

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

Form PTO-1595  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)  
**HILLWOOD DEVELOPMENT COMPANY, L.L.C.**

Additional name(s) and address(es) attached?  Yes  No

2. Name and address of receiving party(ies):

Name: **VICTORY INTANGIBLES, L.P.**, a Texas limited partnership, Composed of **ANLAND GP, L.P.**, a Texas limited partnership, its general partner, Composed of **ANLAND HOLDINGS INC.**, a Texas corporation, its general partner

Internal Address:

Street Address:  
**2401 NORTH HOUSTON  
DALLAS TX 75219**

Additional name(s) and address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment       Merger

Security Agreement       Change of Name

Other Assignment Cover Sheet correcting Assignment Receiving Party found at Reel/Frame 002648/0512  
Execution Date: May 1, 2003

4. Application number(s) or registration number(s):  
If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. See Attached Schedule 1      B. See Attached Schedule 1

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

**STEPHEN L. SAPP  
2200 ROSS AVE.  
SUITE 2200  
DALLAS, TEXAS 75201**

6. Total number of applications and patents involved: **13**


7. Total fee (37 CFR 3.41).....\$340.00

Enclosed  
 Authorized to be charged to deposit account  
 Any deficiencies or overpayments are authorized to be charged to or credited to deposit account

8. Deposit Account Number: 12-1781 (92249/84354)  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Signature.  
Stephen L. Sapp  
Name of Person Signing

  
Signature

12/9/04  
Date

Total number of pages including cover sheet, attachments and document: 9

CH \$340.00 121781 76978947

**SCHEDULE 1**

<i>Reg. / Serial Numbers</i>	<i>Marks</i>	<i>Registration / Application Dates</i>
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
2,463,173	VICTORY	6/26/2001
2,570,031	V VICTORY	5/14/2002

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1

05/06/2003

Stylesheet Version v1.1

900000220

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

CH \$415.00 75539585

OPR/ASSIGNMENTS 5/13/03 6:04 PAGE 6/6 RightFAX

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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Total Attachments: 2  
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 source=victorytmassignment#page2.tif

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 and in consideration of the sum of One 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



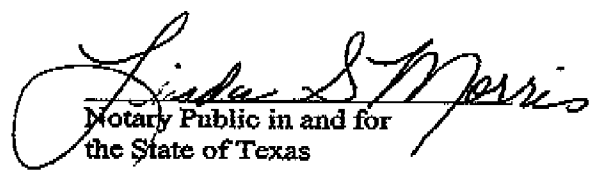
Name: Jonas Woods  
Title: Executive Vice President

STATE OF TEXAS  
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 1<sup>st</sup> day of May, 2003.

  
Notary Public in and for  
the State of Texas