

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	NOTICE OF RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Crystal Capital Fund Management, L.P.		10/11/2011	LIMITED PARTNERSHIP: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	DSI Holdings, Inc.
<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>	CORPORATION: DELAWARE

<b>Name:</b>	DEB Shops, Inc.
<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>	CORPORATION: PENNSYLVANIA

<b>Name:</b>	D.B. Royalty, Inc.
<b>Street Address:</b>	1105 N. Market Street
<b>Internal Address:</b>	Suite 1300
<b>City:</b>	Wilmington
<b>State/Country:</b>	DELAWARE
<b>Postal Code:</b>	19899
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>Name:</b>	Deb Shops, Inc.
<b>Street Address:</b>	9401 Blue Grass Road
<b>City:</b>	Philadephia

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State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: NEW JERSEY

Name:	Joy Shops, Inc.
Street Address:	1105 N. Market Street
Internal Address:	Suite 1300
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19899
Entity Type:	CORPORATION: DELAWARE

Name:	Joy Sops, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: PENNSYLVANIA

Name:	D.B. Interest, Inc.
Street Address:	1105 N. Market Street
Internal Address:	Suite 1300
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19899
Entity Type:	CORPORATION: DELAWARE

Name:	D.B. Know, Inc.
Street Address:	1105 N. Market Street
Internal Address:	Suite 1300
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19899
Entity Type:	CORPORATION: DELAWARE

Name:	DEB E Commerce, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114

Entity Type:	CORPORATION: PENNSYLVANIA
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Name:	Tops'N Bottoms of New York, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: NEW YORK

Name:	DEB Shops of Alabama, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: ALABAMA

Name:	DEB Shops of Arizona, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: ARIZONA

Name:	DEB of Arkansas, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: ARKANSAS

Name:	DEB of California, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: CALIFORNIA

Name:	DEB of Colorado, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia

State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: COLORADO

Name:	DEB of Connecticut, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: CONNECTICUT

Name:	DEB of Delaware, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: DELAWARE

Name:	DEB Fashions of Florida, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: FLORIDA

Name:	DEB Shops of Georgia, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: GEORGIA

Name:	DEB Shops of Idaho, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: IDAHO

Name:	DEB of Illinois, Inc.

Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: ILLINOIS

Name:	DEB of Indiana, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: INDIANA

Name:	DEB Shops of Iowa, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: IOWA

Name:	DEB of Kansas, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: KANSAS

Name:	DEB of Kentucky, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: KENTUCKY

Name:	DEB Shops of Louisiana, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: LOUISIANA

Name:	DEB of Maine, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: MAINE

Name:	DEB Shops of Mayland, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: MARYLAND

Name:	DEB of Massachusetts, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: MASSACHUSETTS

Name:	DEB of Michigan, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: MICHIGAN

Name:	DEB Shops of Minnesota, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: MINNESOTA

Name:	DEB Shops of Missouri, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA

Postal Code:	19114
Entity Type:	CORPORATION: MISSOURI

Name:	DEB of Montana, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: MONTANA

Name:	DEB of Nebraska, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: NEBRASKA

Name:	DEB of New Hampshire, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: NEW HAMPSHIRE

Name:	DEB of New Jersey, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: NEW JERSEY

Name:	DEB of New Mexico, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: NEW MEXICO

Name:	DEB of New York, Inc.
Street Address:	9401 Blue Grass Road

City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: NEW YORK

Name:	DEB Shops of North Carolina, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: NORTH CAROLINA

Name:	DEB of North Dakota, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: NORTH DAKOTA

Name:	DEB Shops of Ohio, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: OHIO

Name:	DEB Shops of Oklahoma, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: OKLAHOMA

Name:	DEB of Oregon, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: OREGON



Name:	DEB of Pennsylvania, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: PENNSYLVANIA

Name:	DEB of Rhode Island, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: RHODE ISLAND

Name:	DEB of South Carolina, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: SOUTH CAROLINA

Name:	DEB of South Dakota, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: SOUTH DAKOTA

Name:	DEB of Tennessee, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: TENNESSEE

Name:	DEB of Texas, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114

Entity Type:	CORPORATION: TEXAS
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Name:	DEB of Utah, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: UTAH

Name:	DEB of Vermont, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: VERMONT

Name:	DEB of Virginia, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: VIRGINIA

Name:	DEB of Washington, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: WASHINGTON

Name:	DEB of West Virginia, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: WEST VIRGINIA

Name:	DEB of Wisconsin, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia

State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: WISCONSIN

Name:	DEB of Wyoming, Inc.
Street Address:	9401 Blue Grass Road
City:	Philadephia
State/Country:	PENNSYLVANIA
Postal Code:	19114
Entity Type:	CORPORATION: WYOMING

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	1290180	DEB
Registration Number:	1329017	CSO
Registration Number:	1377670	DEB
Registration Number:	1678145	TOPS 'N BOTTOMS
Registration Number:	2451078	US THREE
Registration Number:	1003568	DEB
Registration Number:	2170739	T'N B
Registration Number:	2342541	TOPS N BOTTOMS
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
Serial Number:	78230037	WISH
Registration Number:	3600385	VOLTAGE
Serial Number:	78491280	SEVENTYSEVEN

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:	10/14/2011

**Total Attachments: 10**  
source=Release for Deb Shops - Barclays second lien#page1.tif  
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## NOTICE OF RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

WHEREAS, pursuant to that certain Second Lien Intellectual Property Security Agreement (the "Security Agreement"), dated as of October 23, 2007, recorded in the United States Patent and Trademark Office (the "USPTO") at Reel 003667, Frame 0779 on October 26, 2007, DSI Holdings, LLC, Deb Shops, Inc., D.B. Royalty, Inc., and certain subsidiaries of DSI Holdings, Inc. (collectively, the "Debtors"), granted to Barclays Bank PLC, in its capacity as Second Lien Administrative Agent ("Barclays"), a security interest in all of the following property then owned or at any time thereafter acquired by a Debtor or in which a Debtor then had or at any time thereafter acquired any right, title or interest (collectively, the "Collateral"):

- (a) all copyrights arising under the laws of the United States, any other country, union of countries, or any political subdivision thereof, whether registered or unregistered and whether published or unpublished, including, all protectable designs, and all works of authorship: (i) all registrations and recordings thereof, and all applications in connection therewith, including all registrations, recordings, and applications set forth on Schedule I, (ii) the right to obtain all extensions and renewals thereof, (iii) all rights to sue at law or in equity, or otherwise recover, for any past, present, and future infringements and other violations thereof, (iv) all proceeds of the foregoing, including, licenses, royalties, income, payments, claims, damages, and proceeds of suit, and (v) all other rights of any kind whatsoever corresponding thereto throughout the world (collectively, "Copyrights");
- (b) any agreement naming any Debtor as licensor or licensee, granting any right in, to or under any Copyright, including, the grant of rights to manufacture, print, publish, publicly perform, display, copy, create derivative works of, distribute, exploit, and sell materials derived from any Copyright, including, without limitation, any of the foregoing referred to in Schedule I;
- (c) all letters patent of the United States, any other country, union of countries or any political subdivision thereof, all reissues and extensions thereof, (ii) all applications for letters patent of the United States or any other country or union of countries or any political subdivision thereof and all divisions, continuations and continuations-in-part, renewals, and reexaminations thereof and all divisions, continuations and continuations-in-part, renewals, and reexaminations thereof, including any of the foregoing referred to in Schedule II; (iii) all inventions and improvements described therein, (iv) all rights to obtain any reissues or extensions of the foregoing, (v) all rights to sue, or otherwise recover, at law or in equity for any past, present, and future infringements or other violations thereof, (vi) all proceeds of the foregoing, including licenses, royalties, income, payments, claims, damages, and proceeds of suit, and (vii) all other rights of any kind whatsoever corresponding thereto throughout the world (collectively, "Patents");

kind whatsoever corresponding thereto throughout the world (collectively, "Patents");

- (d) all agreements, whether written or oral, providing for the grant by or to any Debtor of any right in, to, or under any Patent, including, any right to manufacture, use, import, export, sell, or offer to sell any invention or design covered in whole or in part by a Patent, including, without limitation, any of the foregoing referred to in Schedule II;
- (e) all trademarks, trade names, corporate names, company names, business names, fictitious business names, trade dress, trade styles, service marks, logos, designs, or other source or business identifiers, and all goodwill associated therewith, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all applications in connection therewith, whether in the USPTO or in any similar office or agency of the United States, any State thereof or any other country, union of countries, or any political subdivision thereof, or otherwise, and all common-law rights related thereto, including any of the foregoing referred to in Schedule III, (ii) the right to, and to obtain, all renewals thereof, (iii) all rights to sue at law or in equity, or otherwise recover, for any past present, and future infringements, dilutions, or other violations of any of the foregoing, or for any injury to goodwill, (iv) all proceeds of the foregoing, including licenses, royalties, income, payments, claims, damages, and proceeds of suit, and (v) all other rights of any kind whatsoever accruing thereunder or pertaining thereto (collectively, "Trademarks") provided, however, that no security interest attached to any "intent-to-use" application prior to the filing of and acceptance by the USPTO of a "Statement of Use" or "Amendment to Allege Use" with respect thereto to the extent, if any, that solely during the period, if any, in which the grant of a security interest therein would impair the validity or enforceability of any registration issuing from such "intent-to-use" application under federal law;
- (f) any agreement, whether written or oral, providing for the grant by or to any Debtor of any right in, to, under or to use any Trademark, including, without limitation, any of the foregoing referred to in Schedule III ((Paragraphs (e) and (f), collectively, the "Trademark Collateral"); and

WHEREAS, pursuant to that certain Assignment and Assumption of Security Interest in Intellectual Property, dated as of September 3, 2009, recorded in the USPTO at Reel 004058, Frame 0750 on September 9, 2009, as corrected by the recording in the USPTO at Reel 004063, Frame 0560 on September 17, 2009, Barclays assigned and transferred unto Crystal Capital Fund Management, L.P. ("Releasor") all of Barclay's right, title and interest of every kind and nature in and to the Security Agreement and Trademark Collateral; and

WHEREAS, on June 26, 2011, Debtors filed voluntary petitions for relief under chapter 11 of title 11, United States Code, 11 U.S.C. §§ 101, et seq., as amended, in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"); and

DOC ID-17525114.2

*Release of IP Security  
Interests – Crystal Capital*

WHEREAS, pursuant to that certain order, signed and entered on the Bankruptcy Court's docket on September 13, 2011 (ECF 411), entitled "Order (1) Approving Asset Purchase Agreement among the Debtors and the Buyer, (2) Approving Sale of Substantially All the Assets Free and Clear of All Liens, Claims, Encumbrances and Other Interests Pursuant to Bankruptcy Code Sections 105, 363(b), (f) and (m), (3) Approving Assumption, Assignment and Sale of Certain Executory Contracts and Unexpired Leases Free and Clear of All Liens, Claims, Encumbrances and Other Interests Pursuant to Bankruptcy Code Sections 363 and 365, (4) Determining the Amounts Necessary to Cure such Executory Contracts and Unexpired Leases, and Granting Related Relief" (the "Bankruptcy Court Order") the obligations of and the performance by the Debtors of all covenants and obligations to be performed by the Debtors pursuant to the Security Agreement, including any such obligations secured by the Collateral, have been paid, performed, or otherwise satisfied or extinguished; and

WHEREAS, pursuant to the Bankruptcy Court Order, all Recording Officers (as defined in the Bankruptcy Court Order), including the Debtors, are authorized and specifically directed to strike recorded claims, liens and interests against the Purchased Assets (as defined in the Bankruptcy Court Order), including the Collateral; and

WHEREAS, Debtors wish to provide a document suitable for recording in the USPTO for purposes of recording the release, relinquishment and discharge of Releasor's security interest in the Collateral.

NOW, THEREFORE, pursuant to the Bankruptcy Court Order, Debtors hereby provide notice as follows:

1. Defined Terms. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.
2. Release of Security Interest. Releasor's security interest in the Collateral is and has been, pursuant to the Bankruptcy Court Order, terminated, released, relinquished and discharged.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, Debtors have caused this Notice of Release of Intellectual Property Security Agreement to be duly executed as of October 11, 2011.

DSI HOLDINGS, ~~LLC~~ INC

By: Barny Sisson  
Name: BARNY SISSON  
Title: ASST TREASURER



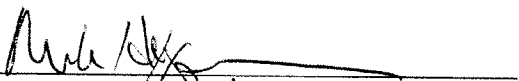
DEB SHOPS, INC.

By: Barry Auman  
Name: Barry Suslow  
Title: CEO

Debtors:

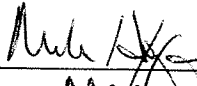
DEB SHOPS, INC. (a Pennsylvania corporation)  
DEB SHOPS, INC. (a New Jersey corporation)  
JOY SHOPS, INC. (a Delaware corporation)  
JOY SHOPS, INC. (a Pennsylvania corporation)  
D.B. INTEREST, INC.  
D.B. KNOW, INC.  
D.B. ROYALTY, INC.  
DEB E COMMERCE, INC.  
TOPS'N BOTTOMS OF NEW YORK, INC.  
DEB SHOPS OF ALABAMA, INC.  
DEB SHOPS OF ARIZONA, INC.  
DEB OF ARKANSAS, INC.  
DEB OF CALIFORNIA, INC.  
DEB OF COLORADO, INC.  
DEB OF CONNECTICUT, INC.  
DEB OF DELAWARE, INC.  
DEB FASHIONS OF FLORIDA, INC.  
DEB SHOPS OF GEORGIA, INC.  
DEB SHOPS OF IDAHO, INC.  
DEB OF ILLINOIS, INC.  
DEB OF INDIANA, INC.  
DEB SHOPS OF IOWA, INC.  
DEB OF KANSAS, INC.  
DEB OF KENTUCKY, INC.  
DEB SHOPS OF LOUISIANA, INC.  
DEB OF MAINE, INC.  
DEB SHOPS OF MARYLAND, INC.  
DEB OF MASSACHUSETTS, INC.  
DEB OF MICHIGAN, INC.  
DEB SHOPS OF MINNESOTA, INC.

Executing this Agreement as President of each of the foregoing persons on behalf of and so as to bind the persons named above under the caption "Grantors"

By:   
Name: Mark J. Hoffman  
Title: CFO

DEB SHOPS OF MISSOURI, INC.  
DEB OF MONTANA, INC.  
DEB OF NEBRASKA, INC.  
DEB OF NEW HAMPSHIRE, INC.  
DEB OF NEW JERSEY, INC.  
DEB OF NEW MEXICO, INC.  
DEB OF NEW YORK, INC.  
DEB SHOPS OF NORTH CAROLINA, INC.  
DEB OF NORTH DAKOTA, INC.  
DEB SHOPS OF OHIO, INC.  
DEB SHOPS OF OKLAHOMA, INC.  
DEB OF OREGON, INC.  
DEB OF PENNSYLVANIA, INC.  
DEB OF RHODE ISLAND, INC.  
DEB OF SOUTH CAROLINA, INC.  
DEB OF SOUTH DAKOTA, INC.  
DEB OF TENNESSEE, INC.  
DEB OF TEXAS, INC.  
DEB OF UTAH, INC.  
DEB OF VERMONT, INC.  
DEB OF VIRGINIA, INC.  
DEB OF WASHINGTON, INC.  
DEB OF WEST VIRGINIA, INC.  
DEB OF WISCONSIN, INC.  
DEB OF WYOMING, INC.

Executing this Agreement as President of each of the foregoing persons on behalf of and so as to bind the persons named above under the caption "Grantors"

By:   
Name: Mark Hoffman  
Title: CEO

COPYRIGHT REGISTRATIONS AND APPLICATIONS

<u>Debtor</u>	<u>Title</u>	<u>Filing Date/Issued Date</u>	<u>Status</u>	<u>Application/ Registration No.</u>
None.				

PATENT REGISTRATIONS AND APPLICATIONS

<u>Debtor</u>	<u>Title</u>	<u>Filing Date/Issued Date</u>	<u>Status</u>	<u>Application/ Registration No.</u>
None.				

TRADEMARK REGISTRATIONS AND APPLICATIONS

<u>Debtor</u>	<u>Title</u>	<u>Filing Date/Issued Date</u>	<u>Status</u>	<u>Application/ Registration No.</u>
D.B. Royalty, Inc.	DEB & Design	8/14/1984		1,290,180
	CSO & Design	4/2/1985		1,329,017
	DEB (Stylized)	1/7/1986		1,377,670
	TOPS N BOTTOM	3/3/1992		1,678,145
	US THREE & Design	5/15/2001		2,451,078
	DEB	1/28/1975		1,003,568
	T'N B (Stylized)	7/7/1998		2,170,739
	TOPS N BOTTOMS (Stylized)	4/18/2000		2,342,541
	CLUB ZONE	10/5/1999		2,283,897
	XCCESORZONE	4/27/2004		2,835,655
	I WANT IT, I NEED IT. I HAVE TO HAVE IT!	1/25/2000		2,310,568
	PULSE & Design	12/7/2004		2,907,454
	HYPHEN (Stylized)	7/24/2001		2,471,653
	CUT 4 U (Stylized)	10/23/2001		2,500,198
	FORBIDDEN	4/9/2002		2,559,696
	DEBUT	11/25/2003		2,786,298
	BODY ZONE (stylized or with design)	8/29/2006		3,136,531
	WISH & Design	3/26/2003	Abandoned	78/230,037
	VOLTAGE	5/31/2006		3,600,385
	SEVENTYSEVEN & Design	3/31/2009	Abandoned	78/491,280