

02-19-2002

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U.S. DEPARTMENT OF COMMERCE
REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY



To the Honorable Commissioner of Patents and Trademarks

101985232

Attached original document or copy thereof

1. Name of Party(ies) conveying an interest:

PIER 1 LICENSING, INC.
301 Commerce, Suite 600
Fort Worth, Texas 76102

1-28-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Delaware
 Other

2. Name and Address of Party(ies):

PIER 1 HOLDINGS, INC.
301 Commerce, Suite 600
Fort Worth, Texas 76102

01-28-2002
U.S. Patent & TMO/TM Mail Rcpt Dt. #71

Individual Association
 General Partnership Limited Partnership
 Corporation - Delaware
 Other
 Citizenship

3. Interest Conveyed:

Assignment Change of Name
 Security Agreement Merger
 Other

Effective Date: November 30, 2001

If not domiciled in the United States, a domestic representative designation is attached:

Yes
 No

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)
75938732; 76/239580

B. Trademark Registration No.(s)
See Attached Schedule

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

Name: Priscilla L. Dunkel, Esq.
Baker Botts L.L.P.
Street Address: 2001 Ross Avenue, Suite 600
City: Dallas
State: Texas Zip: 75201-2980

6. Number of applications and registrations involved: 16

7. Amount of fee enclosed or authorized to be charged: \$415.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

02/15/2002 AMMED1 00000201 75938732

01 FC:481 40.00 DP
02 FC:482 375.00 DP

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Priscilla L. Dunkel *Priscilla L. Dunkel* 1-28-02
Name of Person Signing Signature Date

Total number of pages including cover sheet 5

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

Listing of Trademark Registrations – Continued

948,076
1,104,059
1,407,194
1,620,518
2,066,676
2,099,184
2,188,919
2,225,971
2,225,972
2,228,300
2,258,302
2,448,618
2,471,731
2,482,339

TRADEMARK ASSIGNMENT

WHEREAS, PIER 1 LICENSING, INC., a Delaware corporation, having an address of 301 Commerce Street, Suite 600, Fort Worth, Texas 76102 (hereafter "Assignor"), is the owner in the United States and Canada of all right, title and interest in and to the Trademark Applications and Trademark Registrations set forth on Exhibit A attached hereto and the associated marks represented by those applications and registrations (hereafter collectively the "Marks"); and

WHEREAS, PIER 1 HOLDINGS, INC., a Delaware corporation, having an address of 301 Commerce Street, Suite 600, Fort Worth, Texas 76102 (hereafter "Assignee"), is a wholly owned subsidiary of Assignor and pursuant to a Contribution Agreement between Assignor and Assignee dated November 30, 2001 has acquired all right, title and interest in and to the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor pursuant to, and in confirmation of, the referenced Contribution Agreement does hereby contribute, grant, convey, assign, transfer and deliver to Assignee, its successors, assigns and legal representatives, Assignor's entire right, title and interest in and to the Marks throughout the United States and Canada.

Assignor also assigns unto Assignee all claims for damages by reason of infringement, prior to the assignment date, of the Marks throughout the United States and Canada, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

IN WITNESS WHEREOF, the Parties have caused this Trademark Assignment to be executed on the dates set forth below to be effective as of November 30, 2001.

ASSIGNOR:
Pier 1 Licensing, Inc.

By: Charles H. Turner
Charles H. Turner
Senior Vice President

Date: 12/19/2001

ASSIGNEE:
Pier 1 Holdings, Inc.

By: J. Rodney Lawrence
J. Rodney Lawrence
Senior Vice President

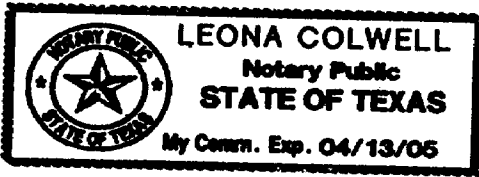
Date: 12/19/2001

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

Before me, the undersigned, a Notary Public on this day personally appeared Charles H. Turner, to me known and known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of the said PIER 1 LICENSING, INC., a Delaware corporation, and that he had executed the same as the act of such corporation for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, the 19 day of December, 2001.

[SEAL]



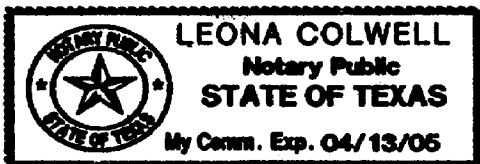
Leona Colwell
Notary Public in and for
the State of Texas

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

Before me, the undersigned, a Notary Public on this day personally appeared J. Rodney Lawrence, to me known and known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of the said PIER 1 HOLDINGS, INC., a Delaware corporation, and that he had executed the same as the act of such corporation for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, the 19 day of December, 2001.

[SEAL]



Leona Colwell
Notary Public in and for
the State of Texas

EXHIBIT A

U.S. Issued Trademark Registrations

Registration No.	Issue Date	Mark
948,076	28-NOV-1972	PIER 1 IMPORTS
1,104,059	10-OCT-1978	PIER 1
1,407,194	26-AUG-1986	A PLACE TO DISCOVER
1,620,518	30-OCT-1990	PIER 1 IMPORTS
1,903,864	04-JUL-1995	FOR A CHANGE
1,907,947	25-JUL-1995	PIER 1 IMPORTS FOR A CHANGE
2,066,676	03-JUN-1997	THE MARKET OF PIER 1
2,099,184	23-SEP-1997	FLORENTINO
2,188,919	15-SEP-1998	FROM THE GARDEN OF PIER 1
2,225,971	23-FEB-1999	PIER 1 IMPORTS (Stylized/White on Blue)
2,225,972	23-FEB-1999	PIER 1 IMPORTS (Stylized/Blue on White)
2,228,300	02-MAR-1999	PIER 1 IMPORTS (Stylized)
2,258,302	29-JUN-1999	SPICED PEAR
2,448,618	08-MAY-2001	OCEANS
2,471,731	24-JUL-2001	DESIGN SENSES
2,482,339	28-AUG-2001	DESIGN CONCEPTS

U.S. Pending Trademark Applications

Serial No.	Filing Date	Mark
75/938,732	07-MAR-2000	GET IN TOUCH WITH YOUR SENSES
76/239,580	10-APR-2001	MULTIPLES

Foreign Issued Trademark Registrations

Country	Registration No.	Issue Date	Mark
Canada	TMA182573	21-APR-1972	PIER I IMPORTS
Canada	TMA514173	10-AUG-1999	THE MARKET OF PIER 1