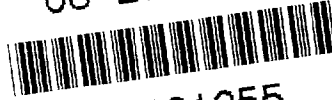


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08-23-2001



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1

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

Submission Type

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Effective Date
Month Day Year

Name
Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Name
DBA/AKA/TA
Composed of

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Address (line 2)
Address (line 3)
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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

Kristy Bullard Mothersbaugh

Address (line 1)

Thompson & Knight L.L.P.

Address (line 2)

1700 Pacific Avenue, Suite 3300

Address (line 3)

Dallas, Texas 75201

Address (line 4)

Pages

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

2

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)

75484327

2142398

1641670

2071655

1910651

Number of Properties

Enter the total number of properties involved.

5

Fee Amount

Fee Amount for Properties Listed (37 CFR 3:41):

\$ 140.00

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:

20-0821

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.

Kristy Bullard Mothersbaugh
Name of Person Signing

Kristy Bullard Mothersbaugh
Signature

8-1-01

Date Signed

TRADEMARK ASSIGNMENT AGREEMENT

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

W I T N E S S E T H:

WHEREAS, Assignor has adopted and used, and in most cases 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");

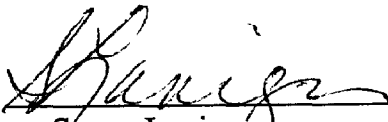
WHEREAS, Assignor has agreed to assign and Assignee has agreed to acquire all of Assignor's right, title, and interest in and to the Marks, both registered and common law, the goodwill of the business symbolized thereby, and the right to recover damages and profits for past infringement thereof; and

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.

EARS, INC.
(a Delaware corporation)

By: 
Susan Lanigan
Senior Vice President and
General Counsel

FEDERAL TRADEMARKS OWNED BY EARS, INC.
 ASSIGNED TO TXDC, L.P.

GOODS AND SERVICES		SEQUENCE NUMBER
DIAMOND ISLE (Cl. 35)	Retail jewelry store services.	75/484,327
PGDA (Cl. 14)	Jewelry.	2,142,398
PIERCING PAGODA & Design (Cl. 42)	Ear piercing services.	1,641,670
SILVER & GOLD CONNECTION (Cl. 14, 42)	Jewelry made of gold and/or silver including, charms, chains, earrings and necklaces. Retail jewelry store services featuring gold and silver jewelry.	2,071,655
SILVER STATION (Cl. 42)	Retail kiosk services featuring jewelry.	1,910,651

Exhibit A to Trademark Assignment

COMMON LAW TRADEMARKS OWNED BY EARS, INC.
ASSIGNED TO TXDC, L.P.

PLUMB GOLD (CL. 35)

Retail jewelry store services

STATE TRADEMARKS OWNED BY EARS, INC.
 ASSIGNED TO TXDC, L.P.

EARS, INC.		TXDC, L.P.	
PLUMB GOLD	Retail sales of 10K and 14K gold and sterling silver jewelry and related items	New Mexico	TK97111203
PLUMB GOLD	Retail sales of jewelry - 10K and 14K gold, sterling silver, ear piercing	Kansas	KS3000001298

Exhibit A to Trademark Assignment