

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Barry's Jewelers, Inc.	FORMERLY Western States Jewelers Corporation	10/31/1998	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Samuels Jewelers, Inc.		
Street Address:	2914 Montopolis Drive, Suite 200		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78741		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1493669	SCHUBACH JEWELERS	
CORRESPONDENCE DATA			
Fax Number:	(678)553-2212		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	678-553-2100		
Email:	atltrademark@gtlaw.com		
Correspondent Name:	Greenberg Traurig, LLP		
Address Line 1:	3290 Northside Parkway, Suite 400		
Address Line 4:	Atlanta, GEORGIA 30327		
ATTORNEY DOCKET NUMBER:	49645.020000.0007		
NAME OF SUBMITTER:	Carolyn Scott, Trademark Paralegal		
Signature:	/carolyn scott/		
Date:	09/14/2006		

CH 1493669 \$40.00

Total Attachments: 5

source=Samuels Jewelers, Inc. - Western States Memo#page1.tif
source=Samuels Jewelers, Inc. - Western States Memo#page2.tif
source=Samuels Jewelers, Inc. - Western States Memo#page3.tif
source=Samuels Jewelers, Inc. - Western States Memo#page4.tif
source=Samuels Jewelers, Inc. - Western States Memo#page5.tif



2914 Montopolis Drive, Suite 200
Austin, Texas 78741
Main (512) 369-1492, Fax (512) 369-1510

Robert Herman
Chief Financial Officer

September 14, 2006

Western States Jewelers Holding Corp. as well as Western States Jewelers were wholly owned subsidiaries of Barry's Jewelers, Inc. (a California Corporation). The attached excerpt from a bankruptcy filing made by Barry's Jewelers, Inc. in 1998 supports the affiliation between Barry's Jewelers, Inc. and Western States Jewelers Holding Corp.

Page 5 of the same Bankruptcy filing by Barry's Jewelers Inc. indicates the intention of Barry's Jewelers, Inc. to merge the Company into Samuels Jewelers, Inc. after the effective date of the filing made by Barry's Jewelers, Inc.

A press release made by Samuels Jewelers, Inc. in October of 1998 announces the completion of the merger of Barry's Jewelers, Inc. into Samuels Jewelers, Inc. as of that time.

Samuels Jewelers, Inc. is a corporation formed under the laws of the state of Delaware.

Robert Herman
Chief Financial Officer

Attachments

LEE R. BOGDANOFF (State Bar No. 119542),
MICHAEL L. TUCHIN (State Bar No. 150375),
JAMES O. JOHNSTON (State Bar. No. 167330), and
JOSHUA R. ELLINGWOOD (State Bar No. 187117), Members of
STUTMAN, TREISTER & GLATT
PROFESSIONAL CORPORATION
3699 Wilshire Boulevard, Suite 900
Los Angeles, California 90010
Telephone: (213) 251-5248
Facsimile: (213) 251-5288

Reorganization Counsel for Debtor and Debtor in Possession

Debtor's Mailing Address:
2914 Montopolis Drive, Suite 200
Austin, Texas 78741

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re

BARRY'S JEWELERS, INC., a California
corporation; d/b/a The Ringmaker; Samuels
Jewelers; Wallace Jewelers; A. Hirsh & Son
Jewelers; Gold Art Creations; Milen
Jewelers; Keiden's Jewelers; Mission
Jewelers; Schubach Jewelers; Barons
Jewelers; and Hatfield Jewelers; f/d/b/a
Leroy's Jewelers; Alberts Jewelers; Raskins
Jewelers; and Treasures f/a/k/a Jewelers
Holding Corporation; Western States
Jewelers Holding Corp.; BBF Jewelers
Management, Inc.; FBB Jewelers
Management, Inc.; #2; BJI Holding
Company, Inc.; Western States Jewelers'
Corp.; Milens of California; A. Hirsh & Son,
Inc.; Treasures, Inc.; Barry's Jewelers Texas
Corp.; Gold Art Creations, Inc.; and
Jeweler's Management Corporation,

TAX ID #95-3746316

Debtor.

Case No. LA 97-27988 VZ

Chapter 11

**ORIGINAL DISCLOSURE STATEMENT
AND PLAN OF REORGANIZATION,
DATED APRIL 30, 1998, PROPOSED BY
BARRY'S JEWELERS, INC.**

Confirmation Hearing

Date: September 16, 1998
Time: 2:30 p.m.
Place: Courtroom 1368
Roybal Federal Bldg.
255 East Temple Street
Los Angeles, CA 90012

TRADEMARK

REEL - 003390 FRAME - 0479

replacement ballot to Charlotte N. Benford (the "Ballot Tabulator"), Stutman, Treister & Glatt Professional Corporation, 3699 Wilshire Blvd., Suite 900, Los Angeles, California 90010 (facsimile: 213-251-5288).

If your Claim against or Interest in Barry's is not based upon Existing Common Stock or Senior Notes, you must mail or otherwise deliver your completed ballot, in the pre-addressed enclosed envelope, to the Ballot Tabulator. **IN ORDER TO BE COUNTED, YOUR BALLOT MUST BE RECEIVED BY THE BALLOT TABULATOR BY NOT LATER THAN 5:00 P.M., PACIFIC DAYLIGHT TIME, ON AUGUST 10, 1998. DO NOT SUBMIT YOUR BALLOT VIA FACSIMILE. DO NOT RETURN YOUR BALLOT TO THE COURT.**

If your Claim against or Interest in Barry's is based upon Existing Common Stock or Senior Notes, special procedures have been established for the purpose of balloting on the Plan. Please refer to the ballot that you received with this document or contact the Ballot Tabulator for more information.

Any interested party desiring further information with respect to the Plan, or seeking additional copies of this document, should contact the Ballot Tabulator in writing. The cost of any additional copies must be paid by the person ordering them. All pleadings and other papers filed in this case, however, may be inspected free of charge during regular court hours at the Office of the Clerk, United States Bankruptcy Court, 300 North Los Angeles Street, Los Angeles, California.

VII.

BACKGROUND INFORMATION (DESCRIPTION OF BARRY'S PAST AND FUTURE BUSINESS, EVENTS PRECIPITATING BARRY'S BANKRUPTCY PETITION, AND SIGNIFICANT EVENTS IN THE REORGANIZATION CASE)

Barry's is a corporation formed under the laws of the State of California with principal executive offices currently located in Monrovia, California. Barry's, however, is in the process of relocating its headquarters to Austin, Texas, see Section VII.E.13, and the Plan provides for Barry's, on the Effective Date, to be merged into Samuels Jewelers, Inc., a corporation to be formed under the laws of the State of Delaware, and to conduct its business after the Effective Date under the name of "Samuels Jewelers," see Section XIII.

A. Business Background.

Barry's is a large specialty retailer of fine jewelry. Prior to the Petition Date, Barry's operated approximately 163 retail jewelry stores in 18 states (principally in California, Texas, Arizona, North Carolina, Utah, Indiana, Ohio, Colorado, Idaho, and Montana) under the trade names of A. Hirsch & Son Jewelers, Barons Jewelers, Barry's Jewelers, Hatfield Jewelers, Mission Jewelers, The Ringmaker, Samuels Jewelers, and Schubach Jewelers. On the Petition Date, Barry's employed approximately 1,200 employees. Since that time, however, Barry's has closed certain of its stores, reduced its workforce, and eliminated many of its trade names in an effort to restructure and improve its business.

Barry's stores are located in regional malls and offer fine jewelry items, with a principal emphasis on diamond and gemstone jewelry, in a wide range of styles and prices. All of Barry's stores are located on leased premises, with most of the store leases providing for the payment of fixed rent plus real estate taxes, insurance, common area maintenance fees, mall

SAMUELS JEWELERS, INC.

2914 MONTOPOLIS DRIVE, SUITE 200
AUSTIN, TEXAS 78741
PHONE: 512-369-1400
FAX: 512-369-1500

CONTACT

E. Peter Healey
Executive Vice President and
Chief Financial Officer
Phone: 512-369-1415
Fax: 512-369-1515

FOR IMMEDIATE RELEASE

SAMUELS JEWELERS, INC. ANNOUNCES MERGER WITH BARRY'S JEWELERS, INC.

Austin, Texas – October 2, 1998 -- Samuels Jewelers, Inc. ("Samuels") said today that it has completed its merger with Barry's Jewelers, Inc. (Barry's). The transaction consummates Barry's Plan of Reorganization which was confirmed by the U.S. Bankruptcy Court, Central District of California (Los Angeles Division) on September 16, 1998.

Samuels, which was initially capitalized on October 2, with \$15,000,000 in new equity, acquired all the assets of Barry's pursuant to the transaction. The former Bondholders of Barry's exchanged their bonds for equity in Samuels, the former unsecured creditors of Barry's will receive \$0.15 on the dollar for the balance of their claims and Barry's former secured financing facility was paid approximately \$57.9 million in full satisfaction of their notes. The proceeds for these payments came primarily from the proceeds from the new equity, cash on hand and a draw of approximately \$32 million under Samuels \$50 million working capital facility which also closed on October 2.

Samuels, Barry's strongest, most well respected division, will continue implementing the strategies and direction established by the management team which was assembled to develop Barry's Plan of Reorganization.

--more--

Randy N. McCullough, Samuels' president and chief executive officer stated that, "Our new company name communicates a major focus of our strategy for leveraging brand awareness and increasing customer loyalty; converting our five trade names to operate under a single banner—Samuels Jewelers. With the underlying confidence of all our constituents and our strong and experienced management team, our new company is well positioned to compete successfully in the mainstream jewelry industry with a considerable national presence. This truly marks the beginning of a new era for a company that has a diamond tradition of over 100 years."

"Today marks the completion of our metamorphosis", continued McCullough. "We have changed all aspects of the company in the last several months. We have a new assortment of higher quality merchandise designed to provide better values to our customers. We have relocated our headquarters to Austin Texas, to be more responsive to our customers and operate much more efficiently. We have recently unveiled our new store design that presents a more open, friendly and inviting environment for our customers. Today we have the capital structure which we believe will allow us to continue to improve on these objectives and expand with the tremendous tradition of Samuels Jewelers."

Samuels Jewelers, Inc. sells fine jewelry and watches in 116 stores in 19 states under the trade names Samuels, Schubach, Mission, A. Hirsh & Son, and Hatfield Jewelers.

Forward-looking statements in this press release and all other statements that are not historical fact are subject to risks and uncertainties, which may cause the company's performance to vary. Specific risks include, but are not limited to, industry competition factors and other risks identified in the company's filings with the Securities and Exchange Commission.

###