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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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To the Honorable Commissioner of Patent

101191981

and original documents or copy thereof.

1. Name of conveying party(ies):

Black Hills Jewelry Manufacturing Company

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State South Dakota, Other

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

3. Nature of conveyance:

11-1-99

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

Execution Date: October 18, 1999

2. Name and address of receiving party(ies)

Name: Brownlee Jewelers of the Carolinas, Inc.

Internal Address: Street Address: 4108 Park Road, Suite 300 City: Charlotte State: NC ZIP: 28209

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State North Carolina, 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Reg. No. 2,047,003 - JEWELSCAPES

Additional numbers attached? Yes No

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

Name: Henry B. Ward, III, Esq. ALSTON & BIRD LLP Internal Address: P.O. Drawer 34009

Street Address: 1211 E. Morehead St.

City: Charlotte State: NC ZIP: 28234

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit account

If additional fees are needed please use:

8. Deposit account number:

16-0605

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

11/03/1999 RTHA11 00000212 2047003

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9. 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.

Henry B. Ward, III

Name of Person Signing

Signature of Henry B. Ward, III

Signature

10/28/99 Date

5

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

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

TRADEMARK REEL: 001984 FRAME: 0273

# TRADEMARK ASSIGNMENT

WHEREAS, BLACK HILLS JEWELRY MANUFACTURING COMPANY, a South Dakota corporation having a principal place of business at 405 Canal Street, Rapid City, South Dakota 57709 (hereinafter referred to as "ASSIGNOR"), is the exclusive and record owner of the entire right, title and interest in and to the following Trademark and the corresponding United States Trademark Registration therefor:

Trademark:	<b>JEWELSCAPES</b>
U.S. Registration No.:	2,047,003
Issued:	March 25, 1997
Int. Class:	14 (U.S. Class 2, 27, 28, and 50)

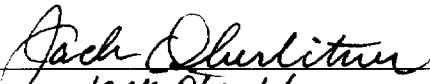
WHEREAS, BROWNLEE JEWELERS OF THE CAROLINAS, INC., having a principal place of business at 4108 Park Road, Suite 300, Charlotte, North Carolina 28209 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring the above-identified trademark and the corresponding United States Trademark Registration therefor;

NOW THEREFORE, FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby assign, transfer and sell unto said ASSIGNEE the entire right, title and interest in and to the above-identified trademark in any and all countries, and all applications to register and registrations therefor in any and all countries, including, but not limited to, the United States Trademark Registration identified above, together with the goodwill of the business appurtenant to and symbolized by said Trademark, and all rights of action against third parties for past infringement thereof, the same to be held and enjoyed by said ASSIGNEE as fully and entirely as the same would have been held by ASSIGNOR had this transfer, assignment and sale not been made.

ASSIGNOR hereby warrants and covenants that it has the full power and authority to convey the rights, title and interests herein assigned, transferred and sold to ASSIGNEE, that it has not executed and will not execute any agreement in conflict herewith, that it has not granted and will not grant any rights in conflict herewith, and that it will execute any and all other instruments which may be reasonably necessary to perfect and evidence ASSIGNEE's ownership of the property and rights herein conveyed, including, but not limited to, all worldwide right, title and interest in the JEWELSCAPES mark relating to jewelry.

IN WITNESS WHEREOF, ASSIGNOR, intending to be legally bound, has caused this Assignment to be executed by its duly authorized officer as of the 18<sup>th</sup> day of October, 1999.

BLACK HILLS JEWELRY MANUFACTURING COMPANY

  
By Jack Oberlitzner  
Title: President/CEO

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