

11-15-2002

11-15-02



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Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

T U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Zale Delaware, Inc.

11-15-02

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

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

2. Name and address of receiving party(ies)

Name: TXDC, L.P.

Internal

Address:

Street Address: 901 W. Walnut Hill Lane

City: Irving State: Texas Zip: 75038

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership (Texas)
- Corporation-State
- 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

3. Nature of conveyance:

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

Execution Date: November 12, 2002 (effective date)

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

A. Trademark Application No.(s)

76/288,002

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Kristy B. Mothersbaugh

Internal Address: Thompson & Knight L.L.P.

Street Address: 1700 Pacific Avenue
Suite 3300

Dallas Texas 75201
City: State: Zip:

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

8. Deposit account number:

20-0821

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

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2002 NOV 15 11:00
ASSIGNMENTS DIV

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.

Kristy B. Mothersbaugh

Name of Person Signing

Kristy B. Mothersbaugh
Signature

November 14, 2002

Date

Total number of pages including cover sheet, attachments, and document: 3

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

11/15/2002 6TON11 00000116 200821 76288002

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052115.009705 Dallas 1504890.1

TRADEMARK
REEL: 2617 FRAME: 0830

TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement (this "Agreement"), effective as of the date shown below, (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 applied for registration of the trademark listed on Exhibit A to this Agreement in connection with the goods and services listed thereon (the "Mark");

WHEREAS, Assignor has agreed to assign and Assignee has agreed to acquire all of Assignor's right, title, and interest in and to the Mark, 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 Mark, 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 written below.

ZALE DELAWARE, INC.
(a Delaware corporation)

Date: 11-12-02

By: Hilary Molay
Hilary Molay
Vice President & General Counsel

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

| | | |
|-----------------------|--|---------------------|
| | | |
| EVOCATIVE GOLD | Jewelry made in whole or substantial part of gold. | App. No. 76/288,002 |

**TRADEMARK
REEL: 2617 FRAME: 0832**

RECORDED: 11/15/2002