

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hillwood Development Company, L.L.C.		05/01/2003	Limited liability company organized under the laws of the State of Texas: TEXAS

RECEIVING PARTY DATA

Name:	Victory Intangibles, L.P.
Street Address:	2401 North Houston
City:	Dallas
State/Country:	TEXAS
Postal Code:	75219
Entity Type:	LIMITED PARTNERSHIP: TEXAS

PROPERTY NUMBERS Total: 16

Property Type	Number
Serial Number:	75539585
Serial Number:	75978971
Serial Number:	75567148
Serial Number:	75978947
Serial Number:	76279226
Serial Number:	76279229
Serial Number:	76279465
Serial Number:	76279445
Serial Number:	76279755
Serial Number:	76279754
Serial Number:	76280144

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Serial Number:	76279757
Serial Number:	76279759
Serial Number:	76296815
Registration Number:	2463173
Registration Number:	2570031

CORRESPONDENCE DATA

Fax Number: (214)756-8697

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 214-740-8570

Email: jwiseman@lockeliddell.com

Correspondent Name: Stephen L. Sapp

Address Line 1: 2200 Ross Avenue, Suite 2200

Address Line 4: Dallas, TEXAS 75201-6776

ATTORNEY DOCKET NUMBER:	42324/00003
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NAME OF SUBMITTER:	John D. Wiseman
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<p>Total Attachments: 2 source=victorytmassignment#page1.tif source=victorytmassignment#page2.tif</p>

TRADEMARK ASSIGNMENT

WHEREAS, Hillwood Development Company, LLC, a limited liability company organized and existing under and by virtue of the laws of the state of Texas, having a place of business at Three Lincoln Centre, 5430 LBJ Freeway, Suite 800, Dallas, Texas 75240, herein below called "Assignor," is the applicant and registrant in the following identified intent-to-use applications and trademark registrations:

Intent-To-Use Trademark Applications

<i>Serial Numbers</i>	<i>Marks</i>	<i>Application Dates</i>
75/539,585	VICTORY	8/20/1998
75/978,971	VICTORY	8/20/1998
75/567,148	V VICTORY & DESIGN	10/9/1998
75/978,947	V VICTORY & DESIGN	10/9/1998
76/279,226	VICTORY PLAZA	7/2/2001
76/279,229	VICTORY SQUARE	7/2/2001
76/279,465	VICTORY SQUARE	7/2/2001
76/279,445	VICTORY PLAZA	7/2/2001
76/279,755	VICTORY PLAZA	7/2/2001
76/279,754	VICTORY PLAZA	7/2/2001
76/280,144	VICTORY PLAZA	7/2/2001
76/279,757	VICTORY TOWER	7/2/2001
76/279,759	VICTORY TOWER	7/2/2001
76/296,815	TEXAS HOUSE	8/8/2001

Trademark Registrations

<i>Registration Numbers</i>	<i>Marks</i>	<i>Registration Dates</i>
2,463,173	V VICTORY & DESIGN	6/26/2001
2,570,031	V VICTORY & DESIGN	5/14/2002

and

WHEREAS, Victory Intangibles, L.P., a limited partnership organized and existing under and by virtue of the laws of the state of Texas, and having a place of business at Three Lincoln Centre, 5430 LBJ Freeway, Suite 800, Dallas, Texas 75240, herein below called "Assignee," is desirous of acquiring the entire right, title and interest in and to the marks, the applications and the registrations granted thereon, and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith;

WHEREAS, Assignee is the successor to the business of the Assignor, or that portion thereof, to which the marks pertain and that business is ongoing and existing;

THEREFORE, BE IT KNOWN that for a nd i n c onsideration o f t he sum o f O ne Dollar (\$1.00) to it in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor has sold, assigned, transferred and by these presents does hereby sell, assign and transfer unto Assignee, its successors or assigns, the entire right, title and interest in and to the marks, the applications and registrations, and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement thereof and other past injury thereto.

Date: May 1, 2003

HILLWOOD DEVELOPMENT COMPANY, LLC,
a Texas limited liability company



Name: Jonas Woods
Title: Executive Vice President

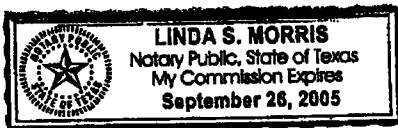
STATE OF TEXAS

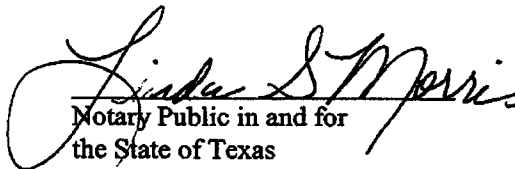
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COUNTY OF DALLAS

BEFORE ME, the undersigned authority, on this day personally appeared Jonas Woods, Executive Vice President of Hillwood Development Company, LLC, a Texas limited liability company, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me under oath, and for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND and seal of office, this 1st day of May, 2003.





Notary Public in and for
the State of Texas

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