FORM PTO-1618A
Expires 06/30/99
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10-08-1999

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

SHEET

TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

☒ New

☐ Resubmission (Non-Recordation)
Document ID#

☐ Correction of PTO Error

Reel # Frame #

☐ Corrective Document

Reel # Frame #

Conveyance Type

☐ Assignment ☐ License

☐ Security ☐ Nunc Pro Tunc Assignment

Effective Date
Month Day Year
9/15/99

☐ Merger

☐ Change of Name

☒ Other Notice of Grant of Security Interest

MRD 10-5-99

Conveying Party ☐ **Mark if additional names of conveying parties attached**

Execution Date
Month Day Year

Name Crescent Jewelers, Inc. 9/15/99

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization Delaware

Receiving Party ☐ **Mark if additional names of receiving parties attached**

Name Bank of America, N.A., as Collateral Agent

DBA/AKA/TA

Composed of

Address (line 1) 101 N. Tryon Street

Address (line 2) 15th Floor

Address (line 3) Charlotte (City) NC (State/Country) 28255 (Zip Code)

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

☐ Corporation ☐ Association

☒ Other National Banking Association

☐ Citizenship/State of Incorporation/Organization

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02 FC:482 [illegible]

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name: N/A

Address (line 1):

Address (line 2):

Address (line 3):

Address (line 4):

Correspondent Name and Address

Area Code and Telephone Number: (919) 286-8000

Name: Mark H. Webbink

Address (line 1): Moore & Van Allen, PLLC

Address (line 2): 2200 West Main Street

Address (line 3): Suite 800

Address (line 4): Durham, NC 27705-4658

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 7

Trademark Application Number(s) or Registration Number(s) ☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
			2,125,567		
			2,123,751		
			2,123,750		

Number of Properties Enter the total number of properties involved. # 3

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): $ 90.00

Method of Payment: Enclosed ☒ Deposit Account ☒
Deposit Account (any deficiency)
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: # 13-4365
Authorization to charge additional fees: Yes ☒ No ☐

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. Charges to deposit account are authorized, as indicated herein.

Mark H. Webbink — Name of Person Signing

[signature] — Signature

10/1/99 — Date Signed

NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of September 15, 1999 (the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the Secured Parties referenced therein (the "Secured Parties"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Secured Parties:

TRADEMARKS

Trademark No.	Description of Trademark Item	Date of Trademark

TRADEMARK APPLICATIONS

Trademark Applications No.	Description of Trademark Applied For	Date of Trademark Applications

The Grantors and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CRESCENT JEWELERS, INC.

By: _____
Name: Joseph Donaghy
Title: SVP+CFO

Acknowledged and Accepted:

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

By: _____
Name: Scott E. Reed
Title: Senior Vice President

Crescent Jewelers, Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
FOUR STAR DIAMONDS	2,125,567	12/30/97
THREE STAR DIAMONDS	2,123,751	12/23/97
FIVE STAR DIAMONDS	2,123,750	12/23/97

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