

02-18-2000

FORM PTC-159
1-31-92

MRO 1-2800



ET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101270032

Tab settings => => =>

To the Honorable Commiss.

Attached original documents or copy thereo:

| | |
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| <p>1. Name of conveying party(ies):</p> <p>Long's Jewelers, Ltd. 60 A South Avenue Burlington, Massachusetts 01803</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: Massachusetts <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | <p>2. Name and address of receiving party(ies):</p> <p>Name: <u>General Electric Capital Corporation</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>201 High Ridge Road</u></p> <p>City: <u>Stamford</u> State: <u>CT</u> ZIP: <u>06927</u></p> |
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| <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: <u>December 8, 1999</u></p> | <p><input type="checkbox"/> Individual(s) citizenship _____</p> <p><input type="checkbox"/> Association _____</p> <p><input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____</p> <p><input checked="" type="checkbox"/> Corporation-State <u>New York</u></p> <p><input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> |
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| <p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>See Attached Schedule A</u></p> | <p>B. Trademark registration No.(s) <u>See Attached Schedule A</u></p> |
|--|--|

Additional numbers attached? Yes No

| | |
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| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Federal Research Corp.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>400 Seventh Street, NW, Suite 101</u></p> <p>City: <u>Washington</u> State: <u>D.C.</u> ZIP: <u>20004</u></p> | <p>6. Total number of applications and registrations involved: 3</p> <p>7. Total fee (37 CFR 3.41): \$ <u>90.00</u></p> <p><input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p> |
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DO NOT USE THIS SPACE

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

Richard Roel Richard Roel 1/28/00
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 6

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

02/17/2000 DNGUYEN 00000004 1784605

01 FC:481 40.00 OP
02 FC:482 50.00 OP

1067873.1/RIR/19556/037 1/26/00

TRADEMARK
REEL: 002023 FRAME: 0911

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Long's Jewelers, LTD, a corporation formed under the laws of Massachusetts, located at 60 A South Avenue, Burlington, Massachusetts 01803 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to General Electric Capital Corporation ("Lender") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, between Lender and Borrower, and (ii) a certain Trademark Security Agreement, dated the date hereof, made by Borrower in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: December 8, 1999

Witness:

Tony L. Short

LONG'S JEWELERS, LTD

By: RL Patterson

Name: President
Its:

Witness:

GENERAL ELECTRIC CAPITAL CORPORATION

By: _____

Name:
Its: Duly Authorized Signatory

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Long's Jewelers, LTD, a corporation formed under the laws of Massachusetts, located at 60 A South Avenue, Burlington, Massachusetts 01803 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to General Electric Capital Corporation ("Lender") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, between Lender and Borrower, and (ii) a certain Trademark Security Agreement, dated the date hereof, made by Borrower in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: December 5, 1999

Witness:

LONG'S JEWELERS, LTD

By: _____

Name:

Its:

Witness:

GENERAL ELECTRIC CAPITAL CORPORATION




By: Robert McNeill

Name: Robert McNeill

Its: Duly Authorized Signatory

STATE OF MASSACHUSETTS)
 : ss.:
COUNTY OF WINDHAM)

On this 1 day of December, 1999, before me personally came ROBERT POTTS, to me known, who, being by me duly sworn, did depose and say that he is the PRESIDENT of Long's Jewelers, LTD, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.



Notary Public
DEBORAH S. LOMBARDI
Notary Public
My Comm. Expires July 24, 2003

STATE OF _____)
 : ss.:
COUNTY OF _____)

On this ___ day of December, 1999, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is the Duly Authorized Signatory of General Electric Capital Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

Notary Public

STATE OF MASSACHUSETTS)
 : ss.:
COUNTY OF _____)

On this ___ day of December, 1999, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is the _____ of Long's Jewelers, LTD, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Notary Public

STATE OF Connecticut)
 : ss.:
COUNTY OF Fairfield)

On this 8th day of December, 1999, before me personally came Robert Mowbray, to me known, who, being by me duly sworn, did depose and say that he is the Duly Authorized Signatory of General Electric Capital Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

Tina Critelli
Notary Public

TINA CRITELLI
Notary Public, State of Conn
Qualified in Fairfield County
Commission Expires June 30, 2004

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated December 8, 1999, by and between General Electric Capital Corporation and Long's Jewelers, LTD

| <u>Reg. No. or Application No.</u> | <u>Trademark</u> | <u>Reg. or Filing Date</u> |
|--|---------------------|--------------------------------|
| 1,784,605 | Long's | 7/27/93 |
| 1,792,034 | Thomas Long Company | 9/7/93 |
| 1,688,971 | Ross Jewelers | 5/26/92 |