

Form PTO-1594 (Rev. 03-11)
 OMB Collection 0651-0027 (exp. 03/31/2012)

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.

<p>1. Name of conveying party(ies):</p> <p>Rogers Ltd., Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation- State: <u>Ohio</u> <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) <u>United States</u></p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Additional names, addresses, or citizenship attached?</p> <p>Name: <u>Samuels Jewelers, Inc.</u> Internal Address: _____ Street Address: <u>2914 Montopolis Drive, Suite 200</u> City: <u>Austin</u> State: <u>Texas</u> Country: <u>United States</u> Zip: <u>78741</u></p> <p><input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input checked="" type="checkbox"/> Corporation Citizenship <u>Delaware</u> <input type="checkbox"/> Other _____ Citizenship _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)</p>
<p>3. Nature of conveyance / Execution Date(s) :</p> <p>Execution Date(s) <u>March 31, 2010</u></p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p>	
<p>4. Application number(s) or registration number(s) and identification or description of the Trademark.</p> <p>A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>3581088</u></p> <p style="text-align: right;">Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</p> <p><u>"Jennifer Morgan"</u></p>	
<p>5. Name & address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Robert Herman</u> Internal Address: <u>Samuels Jewelers, Inc.</u> Street Address: <u>2914 Montopolis Drive, Suite 200</u> City: <u>Austin</u> State: <u>Texas</u> Zip: <u>78741</u> Phone Number: <u>(512) 369-1492</u> Fax Number: <u>(512) 369-1510</u> Email Address: _____</p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$<u>40.00</u></p> <p><input type="checkbox"/> Authorized to be charged to deposit account <input checked="" type="checkbox"/> Enclosed</p> <p>8. Payment Information:</p> <p>Deposit Account Number _____ Authorized User Name _____</p>
<p>9. Signature: _____ <u>1/25/2012</u></p> <p style="text-align: center;">Signature Date</p> <p style="text-align: center;"><u>Robert Herman</u> <i>Cfa</i></p> <p style="text-align: center;">Name of Person Signing</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: 2</p>	


Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

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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): Rogers Ltd., Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation- State: <u>Ohio</u> <input type="checkbox"/> Other _____ Citizenship (see guidelines) <u>United States</u> Additional names of conveying parties attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	2. Name and address of receiving party(ies) <input type="checkbox"/> Yes Additional names, addresses, or citizenship attached? <input type="checkbox"/> No Name: <u>Samuels Jewelers, Inc.</u> Internal Address: _____ Street Address: <u>2914 Montopolis Drive, Suite 200</u> City: <u>Austin</u> State: <u>Texas</u> Country: <u>United States</u> Zip: <u>78741</u> <input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input checked="" type="checkbox"/> Corporation Citizenship <u>United States</u> <input type="checkbox"/> Other _____ Citizenship _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)
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8. Payment Information: Deposit Account Number _____ Authorized User Name _____	
9. Signature: <div style="text-align: center;">  Signature _____ Date <u>12/18/11</u> Robert Herman <i>CR</i> Name of Person Signing _____ </div> <div style="text-align: right;"> Total number of pages including cover sheet, attachments, and document: 2 </div>	

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Delaware

PAGE 1

The First State

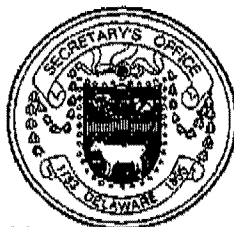
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ROGERS, LTD. INC.", AN OHIO CORPORATION,
WITH AND INTO "SAMUELS JEWELERS, INC." UNDER THE NAME OF "SAMUELS JEWELERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2010, AT 2:54 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2929362 8100M

100338797



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7906885

DATE: 04-01-10

TRADEMARK
REEL: 004704 FRAME: 0267

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 02:57 PM 03/31/2010
 FILED 02:54 PM 03/31/2010
 SRV 100336797 - 2929362 FILE

**STATE OF DELAWARE
 CERTIFICATE OF MERGER OF
 FOREIGN CORPORATION INTO
 A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Samuels Jewelers, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Rogers, Ltd. Inc., a Ohio corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Samuels Jewelers, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

FIFTH: The authorized stock and par value of the non-Delaware corporation is 15,000 no par value.

SIXTH: The merger is to become effective on March 31, 2010.

SEVENTH: The Agreement of Merger is on file at 2914 Montopolis Avenue, Austin, Texas 78741, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the _____ day of March, A.D., 2010.

By: [Signature]
 Authorized Officer

Name: RASESH MOTWANI
 Print or Type

Title: SECRETARY

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/01/2010	201009100171	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
 4400 EASTON COMMONS WAY, SUITE 125
 ATTN: TIMOTHY ROBERSON
 COLUMBUS, OH 43219

STATE OF OHIO
CERTIFICATE
 Ohio Secretary of State, Jennifer Brunner

735990

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

ROGERS LTD., INC.

and, that said business records show the filing and recording of:

Document(s)
MERGED OUT OF EXISTENCE

Document No(s):
201009100171



United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of
 the Secretary of State at Columbus,
 Ohio this 31st day of March, A.D.
 2010.

Jennifer Brunner

Ohio Secretary of State

201009100171

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/01/2010	201009100171	MERGER/LICENSING FOREIGN CORP/FOR PROFIT (MUL)	125.00	200.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
4400 EASTON COMMONS WAY, SUITE 125
ATTN: TIMOTHY ROBERSON
COLUMBUS, OH 43219

**STATE OF OHIO
CERTIFICATE
Ohio Secretary of State, Jennifer Brunner**

1925851

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
SAMUELS JEWELERS, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
MERGER/LICENSING FOREIGN CORP/FOR PROFIT	201009100171

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 31st day of March, A.D.
2010.

Ohio Secretary of State

ASSIGNMENT OF TRADE MARK REGISTRATION**REGISTRANT/ASSIGNOR:****SAMUELS JEWELERS INC., as
successor by merger to ROGERS LTD.,
INC.****Address:****2914 Montopolis Drive, Suite 200
Austin, TX 78741****ASSIGNEE:****SAMUELS JEWELERS INC.****Address:****2914 Montopolis Drive, Suite 200
Austin, TX 78741**

The Assignor is the owner of the trademark "JENNIFER MORGAN" ("Mark") and is the owner of United States Trademark Registration No. 3581088 ("Registration") therefore, and the Assignee is desirous of acquiring the same. In consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns to the Assignee, including its successors, assigns, heirs and administrators, all of the Assignor's right, title and interest in and to the common law rights to the Mark, and the Registration thereof, including the right to sue for damages for all past, present and future infringements of the Mark occurring prior to the execution date of this Assignment, and to any and all marks and registrations which may evolve therefrom; and including all goodwill associated with the Mark transferred hereby;

The Assignor also assigns all of its right, title and interest in and to said Mark in all foreign countries, and all applications for registration of said Mark in foreign countries and any registration(s) which have evolved or may evolve therefrom, including the right to claim International Convention priority; and

The Assignor agrees to execute any papers or perform any acts required to establish, vest or protect the Assignee's rights therein or which may be reasonably requested by Assignee to effectuate the purpose of this Assignment, without any additional payment therefor, but without any expense to Assignor.

Effective date: March 31, 2010

ASSIGNOR:**SAMUELS JEWELERS INC., as
successor by merger to ROGERS LTD.,
INC.**By: 

Name: Robert Herman
Chief Financial Officer
Title: