

10-08-2004

SEP 21 2004

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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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.

9-20-04

1. Name of conveying party(ies):

Zale Delaware, Inc. (a Delaware corp.)

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: Sept. 14, 2004

2. Name and address of receiving party(ies)

Name: TXDC, L.P.

Internal

Address:

Street Address: 901 W. Walnut Hill Lane

City: Irving State: TX 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Reg. No. 2,571,323

Additional number(s) attached Yes No

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

Name: Thompson & Knight, LLP

Internal Address: I.P. Docketing

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)

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.

Deborah L. Lively

Name of Person Signing

Signature

9-16-04

Date

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

3

10/07/2004 ECOOPER 00000106 200821 2571323

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

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TRADEMARK REEL: 003058 FRAME: 0843

**NUNC PRO TUNC  
TRADEMARK ASSIGNMENT AGREEMENT**

This Trademark Assignment Agreement (this "Agreement"), effective as of August 1, 2001, (the "Effective Date"), is made by and between Zale Delaware, 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 has registered or 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, 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 Mark, 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, *nunc pro tunc*, effective as of the date first above written.

Executed, this 14th day of September, 2004.

ZALE DELAWARE, INC.  
(a Delaware corporation)

By: *Hilary Molay*  
Hilary Molay  
Vice President & General Counsel

STATE OF TEXAS           §  
  §  
COUNTY OF DALLAS     §

BEFORE ME, THE UNDERSIGNED AUTHORITY, on this day 14th day of September, 2004, personally appeared Hilary Molay, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she is authorized to execute the same on behalf of Zale Delaware, Inc. and that she executed the same on behalf of the corporation for the purposes and consideration therein expressed.



Notary Public, State of Texas  
Name Printed: Teneisha Webb  
Commission Expires: 9-26-07

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

<b>THE LINEAGE DIAMOND</b>	Jewelry.	Reg. No. 2,571,323