74/644,795	2,011,083	Registered
DELIA*S	United States	74/644,799	2,076,125	Registered
DELIA*S	United States	74/644,796		Published
DELIA*S	United States	74/644,798	2,162,324	Registered
DELIA*S	United States	74/644,797	1,997,643	Registered
DELIA*S	United States	74/644,800	1943039	Registered
DELIA*S	United States	74/505,280	1908572	Registered
DELIA*S	United States	75/056,360	2,171,631	Registered
DELIA*S	United States	75/976,281	2,092,322	Registered
DISCOUNT DOMAIN	United States	75/504,757		Pending

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SPILL	United States	75/307,924		Published
SPILL	United States	75/307,921		Published
TEST KITCHEN	United States	75/451,326		Published
TWINK	United States	75/439,572		Published
AFTER THE STORK	United States	75/181,919	2,089,366	Registered
AFTER THE STORK & DESIGN	United States	73/608,327	1,435,045	Registered
AMERICAN ROCKET	United States	75/016,504	2,151,641	Registered
DROOG	United States	75/528,641		Published
DROOG	United States	75/528,643		Published
DROOG	United States	75/528,642		Published
JEAN COUNTRY	United States	74/608,765	1,933,220	Registered
JUST FOR KIDS	United States	74/307,000	1,806,551	Registered
SCREEEM	United States	75/214,613	2,140,655	Registered
STORYBOOK HEIRLOOMS	United States	74/009,165	1,742,020	Registered
STORYBOOK HEIRLOOMS (166)	United States	75/009,166	1,641,786	Registered
STORYBOOK HEIRLOOMS (402)	United States	74/529,402	1,950,207	Registered
ZOE	United States	75/284,860		Pending

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NOTICE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

NOTICE dated the 7th day of December, 1998, by dELiA*s INC. ("dELiA*s"), a Delaware corporation, having an address at 435 Hudson Street, New York, NY 10014 and each of the other corporations set forth on the signature pages hereto (collectively, "Debtors") to and in favor of FIRST UNION NATIONAL BANK, a national banking association having offices at 1339 Chestnut Street, Philadelphia, PA 19107 ("Secured Party"), under a certain Credit Agreement dated of even date herewith among Debtors and Secured Party (as may be amended from time to time, the "Credit Agreement").

WHEREAS, Debtors are the owners of certain Intellectual Property Collateral as listed in Exhibits A, B, C and D hereto; and


WHEREAS, Secured Party has agreed to extend certain credit to Debtors on a revolving basis under the Credit Agreement on the condition that the Debtors pledge and grant to Secured Party as collateral for Obligations (as defined in the IP Agreement described below) a security interest and lien in and to such Intellectual Property Collateral and application therefor described above, including the registrations thereof, the goodwill associated therewith and all other related claims and rights (the "IP") as more fully described in a certain Intellectual Property Security Agreement by Debtors in favor of Secured Party dated December 7, 1998 (the "IP Agreement");

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Obligations, Debtors hereby pledge, grant and collaterally assign to Secured Party a security interest and lien in and to all rights, title and interest in and to the aforesaid IP, and give notice of such security interest and the existence of such IP Agreement providing therefor.

Executed as of the date first above written.


dELiA*s INC.
435 Hudson Street
New York, NY 10014

By: _____


Name: ALEX S. NAVARRO
Title: SENIOR VICE PRESIDENT


dELiA*s DISTRIBUTION COMPANY
435 Hudson Street
New York, NY 10014

By: _____


Name: ALEX S. NAVARRO
Title: SENIOR VICE PRESIDENT

dELiA*s FOREIGN SALES CORPORATION
435 Hudson Street
New York, NY 10014

By: _____


Name: ALEX S. NAVARRO
Title: SENIOR VICE PRESIDENT

[EXECUTIONS CONTINUED]

dELiA*s INTERACTIVE COMPANY
435 Hudson Street
New York, NY 10014

By: Alex Navarro
Name: ALEX S. NAVARRO
Title: SENIOR VICE PRESIDENT

dELiA*s OPERATING COMPANY
435 Hudson Street
New York, NY 10014

By: Alex Navarro
Name: Alex S. Navarro
Title: SENIOR VICE PRESIDENT

dELiA*s PROPERTIES INC.
435 Hudson Street
New York, NY 10014

By: Alex Navarro
Name: Alex S. Navarro
Title: SENIOR VICE PRESIDENT

dELiA*s RETAIL COMPANY
435 Hudson Street
New York, NY 10014

By: Alex Navarro
Name: Alex S. Navarro
Title: SENIOR VICE PRESIDENT

SCREEEM! INC.
435 Hudson Street
New York, NY 10014

By: Alex Navarro
Name: Alex S. Navarro
Title: SENIOR VICE PRESIDENT

[EXECUTIONS CONTINUED]

STORYBOOK INC.
333 Hatch Drive
Foster City, CA 94404

By:

Alex Navarro
Name: ALEX S. NAVARRO
Title: SENIOR VICE PRESIDENT

TSI SOCCER CORPORATION
435 Hudson Street
New York, NY 10014

By:

Alex Navarro
Name: ALEX S. NAVARRO
Title: SENIOR VICE PRESIDENT

TSI RETAIL COMPANY
435 Hudson Street
New York, NY 10014

By:

Alex Navarro
Name: ALEX S. NAVARRO
Title: SENIOR VICE PRESIDENT

COMMONWEALTH OF PENNSYLVANIA)

:SS.

COUNTY OF PHILADELPHIA)

The foregoing instrument was acknowledged before me this 4th day of December, 1998, by Alan Navarro, the Gen. Mgr. of dELiA*s Inc., dELiA*s Distribution Company, dELiA*s Foreign Sales Corporation, dELiA*s Interactive Company, dELiA*s Operating Company, dELiA*s Properties Inc., dELiA*s Retail Company, Screem! Inc., Storybook Inc., TSI Soccer Corporation and TSI Retail Company, on behalf of each corporation.

[seal]

Doreen Beyer
NOTARY PUBLIC

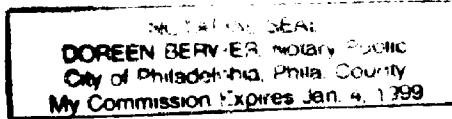


EXHIBIT "D"

TRADEMARK COLLATERAL

<u>TRADEMARK DESCRIPTION</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>REG. NO.</u>	<u>STATUS</u>
Daisy Design	[U.S.]	08-138746	4161941	Registered
10 SPEED	United States	75/307,920		Published
CONTENTS	United States	75/323,129		Published
Daisy Design	United States	75/038,789	2,084,854	Registered
Daisy Design	Japan	08-138746	4161941	Registered
Daisy Design	Japan	08-138477	4190968	Registered
Daisy Design	Japan	08-138478	4125846	Registered
Daisy Design	Canada	851,637	502,668	Registered
Daisy Design	United States	75/976,254	2,104,334	Registered
DELIA'S	United States	75/277,416	2,169,351	Registered
DELIA'S	China	970087658	1215979	Published
DELIA'S	Hong Kong	11911/97		Pending
DELIA'S	Hong Kong	11912/97		Pending
DELIA'S	Hong Kong	11913/97		Pending
DELIA'S	New Zealand	280488	280488	Registered
DELIA'S	New Zealand	280487	B280487	Registered
DELIA'S	New Zealand	280489	B280489	Registered
DELIA'S	South Africa	9711754		Pending
DELIA'S	South Africa	9711755		Pending

DELIA'S	South Africa	9711756		Pending
DELIA'S (STYLIZED)	United Kingdom	2144536		Published
DELIA'S (WORD MARK)	United Kingdom	2144538		Published
DELIA*S	United States	75/644,794		Published
DELIA*S	United States	74/644,795	2,011,083	Registered
DELIA*S	United States	74/644,799	2,076,125	Registered
DELIA*S	United States	74/644,796		Published
DELIA*S	United States	74/644,798	2,162,324	Registered
DELIA*S	United States	74/644,797	1,997,643	Registered
DELIA*S	United States	74/644,800	1943039	Registered
DELIA*S	United States	74/505,280	1908572	Registered
DELIA*S	United States	75/056,360	2,171,631	Registered
DELIA*S	United States	75/976,281	2,092,322	Registered
DELIA*S (STYLIZED LOGO)	Canada	849,008		Published
DELIA*S (STYLIZED)	Japan	7-98372	4097175	Registered
DELIA*S (STYLIZED)	Japan	7-98373		Pending
DELIA*S (Stylized) in Katakana	Japan	08-138474	4190967	Registered
DELIA*S (Stylized) in Katakana	Japan	08-138475	4148465	Registered

DELIA*S AND DESIGN	Japan	08-138473		Pending
DELIA*S LOGO	Australia	725053	725053	Registered
DISCOUNT DOMAIN	United States	75/504,757		Pending
SPILL	United States	75/307,924		Published
SPILL	United States	75/307,921		Published
TEST KITCHEN	United States	75/451,326		Published
TWINK	United States	75/439,572		Published
AFTER THE STORK	United States	75/181,919	2,089,366	Registered
AFTER THE STORK	Japan	HEI 9- 11692		Pending
AFTER THE STORK	Canada	828,776	482,725	Registered
AFTER THE STORK & DESIGN	United States	73/608,327	1,435,045	Registered
AMERICAN ROCKET	United States	75/016,504	2,151,641	Registered
DROOG	United States	75/528,641		Published
DROOG	United States	75/528,643		Published
DROOG	United States	75/528,642		Published
JEAN COUNTRY	United States	74/608,765	1,933,220	Registered
JUST FOR KIDS	United States	74/307,000	1,806,551	Registered
PLAYCLOTHES	Japan	HEI 9-136513		Pending

PLAYCLOTHES	Japan	HEI 9-11696		Pending
PLAYCLOTHES (25)	Canada	846,864		Pending
PLAYCLOTHES (42)	Canada	830,201		Pending
SCREEEM	United States	75/214,613	2,140,655	Registered
STORYBOOK HEIRLOOMS	United States	74/009,165	1,742,020	Registered
STORYBOOK HEIRLOOMS	Canada	874,278		Pending
STORYBOOK HEIRLOOMS	Japan	10-31634		Pending
STORYBOOK HEIRLOOMS (166)	United States	75/009,166	1,641,786	Registered
STORYBOOK HEIRLOOMS (402)	United States	74/529,402	1,950,207	Registered
THE STORK	Canada	834,310	484,264	Registered
THE STORK	Japan	HEI 9-8777		Pending
ZOE	Canada	860,234		Pending
ZOE	Japan	91997-173578		Pending
ZOE	United States	75/284,860		Pending