

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Whitehall Jewellers, Inc.		11/01/2000	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	WH Inc. of Illinois		
<b>Street Address:</b>	155 North Wacker Drive		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60606		
<b>Entity Type:</b>	CORPORATION: ILLINOIS		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1357955	LUNDSTROM	
Registration Number:	1617215	WHITEHALL	
Registration Number:	1617216	LUNDSTROM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(214)981-3400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	214-981-3483		
<b>Email:</b>	dclark@sidley.com		
<b>Correspondent Name:</b>	Dusan Clark, Esq.		
<b>Address Line 1:</b>	Sidley Austin Brown & Wood LLP		
<b>Address Line 2:</b>	717 N. Harwood St. Suite 3400		
<b>Address Line 4:</b>	Dallas, TEXAS 75201		
<b>NAME OF SUBMITTER:</b>	Dusan Clark		
<b>Signature:</b>	/Dusan Clark/		

CH \$90.00 1357955

Date:

04/07/2005

**Total Attachments: 3**

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ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is entered into this 1<sup>st</sup> day of November, 2000, by and between Whitehall Jewellers, Inc., a Delaware corporation ("Assignor") and WH Inc. of Illinois, an Illinois corporation ("Assignee").

WHEREAS, Assignor is the sole and exclusive owner of all right, title and interest in and to those certain United States and foreign trademarks, trademark registrations and applications to register trademarks listed on Schedule A attached hereto and incorporated herein (collectively, the "Trademarks"); and

WHEREAS, Assignee desires to acquire all of Assignor's right, title and interest in and to the Trademarks;

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby transfer, assign, convey and deliver to Assignee all of its right, title and interest in and to the Trademarks worldwide, together with the good will of the business symbolized by and associated with the Trademarks, the right to register and renew the registrations for any of the Trademarks, and the right to sue for past infringement thereof.

IN WITNESS WHEREOF, this assignment has been duly executed and delivered by the parties hereto as of the date first written above.

WHITEHALL JEWELLERS, INC.

By: 

Name: Jon H. Browne

Title: Executive Vice President,  
Chief Financial Officer and Treasurer

WH INC. OF ILLINOIS

By: 

Name: Lynn D. Eisenheim

Title: President, Chief Executive Officer and  
Secretary

**SCHEDULE A**  
**United States Registered Trademarks**

<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>
LUNDSTROM	1,357,955	9/3/1985
WHITEHALL	1,617,215	10/9/1990
LUNDSTROM	1,617,216	10/9/1990
MARKS BROS.	2,050,622	4/8/1997
MESABI	1,814,693	1/4/1994

**United States Applications**

<b>Trademark</b>	<b>Application Number</b>	<b>Application Date</b>
WHITEHALL WISH	76/018,438	4/5/2000