

08-23-2001

8-6-01



REC(101821256 T
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 # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Change of Name

Other _____

Effective Date
Month Day Year
08012001

Conveying Party

Mark if additional names of conveying parties attached

Name Zale Delaware, Inc. EFFECTIVE Execution Date
Month Day Year
08012001

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of conveying parties attached

Name TXDC, L.P.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 901 W. Walnut Hill Lane

Address (line 2) _____

Address (line 3) Irving Texas 75038-1003
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 Texas

08/22/2001 GT011 00000209 76118624

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 1750.00 DP

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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

(214) 969-1562

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" value="76118624"/>	<input type="text" value="76199046"/>	<input type="text" value="76205505"/>	<input type="text" value="1436870"/>	<input type="text" value="1123513"/>	<input type="text" value="2311315"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="751683"/>	<input type="text" value="2088444"/>	<input type="text" value="2436208"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1134849"/>	<input type="text" value="1338341"/>	<input type="text" value="1403392"/>

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.

Name of Person Signing

Signature

Date Signed

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of conveying 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 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

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Trademark Application Number(s)

Registration Number(s)

1401513 2208503 1904005

2353343 1637242 2415067

1637241 1645647 2446010

2209846 749090 1348776

1648455 2212778 2215290

1401514 1247023 1754387

765477 516195 1432560

TRADEMARKS ONLY

TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of conveying 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

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Other

Citizenship/State of Incorporation/Organization

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

Mark if additional numbers attached

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Trademark Application Number(s)

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Registration Number(s)

1434385	2201225	2221980
2097885	563991	511898
1364390	2068743	2133109
720467	1351098	2165886
2354794	2223974	2274924
2309877	2216946	2099605
2112446	2112441	2112445

TRADEMARKS ONLY

TRADEMARK

Conveying Party

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Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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Other

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

Registration Number(s)

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<input type="text" value="2101676"/>	<input type="text" value="2101675"/>	<input type="text" value="2101674"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement (this "Agreement"), effective as of August 1, 2001, (the "Effective Date"), is made by and between Zale Delaware, Inc., a Delaware corporation ("Assignor"), and TXDC, L.P., a Texas limited partnership ("Assignee").

WITNESSETH:

WHEREAS, Assignor has adopted and used, and has registered or applied for registration of the trademarks listed on Exhibit A to this Agreement in connection with the goods and services listed thereon (the "Marks");

WHEREAS, Assignor has agreed to assign and Assignee has agreed to acquire all of Assignor's right, title, and interest in and to the Marks, both registered and common law, the goodwill of the business symbolized thereby, and the right to recover damages and profits for past infringement thereof; and

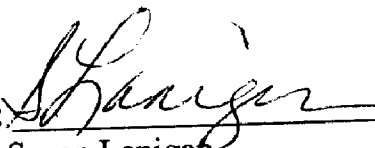
NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignor hereby assigns, transfers and conveys unto Assignee all of Assignor's right, title and interest in and to the Marks, both registered and common law, the goodwill of the business symbolized thereby, and the right to recover damages and profits for past infringement thereof.

2. This Agreement shall be governed by and construed in accordance with the laws of the United States of America and of the State of Texas.

IN WITNESS WHEREOF, Assignor has caused its duly authorized representative to execute this Assignment effective as of the date first above written.

ZALE DELAWARE, INC.
(a Delaware corporation)

By: 

Susan Lanigan
Senior Vice President &
General Counsel

**UNITED STATES TRADEMARKS
OWNED BY ZALE DELAWARE, INC.
ASSIGNED TO TXDC, L.P.**

MARK (INT'L CLASS)	GOODS/SERVICES	SERIAL/REG. NUMBER
A BAILEY BANKS & BIDDLE JEWELER (CL. 42)	Retail jewelry store services.	1,436,870
BAILEY BANKS & BIDDLE (CL. 42)	Jewelry store services.	1,123,513
BAILEY BANKS & BIDDLE (Stylized) (CL. 35)	Retail jewelry store services.	2,311,315
BAYLOR (CL. 27)	Watches and parts thereof.	751,683
BIANCA (CL. 14)	Diamonds and diamond jewelry.	2,088,444
BRILLIANT BUY & Design (CL. 14)	Jewelry.	2,436,208
CORRIGAN'S (CL. 42)	Jewelry store services.	1,134,849
DIAMOND CARD (CL. 36)	Credit card services in connection with the sale of jewelry products only.	1,338,341
DIAMOND EDITION (CL. 14)	Diamonds and diamond jewelry.	76/118,624
DIAMOND PARK (CL. 35)	Business services, namely, managing retail jewelry outlets for others in sections of department stores.	1,403,392
DIAMOND PARK FINE JEWELERS (CL. 35)	Business services, namely, managing retail jewelry outlets for others in sections of department stores.	1,401,513
EVERY DAY IS SOMEONE'S BIRTHDAY (CL. 35)	Retail jewelry store services.	2,208,503

EXHIBIT A to Trademark Assignment Agreement
Page 1 of 6

MARK (INT'L CLASS)	GOODS/SERVICES	SERIAL/REG. NUMBER
EXCLUSIVELY GOLD (CL. 42)	Retail jewelry store services.	1,904,005
FOREVER STARTS TODAY WITH A DIAMOND FROM ZALES (CL. 35)	Retail jewelry store services.	2,353,343
GORDON'S (CL. 42)	Retail jewelry store services.	1,637,242
GORDON'S DIAMOND EDITION (CL. 14)	Jewelry, namely diamond jewelry with summary of appraisal.	2,415,067
GORDON'S JEWELERS (CL. 42)	Retail jewelry store services.	1,637,241
GORDON'S JOYEROS (CL. 42)	Retail jewelry store services.	1,645,647
HINT, HINT... (CL. 14)	Jewelry.	2,446,010
JEWELERS NATIONAL BANK (CL. 36)	Proprietary credit card services.	2,209,846
JTC (Stylized) (CL. 28)	Rings, charms, bracelets, pins, earrings, necklaces and clasps.	749,090
LEADING WITH STYLE (Stylized) (CL. 42)	Retail jewelry store services.	1,348,776
LINZ (CL. 42)	Retail jewelry store services.	1,648,455
MAIL & Design (CL. 42)	Mail order catalog services featuring jewelry.	2,212,778
MARCHEZA (CL. 14)	Jewelry, namely, rings.	2,215,290
Miscellaneous Design (Diamond Logo) (CL. 35)	Business services, namely, managing retail jewelry outlets for others in sections of department stores.	1,401,514

MARK (INT'L CLASS)	GOODS/SERVICES	SERIAL/REG. NUMBER
Miscellaneous Design (Flying Z) (CL. 14, 36)	Jewelry; Employee-life insurance underwriting services.	1,247,023
Miscellaneous Design (Single Unicorn) (CL. 42)	Retail jewelry store services.	1,754,387
RING OF LIFE (CL. 28)	Finger rings.	765,477
SHOPPER STOPPER (Stylized) (CL. 28)	Finger rings, locket, bracelets, brooches, necklaces, breast pins, costume jewelry, compacts and cigarette cases made in whole or in part of, or plated with precious metal, silver plated flatware and hollow ware.	516,195
STIFFT'S (CL. 42)	Retail jewelry store services.	1,432,560
THE DIVA (CL. 14)	Diamonds and diamond jewelry.	76/199,046
THE JEWELS OF THAILAND (CL. 14)	Jewelry.	1,434,385
THE ROMEO AND JULIET COLLECTION (CL. 14)	Jewelry, namely, men's and ladies' bridal collection.	2,201,225
THE ULTIMATE COMFORT FIT (CL. 35)	Retail jewelry store services.	2,221,980
THE ZALES DIAMOND (CL. 14)	Diamonds and diamond jewelry.	76/205,505
WE'RE GOING TO MAKE YOU SHINE (CL. 35)	Retail jewelry store services.	2,097,885
WED-LOK (Stylized) (CL. 28)	Finger rings.	563,991
WEDLOCK (Stylized) (CL. 14)	Finger rings.	511,898

MARK (INT'L CLASS)	GOODS/SERVICES	SERIAL/RBG. NUMBER
ZALES (CL. 14)	Jewelry.	1,364,390
ZALES (CL. 42)	Telephone, direct mail and catalog services for the retail sale of jewelry and giftware.	2,068,743
ZALES (CL. 42)	Mail order catalog services and retail store services, available through computer communications, through a global computer network, and through interactive television, featuring jewelry and giftware in the nature of decorative items, and providing home shopping services by means of television in the field of jewelry and giftware in the nature of decorative items.	2,133,109
ZALES (CL. 10)	Retail jewelry store services.	720,467
ZALES (CL. 42)	Retail jewelry store services.	1,351,098
ZALES DIAMONDS FOR A LIFETIME (CL. 35)	Retail jewelry store services.	2,165,886
ZALES EXCLUSIVE & Design (CL. 35)	Retail jewelry store services featuring jewelry sold only by applicant.	2,354,794
ZALES GOLD REWARDS (CL. 35)	Promoting the sale of jewelry through the administration of an incentive award program.	2,223,974
ZALES HOLIDAY BEAR (CL. 28)	Stuffed toy animals.	2,274,924
ZALES SIGNATURE COLLECTION (CL. 14)	Diamonds and diamond jewelry.	2,309,877
ZALES THE DIAMOND & DAD, GRAD & BRIDAL GIFT STORE (CL. 35)	Retail jewelry store services.	2,216,946

MARK (INT'L CLASS)	GOODS/SERVICES	SERIAL/REG. NUMBER
ZALE'S THE DIAMOND & EMERALD STORE (CL. 35)	Retail jewelry store services.	2,099,605
ZALE'S THE DIAMOND & GOLD STORE (CL. 35)	Retail jewelry store services.	2,112,446
ZALE'S THE DIAMOND & HOLIDAY GIFT STORE (CL. 35)	Retail jewelry store services.	2,112,441
ZALE'S THE DIAMOND & MOTHER'S DAY GIFT STORE (CL. 35)	Retail jewelry store services.	2,112,445
ZALE'S THE DIAMOND & RUBY STORE (CL. 35)	Retail jewelry store services.	2,099,603
ZALE'S THE DIAMOND & SAPPHIRE STORE (CL. 35)	Retail jewelry store services.	2,099,606
ZALE'S THE DIAMOND & VALENTINE GIFT STORE (CL. 42)	Retail jewelry store services.	2,112,448
ZALE'S THE DIAMOND & WATCH STORE (CL. 35)	Retail jewelry store services.	2,101,676
ZALE'S THE DIAMOND AND BIRTHSTONE STORE (CL. 35)	Retail jewelry store services.	2,101,675
ZALE'S THE DIAMOND AND FATHER'S DAY GIFT STORE (CL. 35)	Retail jewelry store services.	2,101,674
ZALE'S THE DIAMOND AND GIFT STORE (CL. 35)	Retail jewelry store services.	2,233,419

MARK (INT'L CLASS)	GOODS/SERVICES	SERIAL/REG. NUMBER
ZALE THE DIAMOND SPECTACULAR STORE (CL. 35)	Retail jewelry store services.	2,112,443
ZALE THE DIAMOND STORE (Stylized) (CL. 42)	Retail jewelry store services.	1,050,371
ZALE THE DIAMOND STORE DIRECT TO YOU FROM SOMEONE YOU TRUST! (CL. 35)	Retail jewelry store services.	2,132,664
ZALE THE DIAMOND STORE IS ALL YOU NEED TO KNOW (CL. 42)	Retail jewelry store services.	1,221,261
ZALE THE DIAMOND STORE OUTLET (CL. 35)	Retail jewelry store services.	2,296,939
ZALE THE DIAMOND TENNIS BRACELET STORE (CL. 35)	Retail jewelry store services.	2,112,444
ZALE THE DIAMOND, SAPPHIRE, EMERALD & RUBY STORE (CL. 35)	Retail jewelry store services.	2,112,442
ZALE THE ONLINE DIAMOND STORE (CL. 35)	Retail jewelry store services.	2,130,594
ZALE THE ONLINE DIAMOND STORE DIRECT TO YOU FROM SOMEONE YOU TRUST (CL. 35)	Retail jewelry store services.	2,211,703
ZELL BROTHERS (CL. 42)	Jewelry store services.	1,134,848