

U.S. DEPARTMENT OF COMMERCE
RECORDATION FORM COVER SHEET Patent and Trademark Office
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

<p>1. Name of Party(ies) conveying an interest:</p> <p>Pier 1 Licensing, Inc.</p> <table border="0" style="width:100%;"> <tr> <td><input type="checkbox"/> Individual(s)</td> <td><input type="checkbox"/> Association</td> </tr> <tr> <td><input type="checkbox"/> General Partnership</td> <td><input type="checkbox"/> Limited Partnership</td> </tr> <tr> <td><input checked="" type="checkbox"/> Corporation - Delaware</td> <td></td> </tr> <tr> <td><input type="checkbox"/> Other</td> <td></td> </tr> </table>	<input type="checkbox"/> Individual(s)	<input type="checkbox"/> Association	<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input checked="" type="checkbox"/> Corporation - Delaware		<input type="checkbox"/> Other		<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>Pier 1 Holdings, Inc. 301 Commerce Street, Suite 600 Fort Worth, Texas 76102</p> <table border="0" style="width:100%;"> <tr> <td><input type="checkbox"/> Individual</td> <td><input type="checkbox"/> Association</td> </tr> <tr> <td><input type="checkbox"/> General Partnership</td> <td><input type="checkbox"/> Limited Partnership</td> </tr> <tr> <td><input checked="" type="checkbox"/> Corporation - Delaware</td> <td></td> </tr> <tr> <td><input type="checkbox"/> Other</td> <td></td> </tr> <tr> <td><input type="checkbox"/> Citizenship</td> <td></td> </tr> </table>	<input type="checkbox"/> Individual	<input type="checkbox"/> Association	<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input checked="" type="checkbox"/> Corporation - Delaware		<input type="checkbox"/> Other		<input type="checkbox"/> Citizenship	
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<input checked="" type="checkbox"/> Assignment	<input type="checkbox"/> Change of Name								
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<input type="checkbox"/> Other									
<input type="checkbox"/> Yes									
<input checked="" type="checkbox"/> No									

4. Application number(s) or registration number(s). Additional sheet attached?					Yes	X	No
A. Trademark Application No.(s)		B. Trademark Registration No.(s)					
		2,381,494					

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Priscilla L. Dunckel, Esq. Baker Botts L.L.P.</p> <p>Street Address: 2001 Ross Avenue, Suite 600</p> <p>City: Dallas</p> <p>State: Texas Zip: 75201-2980</p>	<p>6. Number of applications and registrations involved: 1</p> <hr/> <p>7. Amount of fee enclosed or authorized to be charged: \$40.00</p> <hr/> <p>8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):</p> <p style="text-align:center;">50-2147</p>
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DO NOT USE THIS SPACE

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.

<u>Priscilla L. Dunckel</u>		<u>October 31, 2002</u>
Name of Person Signing	Signature	Date

Total number of pages including cover sheet 3

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

TRADEMARK ASSIGNMENT

WHEREAS, PIER 1 LICENSING, INC., a Delaware corporation, having an address of 301 Commerce Street, Suite 600, Fort Worth, Texas 76102 (hereafter "Assignor"), is the owner in the United States of all right, title and interest in and to the following trademark registration (the "Mark"):

<u>MARK</u>	<u>COUNTRY</u>	<u>REG. NO.</u>	<u>DATE</u>
BLENDABLES	United States	2,381,494	08/29/00

WHEREAS, PIER 1 HOLDINGS, INC., a Delaware corporation, having an address of 301 Commerce Street, Suite 600, Fort Worth, Texas 76102 (hereafter "Assignee"), is a wholly owned subsidiary of Assignor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby contributes, grants, conveys, assigns, transfers and delivers to Assignee, and Assignee hereby acquires from Assignor, the Mark. Assignee hereby assumes, and covenants and agrees to pay, perform and discharge when due, all obligations of Assignor related to the Mark.

Assignor also assigns unto Assignee all claims for damages by reason of infringement, prior to the assignment date, of the Mark throughout the United States, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

IN WITNESS WHEREOF, the parties have caused this Trademark Assignment to be executed on the dates set forth below to be effective as of the 2nd day of October, 2002.

ASSIGNOR:
Pier 1 Licensing, Inc.

ASSIGNEE:
Pier 1 Holdings, Inc.

By: Charles H. Turner
Charles H. Turner
Executive Vice President

By: J. Rodney Lawrence
J. Rodney Lawrence
Executive Vice President

Date: October 2, 2002

Date: October 2, 2002

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Effective Date: 10/2/02

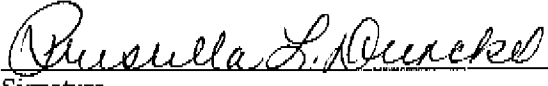
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