

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Memoire Corporation		01/06/2004	CORPORATION: RHODE ISLAND

RECEIVING PARTY DATA	
Name:	TXDC, L.P.
Composed Of:	COMPOSED OF General Partner is Zale Delaware, Inc., a Delaware corporation
Street Address:	901 West Walnut Hill Lane
City:	Irving
State/Country:	TEXAS
Postal Code:	75038
Entity Type:	LIMITED PARTNERSHIP: TEXAS

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2759135	LETTERS OF LOVE

CORRESPONDENCE DATA	
Fax Number:	(214)999-9164
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2149691677
Email:	trina.brainard@tklaw.com
Correspondent Name:	Molly Buck Richard
Address Line 1:	1700 Pacific Avenue, Suite 3300
Address Line 4:	Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	004918.000014
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NAME OF SUBMITTER:	Molly Buck Richard
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Total Attachments: 3
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CH \$40.00 2759135

ASSIGNMENT OF UNITED STATES TRADEMARK

WHEREAS, Memoire Corporation, a Rhode Island corporation, with a place of business at 1551 East Genesee Street, Skaneateles, NY 13152 (hereinafter "Assignor"), is the owner of the trademark and the United States Trademark Registration set forth on the attached Schedule A (hereinafter referred to as the "Trademark");


WHEREAS, TXDC, L.P., a Texas limited partnership, with a place of business at 901 West Walnut Hill Lane, Irving, TX 75038 (hereinafter "Assignee"), is desirous of acquiring all right, title and interest in and to the Trademark, together with the goodwill of the business symbolized by the Trademark and the registration thereof set forth on the attached Schedule A; and

WHEREAS, it is desired that the assignment of the Trademark listed on the attached Schedule A be made a matter of record in the United States Trademark Office,

NOW, THEREFORE, for good and valuable consideration, the full receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Assignor hereby sells, assigns, transfers and conveys unto Assignee all of its right, title and interest in and to the Trademark set forth on the attached Schedule A, including any choses in action relating to said Trademark, claims for damages, profits and costs, both in equity and law, for any infringement or infringements of said Trademark rights accruing on or before the date of this Assignment, together with the goodwill of the business symbolized by the Trademark, and including the registration thereof as set forth on the attached Schedule A, and further, Assignor hereby covenants, agrees and undertakes to execute all applications, assignments, lawful oaths and any other papers which Assignee may deem necessary or desirable for securing to Assignee

or for maintaining for Assignee the Trademark hereby assigned, all without further compensation to Assignor.

MEMOIRE CORPORATION

By: 
/DOUGLAS MCDOWELL
President

STATE OF NEW YORK

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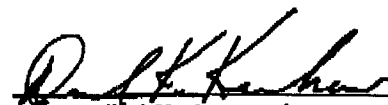
SS

COUNTY OF ONONDAGA

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BEFORE ME, the undersigned Notary Public, on this 6th day of January, 2004 personally appeared J. Douglas McDowell, personally known to me (or proven to me on the basis of satisfactory evidence) to be the person who executed the foregoing instrument as President of Memoire Corporation, the corporation therein named, and acknowledged to me that the instrument was signed on behalf of said corporation pursuant to appropriate authority for the purposes therein set forth and intending that this instrument be recorded.

[SEAL]


Notary Public in and for
the State of New York
My Commission Expires 08/18/2006

DIKE 4862711 DAVID K. KERSHAW
Printed or stamped name of notary

SCHEDULE A

REGISTRATION NO.

MARK

REGISTRATION DATE

2,759,135

LETTERS OF LOVE

September 2, 2003