

Form PTO-1594 (Rev. 06/04)
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U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Fortunoff Fine Jewelry and
Silverware, Inc.

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

Citizenship (see guidelines) _____

Execution Date(s) December 22, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Fortunoff Fine Jewelry &
Name: Silverware, LLC

Internal
Address: _____

Street Address: 70 Charles Lindbergh Blvd.

City: Uniondale

State: NY

Country: USA Zip: 11553

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____

Other LLC Citizenship Delaware

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1,634,537

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Emily L. Schonbraun

Internal Address: Willkie Farr &
Gallagher LLP

Street Address: 787 Seventh Avenue

City: New York

State: NY Zip: 10019

Phone Number: 212-728-8771

Fax Number: 212-728-8111

Email Address: eschonbraun@willkie.com

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 290

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 232405

Authorized User Name WFG

9. Signature: _____

Signature

1/6/05
Date

Emily L. Schonbraun

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 10

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$290.00 232405 1634537

SCHEDULE A**United States**

Mark	Re./App. No.	Reg. Date	Listed Owner
FORTUNOFF	United States 1,634,537	2/5/91	Fortunoff Fine Jewelry and Silverware, Inc.
AVIGNON	United States 1,519,572	1/10/89	Fortunoff Fine Jewelry and Silverware, Inc.
FORTUNOFF	United States 1,420,819	12/19/86	Fortunoff Fine Jewelry and Silverware, Inc.
VERITAS	United States 1,305,826	11/20/84	Fortunoff Fine Jewelry and Silverware, Inc.
FORTRON	United States 1,413,281	10/14/86	Fortunoff Fine Jewelry and Silverware, Inc.
F (Stylized)	United States 1,246,875	8/2/83	Fortunoff Fine Jewelry and Silverware, Inc.
THE SOURCE	United States 1,065,966	5/17/77	Fortunoff Fine Jewelry and Silverware, Inc.
FORTUNOFF, THE SOURCE	United States 1,044,488	7/20/76	Fortunoff Fine Jewelry and Silverware, Inc.
FSS (Stylized)	United States 881240	11/25/69	Fortunoff Fine Jewelry and Silverware, Inc.
LADY FORTUNE	United States 816,872	10/18/66	Fortunoff Fine Jewelry and Silverware, Inc.
PRIME TIME	United States 1,308,892	12/11/84	Fortunoff Fine Jewelry and Silverware, Inc.

Foreign

Mark	Re./App. No.	Reg. Date	Listed Owner
FORTUNOFF, THE SOURCE	Argentina 1699958	11/3/98	Fortunoff Fine Jewelry & Silverware, Inc.
FORTRON	Australia A410110	6/14/84	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Australia A507019	3/17/89	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Australia A393761	7/7/83	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	Bahamas 11332	6/29/98	Fortunoff Fine Jewelry & Silverware, Inc.
THE SOURCE	Canada TMA0311678	2/28/86	Fortunoff Fine Jewelry and Silverware, Inc.
FORTUNOFF, THE SOURCE	Canada TMA0311679	2/28/86	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	European Community 1242072	10/23/01	Fortunoff Fine Jewelry & Silverware, Inc.
FORTRON	Taiwan 280446	4/6/95	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Taiwan 502304	7/1/94	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Taiwan 498532	9/16/00	Fortunoff Fine Jewelry & Silverware, Inc.

Mark	Re./App. No.	Reg. Date	Listed Owner
FORTUNOFF	Taiwan 483514	5/1/00	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	France 1251719	11/21/83	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Germany 1063354	5/15/84	Fortunoff Fine Jewelry & Silverware, Inc.
FORTRON	Hong Kong 920/1985	6/20/84	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Hong Kong 66/1992	5/17/90	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Hong Kong 5251/94	5/17/90	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Hong Kong 3098/1991	5/17/90	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Hong Kong 8743/1995	3/2/95	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	Hong Kong 1410/1986	3/4/85	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	India 4233458	6/18/98	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	Ireland 114669	6/12/91	Fortunoff Fine Jewelry & Silverware, Inc.

Mark	Re./App. No.	Reg. Date	Listed Owner
FORTRON	Ireland 111518	6/12/91	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	Ireland 114668	6/12/91	Fortunoff Fine Jewelry & Silverware, Inc.
FORTRON	Israel 59009	6/20/91	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	Israel 57369	10/17/90	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Italy 419365	11/16/83	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	Italy 419366	10/16/83	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	Jamaica 821841	7/4/91	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Japan 4695944	8/1/03	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Japan 2334888	9/30/91	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Japan 2329398	8/30/91	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Japan 2472630	10/30/92	Fortunoff Fine Jewelry & Silverware, Inc.

Mark	Re/App. No.	Reg. Date	Listed Owner
FORTUNOFF	Japan 2354788	11/29/91	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Japan 2443475	8/31/92	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Japan 2427630	10/30/92	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Japan 2435287	7/31/92	Fortunoff Fine Jewelry & Silverware, Inc.
THE SOURCE	Japan 1948578	4/30/87	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Korea (South) 201135	9/20/00	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Korea (South) 209487	2/6/01	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Korea (South) 211991	4/1/01	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	Korea (South) 106287	10/24/94	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	Korea (South) 106285	10/24/94	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Macao 441-M	8/13/00	Fortunoff Fine Jewelry & Silverware, Inc.

Mark	Re./App. No.	Reg. Date	Listed Owner
FORTUNOFF	Macao 442-M	7/2/00	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	Malaysia 85/03426	8/6/92	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Mexico 815545	5/7/02	Fortunoff Fine Jewelry & Silverware, Inc.
FORTRON	New Zealand 153232	6/13/91	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	New Zealand 153230	6/13/91	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	New Zealand 153231	6/13/91	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	Pakistan 87254	8/15/92	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Paraguay 203627	4/27/98	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	Puerto Rico 26751	10/5/96	Fortunoff Fine Jewelry & Silverware, Inc.
FORTRON	Singapore T84/03549	6/28/01	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	Singapore 85646/83	10/27/90	Fortunoff Fine Jewelry & Silverware, Inc.

Mark	Re/App. No.	Reg. Date	Listed Owner
FORTUNOFF, THE SOURCE	Republic of South Africa 5217/84	6/13/94	Fortunoff Fine Jewelry & Silverware, Inc.
FORTRON (Special Script)	Switzerland 327998	10/21/03	Fortunoff Fine Jewelry & Silverware, Inc.
FORTRON (Special Script)	Switzerland 8181	10/21/83	Fortunoff Fine Jewelry & Silverware, Inc.
FORTRON PALACE	Switzerland 334309	9/6/84	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	Switzerland 341676	9/4/85	Fortunoff Fine Jewelry & Silverware, Inc.
THE SOURCE	Switzerland 336827	7/24/84	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	Thailand 284729/KOR2 9346	5/2/95	Fortunoff Fine Jewelry & Silverware, Inc.
FORTRON	U.K. 1220636	7/12/91	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF	U.K. B1243261	6/3/92	Fortunoff Fine Jewelry & Silverware, Inc.
FORTRON	Virgin Islands 5484	10/14/86	Fortunoff Fine Jewelry & Silverware, Inc.
FORTUNOFF, THE SOURCE	Virgin Islands 6419	7/20/96	Fortunoff Fine Jewelry & Silverware, Inc.

Execution Copy

TRADEMARK ASSIGNMENT AGREEMENT

This Assignment, dated as of December, 22 2004 (the "Trademark Assignment"), is entered into by and between Fortunoff Fine Jewelry and Silverware, Inc., a New York corporation ("Assignor"), and Fortunoff Fine Jewelry and Silverware, LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor owns the applications and registrations listed on the attached Schedule A, and all common law rights associated therewith, together with all goodwill arising from the use of and symbolized by said trademarks (the "Trademarks"); and

WHEREAS, pursuant to an Agreement and Plan of Merger, dated as of November 15, 2004, by and among Assignor and Assignee, among others, and the Contribution, Assignment and Assumption Agreement, dated as of December 22, 2004, by and among Assignor and Assignee, Assignor has agreed to assign, and Assignee has agreed to accept, all of Assignor's right, title and interest in and to the Trademarks, together with all of the goodwill associated therewith, and all rights to claims of past infringement thereof.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby contribute, sell, convey, transfer, assign, and deliver to Assignee, its successors and assigns, and Assignee purchases and accepts from Assignor, all of Assignor's right, title, and interest in and to the Trademarks throughout the world, including all registrations and applications thereof and all goodwill pertaining thereto, the right to conduct business under the Trademarks, including the right to license others under the Trademarks, the portion of the business of Assignor to which any intent-to-use application pertains, and all rights to sue, counterclaim, and to collect damages and payments for claims of past, present, and future infringements, unfair competition or misappropriations thereof, and all income, royalties, damages, and payments now or hereafter due or payable with respect to the Trademarks.

Assignor hereby agrees to execute upon the request of Assignee, at Assignee's expense, such additional documents as are necessary to register and otherwise give full effect to the rights of Assignee under this Trademark Assignment in and to the Trademarks worldwide, including all documents necessary to record in the name of Assignee the assignment of the Trademarks with the United States Patent and Trademark Office and, with respect to any equivalent foreign rights, with any other appropriate foreign or international office or registrar.

IN WITNESS WHEREOF, the undersigned have executed this Trademark Assignment on the date first written above.

FORTUNOFF FINE JEWELRY AND SILVERWARE, INC., as Assignor

ROCHELLE SCHWARTZ
NOTARY PUBLIC, State of New York
No. 4783023
Qualified in Nassau County
Commission Expires Feb. 28, 2006

By: Louis Fortunoff
Name: Louis W. Fortunoff
Title: Vice President

STATE OF)
))
COUNTY OF December) ss:

On this 22 day of ~~November~~, 2004, before me personally appeared Louis Fortunoff, to me personally known, who, being duly sworn, did say that he is the Vice President of Fortunoff Fine Jewelry and Silverware, Inc., that he duly executed the foregoing instrument and that said individual acknowledged said instrument to be the free act and deed of said corporation.

Rochelle Schwartz
Notary Public

FORTUNOFF FINE JEWELRY AND SILVERWARE, LLC, as Assignee

ROCHELLE SCHWARTZ
NOTARY PUBLIC, State of New York
No. 4783023
Qualified in Nassau County
Commission Expires Feb. 28, 2006

By: Louis Fortunoff
Name: Louis W. Fortunoff
Title: Manager

On this 22 day of ~~November~~, 2004, before me personally appeared Louis Fortunoff, to me personally known, who, being duly sworn, did say that he is the manager of Fortunoff Fine Jewelry & Silverware, LLC and that he duly executed the foregoing instrument and acknowledged said instrument to be the free act and deed of said limited liability company.

Rochelle Schwartz
Notary Public