

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Gadzooks, Inc.		03/13/2005	CORPORATION: TEXAS

**RECEIVING PARTY DATA**

<b>Name:</b>	Gadzooks 21, Inc
<b>Street Address:</b>	c/o Forever 21, Inc.
<b>Internal Address:</b>	2001 Alameda Street
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90058
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Registration Number:	2560168	DECIBEL
Registration Number:	2257004	GADZOOKS
Registration Number:	1384750	GADZOOKS
Registration Number:	1685674	GADZOOKS
Registration Number:	1659847	GADZOOKS
Registration Number:	2597945	GADZOOKS.COM
Registration Number:	2762117	TAUNT
Registration Number:	2764275	TAUNT
Registration Number:	2798489	THE ART OF FEELING PRETTY
Registration Number:	2664352	VERBAL ASSAULT
Serial Number:	76242269	BAD KITTY
Serial Number:	76287204	ORCHID
Serial Number:	78453448	5 HEARTS

CH \$390.00 2560168

Serial Number:	78453453	5 OF HEARTS
Registration Number:	2564351	EPIDEMIC

**CORRESPONDENCE DATA**

Fax Number: (310)203-0567  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (310) 203-8080  
Email: cl@jmbm.com  
Correspondent Name: Jeffer Mangels, Butler & Marmaro LLP  
Address Line 1: 1900 Avenue of the Stars  
Address Line 4: Los Angeles, CALIFORNIA 90067

NAME OF SUBMITTER:	Christine L. Lofgren
Signature:	/christine l lofgren/
Date:	03/14/2005

Total Attachments: 2  
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**ASSIGNMENT OF TRADEMARKS/SERVICE MARKS**

FOR GOOD AND VALUABLE CONSIDERATION, Gadzooks, Inc., a Texas corporation, having an address of 4121 International Parkway, Carrollton, Texas 75007 U.S.A. ("Assignor"), hereby assigns and transfers to Gadzooks 21, Inc., a Delaware corporation, having an address of c/o Forever 21, Inc., 2001 Alameda Street, Los Angeles, California 90058 U.S.A. ("Assignee"), pursuant to that certain Purchase agreement, dated as of February 16, 2005, as amended by that certain First Amendment, dated February 21, 2005 and Closing Agreement, dated March 11, 2005:

A. All worldwide right, title and interest held by Assignor in and to the trademarks and/or service marks listed in Exhibit "A" attached hereto and incorporated herein by this reference, together with the applications and/or registrations thereof as listed in Exhibit "A" (hereinafter collectively referred to as the "Marks");

B. The goodwill of the business connected with the use of and symbolized by the Marks together with the business associated with the Marks and all assets that uniquely reflect the goodwill of the business of Assignor and are connected with the use of, and symbolized by, the Marks; and

C. All rights to damages or profits, due or to become due, accrued or to accrue, arising out of past, present, or future infringement of said Marks or injury to said goodwill, together with the right to sue or recover the same in the Assignee's name.

IN WITNESS WHEREOF, Assignor has executed this Assignment of Trademarks/Service Marks effective as of March 13, 2005.

ASSIGNOR:

ASSIGNMENT ACCEPTED BY  
ASSIGNEE:

GADZOOKS, INC.  
a Texas corporation

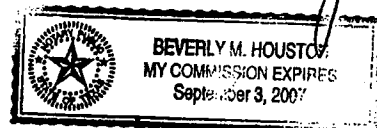
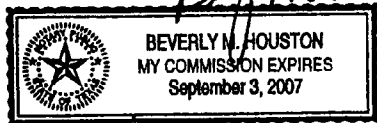
GADZOOKS 21, INC., a Delaware  
corporation

By: *[Signature]*  
Print Name: Monty Standiford  
Title: Chief Financial Officer

By: *[Signature]*  
Print Name: Lawrence H. Meyer  
Title: Senior Vice President

Notary Acknowledgment: *[Signature]*

Notary Acknowledgment: *[Signature]*



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## EXHIBIT "A"

### 1. Registered Trademarks.

<b>Mark</b>	<b>Jurisdiction</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
DECIBEL	United States	2,560,168	April 9, 2002
EPIDEMIC	United States	2,564,351	April 23, 2002
GADZOOKS	Canada	TMA562,996	June 4, 2002
GADZOOKS	United States	2,257,004	June 29, 1999
GADZOOKS (Stylized)	United States	1,384,750	February 25, 1986
GADZOOKS (Stylized)	United States	1,685,674	May 5, 1992
GADZOOKS and Design	United States	1,659,847	October 8, 1991
GADZOOKS.COM	United States	2,597,945	July 23, 2002
TAUNT	United States	2,762,117	September 9, 2003
TAUNT	United States	2,764,275	September 16, 2003
THE ART OF FEELING PRETTY	United States	2,798,489	December 23, 2003
VERBAL ASSAULT	United States	2,664,352	December 17, 2002

### 2. Trademark Applications.

<b>Mark</b>	<b>Jurisdiction</b>	<b>App. No.</b>	<b>Filing Date</b>
BAD KITTY	United States	76/242,269	April 17, 2001
ORCHID	United States	76/287,204	July 18, 2001
5 HEARTS	United States	78/453,448	July 20, 2004
5 OF HEARTS	United States	78/453,453	July 20, 2004