

11-03-1999



101191059

MIND 10/21/99
RG
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Correction of Recordation Form Cover Sheet:
Conveyance type should be merger;
Correct name of Assignor should be:
Marks Bros. Jewelers, Inc.;;
Correct address of Assignee should be:
155 N. Wacker Drive, Suite 500,
Chicago, IL 60606

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

11/05/1999 MTHA11 00000033 2050622

01 FC:481 40.00 OP
02 FC:482 100.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0851-0827), Washington, D.C. 20503. See OMB Information Collection Budget Package 0851-0827, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2050622"/>	<input type="text" value="1617216"/>	<input type="text" value="1617215"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1357955"/>	<input type="text" value="1814693"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

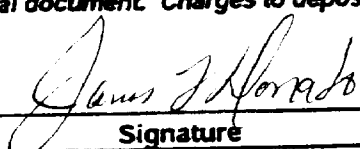
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Deposit Account Number:

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

James F. Donato 

Name of Person Signing Signature Date Signed

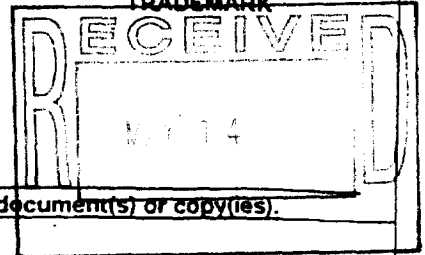
08-24-1999



101108107

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



MED
5.14.99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year _____
- Change of Name
- Other Party should be Whitehall Jewellers, Inc.

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Whitehall Jewellers Merging Corp.

1 19 1999

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Whitehall Jewellers, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 29 E. Madison Street

Address (line 2) _____

Address (line 3) Chicago

IL

60602

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association

Other _____

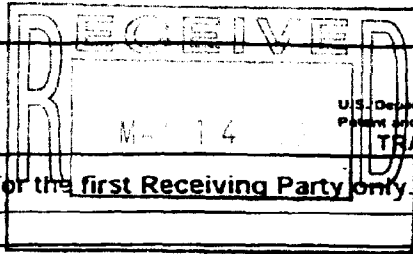
Citizenship/State of Incorporation/Organization Delaware

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0451-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0451-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001983 FRAME: 0853



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2050622"/>	<input type="text" value="1617216"/>	<input type="text" value="1617215"/>
<input type="text" value="1357955"/>	<input type="text" value="1814693"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Submitted with original
Recordation Form Cover Sheet

Authorization to charge additional fees:

Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

James F. Donato

Name of Person Signing

Signature

5/14/99

Date Signed

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING
WHITEHALL JEWELLERS MERGING CORP.
INTO
MARKS BROS. JEWELERS, INC.**

Marks Bros Jewelers, Inc , a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on November 20, 1947 pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND That the Corporation owns all of the outstanding shares of capital stock of Whitehall Jewellers Merging Corp., a Delaware corporation ("Subsidiary"), which was incorporated on January 6, 1999 pursuant to the DGCL.

THIRD: That the merger of Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL was approved by the Board of Directors of the Corporation by written consent of the Board of Directors on January 7, 1999, wherein the Board of Directors of the Corporation adopted the following resolutions, which have not been amended, modified or rescinded and remain in full force and effect on the date hereof

RESOLVED, that the Board of Directors of the Corporation, hereby declares it advisable and in the best interests of the Corporation to change the name of the Corporation to "Whitehall Jewellers, Inc.";

FURTHER RESOLVED, that, in order to effect the change in the name of the Corporation pursuant to Section 253 of the DGCL, the proper officers of the Corporation be, and they are hereby, authorized and directed to cause Whitehall Jewellers Merging Corp., a Delaware

corporation and wholly-owned subsidiary of the Corporation ("Subsidiary"), to be merged with and into the Corporation (the "Merger"),

FURTHER RESOLVED, that the Corporation shall assume all of the obligations of Subsidiary pursuant to said Section 253 and that all of the outstanding shares of capital stock of Subsidiary be, and they are hereby, canceled and retired and no shares of the capital stock of the Corporation, cash or other consideration shall be issued in exchange therefor;

FURTHER RESOLVED, that the Merger shall become effective upon the filing with the Secretary of State of the State of Delaware, in accordance with Section 103 of the DGCL, of a Certificate of Ownership and Merger pursuant to said Section 253 of the DGCL;

FURTHER RESOLVED, that the proper officers of the Corporation be, and they are hereby, authorized and directed to execute a Certificate of Ownership and Merger setting forth the resolutions to merge Subsidiary with and into the Corporation, to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy thereof to be recorded in the office of the Recorder of Deeds of the appropriate county in the State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect the merger;

FURTHER RESOLVED, that upon the effectiveness of the Merger, the name of the surviving corporation shall be "Whitehall Jewellers, Inc." and the first article of the Restated Certificate of Incorporation of Corporation, as amended and in effect immediately prior to the time the Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware, shall be amended to read after such time as follows

"FIRST The name of the Corporation is WHITEHALL JEWELLERS, INC."

FURTHER RESOLVED, that anything herein or elsewhere to the contrary notwithstanding, the Merger may be abandoned by the Board of Directors of the Corporation at any time prior to the date of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware;

FURTHER RESOLVED, that upon the effectiveness of the Merger, the proper officers of the Corporation be, and they are hereby, authorized and directed to cause, if necessary or appropriate, the Certificate of Ownership and Merger and any required supplementary or other documents to be filed with the Secretary of State of each state in which the Corporation is qualified to do business as a foreign corporation as evidence of the change of the Corporation's name;

FURTHER RESOLVED, that upon the effectiveness of the Merger, the proper officers of the Corporation be, and they are hereby, authorized and directed to cause, if necessary or appropriate, the Certificate of Ownership and Merger to be recorded in the United States Patent and Trademark Office and in any appropriate foreign registry office of patents and trademarks, as evidence of the change of the Corporation's name.

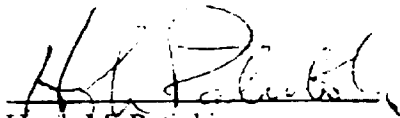
FURTHER RESOLVED, that in the event that the purposes of the above resolutions of the Board of Directors cannot be accomplished as planned for any reason whatsoever, the officers of the Corporation are authorized and directed to take all such actions as they may deem necessary or advisable in order to accomplish such purposes to the extent practicable (including, without limitation, adjustment of the specific wording (but not the sense or purpose) of the foregoing resolutions, if necessary, to comply with applicable state filing requirements), provided, that the essential purposes achieved remain the same as those approved and adopted by this Board by the foregoing resolutions, and

FURTHER RESOLVED, that the officers of the Corporation be, and they are hereby, authorized and directed to execute and deliver, on behalf of the Corporation, such other documents, instruments and certificates and to take such other actions as each such officer, in his or her sole discretion, deems necessary or appropriate to carry out the full intent and purposes of the foregoing resolutions.


FOURTH. This merger shall be effective upon filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by its President and attested by its Secretary this 19th day of January, 1999.

MARKS BROS. JEWELERS, INC.

By: 
 Hugh M. Patinkin
 President

ATTEST

By: 
 John R. Desjardins
 Secretary

CDMANEJ000037 CHILAG0941772583V1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WHITEHALL JEWELLERS MERGING CORP.", A DELAWARE CORPORATION, WITH AND INTO "MARKS BROS. JEWELERS, INC." UNDER THE NAME OF "WHITEHALL JEWELLERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF JANUARY, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

0417913 8100M

AUTHENTICATION: 9530226

991022531

DATE: 01-20-99

TRADEMARK
REEL: 001983 FRAME: 0858

SIDLEY & AUSTIN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

DALLAS
LOS ANGELES
NEW YORK

ONE FIRST NATIONAL PLAZA
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

FOUNDED 1866

WASHINGTON, D.C.
LONDON
SINGAPORE
TOKYO

WRITER'S DIRECT NUMBER
(312) 853-4094

WRITER'S E-MAIL ADDRESS
jdonato@sidley.com

October 27, 1999

VIA EXPRESS MAIL

Commissioner of Patents and Trademarks
U.S. Patent and Trademark Office
Box Assignments
Washington, D.C. 20231

Re: Corrections to Recordation Form Cover Sheets

Dear Sir or Madam:

Enclosed please find two Corrected Recordation Form Cover Sheet to record the following:

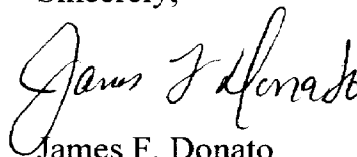
- 1) Corrections as indicated on Cover Sheet relating to Reel/Frame 1858/0067;
- 2) Corrections as indicated on Cover Sheet relating to Reel/Frame 1922/0401.

Please record these corrections and return the documents to my attention.

Our check in the amount of \$280.00 is enclosed to cover the recordation fees. Should there be an overpayment or deficiency, please credit or debit Deposit Account No. 19-2165.

Thank you for your assistance with this matter. Should you need to contact me, please call me at my direct number listed above.

Sincerely,



James F. Donato
Paralegal

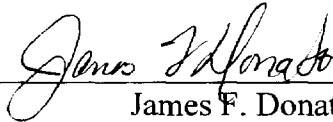
cc: M. Kaufmann

JFD
encl.

TRADEMARK
REEL: 001983 FRAME: 0859

CERTIFICATE OF EXPRESS MAIL

I hereby certify that this correspondence is being deposited with the
United States Postal Service by Express Mail No. _____
in an envelope addressed to U.S. Patent and Trademark Office, Box Assignments,
Crystal Gateway 4, Room 335, Washington, D.C. 20231 on ~~October 28,~~ **October 29,** 1999.



James F. Donato

29
JF



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

AUGUST 31, 1999

PTAS

SIDLEY & AUSTIN
JAMES F. DONATO
ONE FIRST NATIONAL PLAZA, 51 MW
CHICAGO, IL 60603



101108107A

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 05/14/1999

REEL/FRAME: 001922/0401
NUMBER OF PAGES: 7

BRIEF: CORRECTION OF RECORDATION COVER SHEET: RECEIVING PARTY SHOULD BE WHITEHALL JEWELLERS, INC., PREVIOUSLY RECORDED ON REEL 1858, FRAME 0067.

ASSIGNOR:

WHITEHALL JEWELLERS MERGING CORP.

DOC DATE: 01/19/1999
CITIZENSHIP: DELAWARE
ENTITY: CORPORATION

ASSIGNEE:

WHITEHALL JEWELLERS, INC.
29 E. MADISON STREET
CHICAGO, ILLINOIS 60602

CITIZENSHIP: DELAWARE
ENTITY: CORPORATION

APPLICATION NUMBER: 75068525
REGISTRATION NUMBER: 2050622

FILING DATE: 03/06/1996
ISSUE DATE: 04/08/1997

MARK: MARKS BROS.

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

**TRADEMARK
REEL: 001983 FRAME: 0861**

APPLICATION NUMBER: 73477335
REGISTRATION NUMBER: 1357955

FILING DATE: 04/26/1984
ISSUE DATE: 09/03/1985

MARK: LUNDSTROM

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74013257
REGISTRATION NUMBER: 1617216

FILING DATE: 12/20/1989
ISSUE DATE: 10/09/1990

MARK: LUNDSTROM

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74308742
REGISTRATION NUMBER: 1814693

FILING DATE: 08/27/1992
ISSUE DATE: 01/04/1994

MARK: MESABI

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74013256
REGISTRATION NUMBER: 1617215

FILING DATE: 12/20/1989
ISSUE DATE: 10/09/1990

MARK: WHITEHALL

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

MARCUS KIRK, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS