

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM306930

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BANK OF AMERICA, N.A.		05/29/2014	NATIONAL ASSOCIATION: UNITED STATES

RECEIVING PARTY DATA

Name:	TXDC, L.P.
Street Address:	901 W. WALNUT HILL LANE
City:	IRVING
State/Country:	TEXAS
Postal Code:	75038-1003
Entity Type:	LIMITED PARTNERSHIP: TEXAS
Name:	ZALE DELAWARE, INC.
Street Address:	901 W. WALNUT HILL LANE
City:	IRVING
State/Country:	TEXAS
Postal Code:	75038
Entity Type:	CORPORATION: DELAWARE
Name:	STERLING JEWELERS, INC.
Street Address:	1209 ORANGE STREET
City:	WILMINGTON
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 78

Property Type	Number	Word Mark
Registration Number:	0720467	ZALES
Registration Number:	0765477	RING OF LIFE
Registration Number:	1050371	ZALES THE DIAMOND STORE
Registration Number:	1134849	CORRIGAN'S
Registration Number:	1247023	Z
Registration Number:	1338341	DIAMOND CARD
Registration Number:	1351098	ZALES

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	1364390	ZALES
Registration Number:	1637241	GORDON'S JEWELERS
Registration Number:	1637242	GORDON'S
Registration Number:	1641670	PIERCING PAGODA
Registration Number:	1645647	GORDON'S JOYEROS
Registration Number:	1811208	WRIGHT KAY
Registration Number:	2068743	ZALES
Registration Number:	2071655	SILVER & GOLD CONNECTION
Registration Number:	2133109	ZALES
Registration Number:	2142398	PGDA
Registration Number:	2208503	EVERY DAY IS SOMEONE'S BIRTHDAY AT ZALES
Registration Number:	2274924	ZALES HOLIDAY BEAR
Registration Number:	2296939	ZALES THE DIAMOND STORE OUTLET
Registration Number:	2309877	ZALES SIGNATURE COLLECTION
Registration Number:	2436208	BRILLIANT BUY
Registration Number:	2446010	HINT, HINT. . .
Registration Number:	2581578	THE ZALES DIAMOND
Registration Number:	2662867	ZALES OUTLET
Registration Number:	2740056	PIERCING PAGODA
Registration Number:	2774796	ZALES THE DIAMOND STORE
Registration Number:	2835139	THE GORDON'S DIAMOND
Registration Number:	2875350	MY IDEAL
Registration Number:	2929410	BODY BY PAGODA
Registration Number:	2941301	ZALES LA JOYERIA DE DIAMANTES
Registration Number:	2944606	MAKING MOMENTS LAST A LIFETIME
Registration Number:	2985968	ZP
Registration Number:	2990093	
Registration Number:	3012806	PIERCING PAGODA+
Registration Number:	3025181	BRILLIANT BUY
Registration Number:	3025182	UNA COMPRA BRILLANTE
Registration Number:	3026017	GORDON'S LASERGUARD PROTECTION
Registration Number:	3063698	100 YEARS OF LOVE
Registration Number:	3077213	GOT GOLD? GET THREADS!
Registration Number:	3085547	BE BRILLIANT
Registration Number:	3114058	BE BRILLIANT
Registration Number:	3346252	WHEN YOU'VE GOT THE PERFECT GIFT YOU KNO
Registration Number:	3370839	ROMANTIC CREATION
Registration Number:	3374374	ROMANTIC CREATION INSPIRED BY LOVE . CRE
Registration Number:	3390135	QUALITY TRUST EXPERTISE

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3412788	CELEBRATION DIAMOND
Registration Number:	3432046	TOTALLY PAGODA
Registration Number:	3436856	TIMECHANGE
Registration Number:	3446182	ZALES COMPANY STORE
Registration Number:	3447069	BELLY ICING
Registration Number:	3454770	M.Y. BEADS MAKE IT YOURS
Registration Number:	3455127	CELEBRATING RELATIONSHIPS SINCE 1905
Registration Number:	3562705	EVERY BODY DESERVES A LITTLE ICING
Registration Number:	3565444	LOVE ROCKS BY JAGS
Registration Number:	3770845	LINZ AWARD
Registration Number:	3848823	THIS HOLIDAY SAY I LOVE YOU LIKE NEVER B
Registration Number:	3848824	SAY I LOVE YOU LIKE NEVER BEFORE
Registration Number:	3958556	BRILLIANT VALUE
Registration Number:	3975157	C
Registration Number:	3982120	WISH UPON A DIAMOND
Registration Number:	4060840	GET INSPIRED
Registration Number:	4073335	BODY BY PAGODA
Registration Number:	4076470	EL LUGAR DE DIAMANTES
Registration Number:	4169171	TINY TOES
Serial Number:	77259071	CELEBRATE HER FOREVER
Serial Number:	77259081	CELEBRATE HER FOREVER
Serial Number:	77485388	Z-OSK
Serial Number:	77572081	ECOLOGY
Serial Number:	77572085	ECOLOGY
Serial Number:	77740999	ECOLOGIE
Serial Number:	77741001	ECOLOGIE
Serial Number:	77830594	ECOLOGIE
Serial Number:	77832411	
Serial Number:	77846886	DELICIOUSLY YOURS
Serial Number:	77933325	AMERICA'S DIAMOND STORE
Serial Number:	85395644	IDEAL ROMANCE
Serial Number:	85609374	CANDY COLORED DIAMONDS

CORRESPONDENCE DATA

Fax Number: 2128338007

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 212-833-8000

Email: devon.goldberg@weil.com

Correspondent Name: Paul Overmyer

TRADEMARK

REEL: 005298 FRAME: 0014

Address Line 1: Weil, Gotshal & Manges LLP
Address Line 2: 767 Fifth Avenue
Address Line 4: New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER: 69167.0036.A716

NAME OF SUBMITTER: Devon J. Goldberg

SIGNATURE: /Devon J. Goldberg/

DATE SIGNED: 06/06/2014

Total Attachments: 7

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RELEASE OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

May 29, 2014

WHEREAS, ZALE CORPORATION, a Delaware corporation (“**Zale**”) and each of the entities listed on Schedule I attached hereto (individually, a “Grantor” and together with Zale, the “**Grantors**”) granted a security interest to BANK OF AMERICA, N.A., as collateral agent (the “**Collateral Agent**”) in and lien upon certain trademarks as set forth in (i) that certain Patent and Trademark Security Agreement dated May 10, 2010 by the Grantors in favor of the Collateral Agent (the “**2010 Trademark Security Agreement**”), which was recorded in the United States Patent and Trademark Office on May 25, 2010 at Reel 004212, Frame 0870 and (ii) that certain Patent and Trademark Security Agreement dated July 24, 2012 by the Grantors in favor of the Collateral Agent (the “**2012 Trademark Security Agreement**”, and together with the 2010 Trademark Security Agreement, collectively, the “**Trademark Security Agreement**”), which was recorded in the United States Patent and Trademark Office on November 2, 2012 at Reel 004891, Frame 0664;

WHEREAS, the Grantors have requested that the Collateral Agent release and reassign to Grantors their interest in the trademarks identified in **Schedule A** hereto and made a part hereof; and

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Collateral Agent hereby:

1. releases and reassigns to Grantors any and all liens, security interests, right, title and interest of Collateral Agent pursuant to the Trademark Security Agreement in the trademarks identified in **Schedule A** and/or any goodwill associated with any of the trademarks identified in **Schedule A**, without recourse or representation or warranty, express or implied of any kind; and

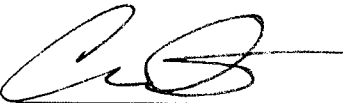
2. authorizes and requests that the United States Patent and Trademark Office note and record the existence of the release hereby given.

[Signature page follows]

IN WITNESS WHEREOF, Collateral Agent has caused this Release of Security Interest in United States Trademarks to be executed by its duly authorized officer as of the date above first written.

COLLATERAL AGENT:

BANK OF AMERICA, N.A., as Collateral Agent

By: 
Name: **Andrew Cerussi**
Title: **Director**

Signature Page to Release to Security Interest In United States Trademarks


TRADEMARK
REEL: 005298 FRAME: 0017

**SCHEDULE I
GRANTORS**

Grantor	State of Jurisdiction	Type of Entity
Zale Delaware, Inc.	Delaware	Corporation
Zale Puerto Rico, Inc.	Puerto Rico	Profit Corporation
ZGCO, LLC	Virginia	LLC
TXDC, L.P.	Texas	Limited Partnership
Zale Canada Co.	Nova Scotia	Unlimited Company
Zale Canada Finco, LLC	Delaware	LLC
Zale International, Inc.	Delaware	Corporation
Zale Employees' Child Care Association, Inc.	Texas	Corporation
ZAP, Inc.	Delaware	Corporation
ZCSC, LLC	Delaware	LLC

SCHEDULE A
TO
RELEASE OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

Registrant's Name	Trademark Name	Registration/ Serial Number	Current Owner (If Other than Registrant)
Zale Jewelry Company Inc.	ZALES	0720467	TXDC L. P.
Zale Jewelry Company, Inc.	RING OF LIFE	0765477	TXDCP, L. P.
TXDC, L.P.	ZALES THE DIAMOND STORE (STYLIZED)	1050371	
TXDC, L.P.	CORRIGAN'S	1134849	
TXDC, L.P.	MISC. DESIGN (FLYING Z)	1247023	
TXDC, L.P.	DIAMOND CARD	1338341	
TXDC, L.P.	ZALES	1351098	
TXDC, L.P.	ZALES	1364390	
TXDC, L.P.	GORDON'S JEWELERS	1637241	
TXDC, L.P.	GORDON'S	1637242	
TXDC, L.P.	PIERCING PAGODA & Design	1641670	
TXDC, L.P.	GORDON'S JOYEROS	1645647	
Zale Delaware, Inc. Sterling Jewelers, Inc.	WRIGHT KAY	1811208	
TXDC, L.P.	ZALES	2068743	
TXDC, L.P.	SILVER & GOLD CONNECTION	2071655	
TXDC, L.P.	ZALES	2133109	
TXDC, L.P.	PGDA	2142398	
TXDC, L.P.	EVERY DAY IS SOMEONE'S BIRTHDAY AT ZALES	2208503	
TXDC, L.P.	ZALES HOLIDAY BEAR	2274924	
TXDC, L.P.	ZALES THE DIAMOND STORE OUTLET	2296939	
TXDC, L.P.	ZALES SIGNATURE COLLECTION	2309877	
TXDC, L.P.	BRILLIANT BUY & Design	2436208	

Registrant's Name	Trademark Name	Registration/ Serial Number	Current Owner (If Other than Registrant)
TXDC, L.P.	HINT, HINT...	2446010	
TXDC, L.P.	THE ZALES DIAMOND	2581578	
TXDC, L.P.	ZALES OUTLET	2662867	
TXDC, L.P.	PIERCING PAGODA	2740056	
TXDC, L.P.	ZALES THE DIAMOND STORE	2774796	
TXDC, L.P.	THE GORDON'S DIAMOND	2835139	
TXDC, L.P.	MY IDEAL	2875350	
TXDC, L.P.	BODY BY PAGODA	2929410	
TXDC, L.P.	ZALES LA JOYERIA DE DIAMANTES	2941301	
TXDC, L.P.	MAKING MOMENTS LAST A LIFETIME	2944606	
TXDC, L.P.	ZP	2985968	
TXDC, L.P.	MISC. DESIGN (FLYING Z) 	2990093	
TXDC, L.P.	PIERCING PAGODA+	3012806	
TXDC, L.P.	BRILLIANT BUY (WORD MARK)	3025181	
TXDC, L.P.	UNA COMPRA BRILLANTE	3025182	
TXDC, L.P.	GORDON'S LASERGUARD PROTECTION	3026017	
TXDC L. P.	100 YEARS OF LOVE	3063698	
TXDC, L.P.	100 YEARS OF LOVE	3063698	
TXDC L. P.	GOT GOLD? GET THREADS!	3077213	
TXDC, L.P.	BE BRILLIANT	3085547	
TXDC, L.P.	BE BRILLIANT	3114058	
TXDC, L.P.	WHEN YOU'VE GOT THE PERFECT GIFT YOU KNOW IT	3346252	

Registrant's Name	Trademark Name	Registration/ Serial Number	Current Owner (If Other than Registrant)
TXDC L. P.	ROMANTIC CREATION	3370839	
TXDC, L.P.	ROMANTIC CREATION. INSPIRED BY LOVE...CREATED BY YOU	3374374	
TXDC, L.P.	QUALITY TRUST EXPERTISE & Design	3390135	
TXDC, L.P.	CELEBRATION DIAMOND	3412788	
TXDC, L.P.	TOTALLY PAGODA	3432046	
TXDC, L.P.	TIMECHANGE	3436856	
TXDC, L.P.	ZALES COMPANY STORE	3446182	
TXDC, L.P.	BELLY ICING	3447069	
TXDC, L.P.	M.Y. BEADS MAKE IT YOURS	3454770	
TXDC, L.P.	CELEBRATING RELATIONSHIPS SINCE 1905	3455127	
TXDC, L.P.	EVERY BODY DESERVES A LITTLE ICING	3562705	
TXDC, L.P.	LOVE ROCKS BY JAGS & Design	3565444	
TXDC, L.P.	LINZ AWARD	3770845	
TXDC L. P.	THIS HOLIDAY SAY I LOVE YOU LIKE NEVER BEFORE	3848823	
TXDC L. P.	SAY I LOVE YOU LIKE NEVER BEFORE	3848824	
TXDC L. P.	BRILLIANT VALUE	3958556	
TXDC L. P.	C & Design	3975157	
TXDC L. P.	WISH UPON A DIAMOND	3982120	
TXDC L. P.	GET INSPIRED	4060840	
TXDC L. P.	BODY BY PAGODA	4073335	
TXDC L. P.	EL LUGAR DE DIAMANTES	4076470	

Registrant's Name	Trademark Name	Registration/ Serial Number	Current Owner (If Other than Registrant)
TXDC L. P.	TINY TOES & Design	4169171	
TXDC L. P.	CELEBRATE HER FOREVER	77259071	
TXDC L. P.	CELEBRATE HER FOREVER	77259081	
TXDC L. P.	Z-OSK	77485388	
TXDC L. P.	ECOLOGY	77572081	
TXDC L. P.	ECOLOGY	77572085	
TXDC L. P.	ECOLOGIE	77740999	
TXDC L. P.	ECOLOGIE	77741001	
TXDC L. P.	ECOLOGIE & Design (w/ Butterfly)	77830594	
TXDC L. P.	Miscellaneous Design (Ecologie Butterfly Design)	77832411	
TXDC L. P.	DELICIOUSLY YOURS	77846886	
TXDC L. P.	AMERICA'S DIAMOND STORE	77933325	
TXDC L. P.	IDEAL ROMANCE	85395644	
TXDC L. P.	CANDY COLORED DIAMONDS	85609374	