

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|----------|----------------|-----------------------|
| Birks & Mayors Inc. | | 08/22/2013 | CORPORATION: CANADA |
| Mayor's Jewelers, Inc. | | 08/22/2013 | CORPORATION: DELAWARE |
| Mayor's Jewelers of Florida, Inc. | | 08/22/2013 | CORPORATION: FLORIDA |
| JBM Retail Company, Inc. | | 08/22/2013 | CORPORATION: DELAWARE |
| JBM Venture Co., Inc. | | 08/22/2013 | CORPORATION: DELAWARE |
| Mayor's Jewelers Intellectual Property Holdings Company | | 08/22/2013 | CORPORATION: DELAWARE |
| Cash, Gold & Silver USA, Inc. | | 08/22/2013 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|--|
| Name: | Bank of America, N.A., as Administrative Agent |
| Street Address: | 100 Federal Street |
| City: | Boston |
| State/Country: | MASSACHUSETTS |
| Postal Code: | 02110 |
| Entity Type: | BANK: UNITED STATES |

PROPERTY NUMBERS Total: 10

| Property Type | Number | Word Mark |
|----------------|----------|----------------------|
| Serial Number: | 85836371 | BIRKS AMORIQUE |
| Serial Number: | 85836469 | BIRKS BOREALIS |
| Serial Number: | 85836467 | BIRKS LINKS |
| Serial Number: | 85673156 | BIRKS MUSE |
| Serial Number: | 86003473 | BIRKS PEBBLE |
| Serial Number: | 85802571 | BIRKS ROSÉE DU MATIN |
| Serial Number: | 85804108 | BIRKS SNOWFLAKE |
| Serial Number: | 85352359 | HENRY BIRKS & SONS |

OP \$265.00 85836371

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|----------------|----------|----------------------|
| Serial Number: | 86003472 | PLAISIRS DE BIRKS |
| Serial Number: | 85539145 | WHERE MEMORIES START |

CORRESPONDENCE DATA

Fax Number: 6173417701
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 6173417729
Email: kschmidt@morganlewis.com
Correspondent Name: Katarzyna Schmidt
Address Line 1: 225 Franklin Street, 16th Floor
Address Line 2: c/o Morgan Lewis & Bockius LLP
Address Line 4: Boston, MASSACHUSETTS 02110

| | |
|--------------------|---------------------|
| NAME OF SUBMITTER: | Katarzyna Schmidt |
| Signature: | /Katarzyna Schmidt/ |
| Date: | 08/27/2013 |

Total Attachments: 4
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**SECOND AMENDMENT TO TRADEMARK COLLATERAL
SECURITY AND PLEDGE AGREEMENT**

THIS SECOND AMENDMENT TO TRADEMARK COLLATERAL SECURITY AND PLEDGE AGREEMENT (the "Amendment"), is dated as of August 22, 2013, and entered into by and among, BIRKS & MAYORS INC., a Canadian corporation (the "Canadian Borrower"), MAYOR'S JEWELERS, INC., a Delaware corporation (the "US Borrower" and together with the Canadian Borrower, the "Borrowers"), each Subsidiary of the Borrowers from time to time party hereto (together with the Borrowers, the "Assignors"), and BANK OF AMERICA, N.A., as administrative agent for itself and the Lenders (the "Administrative Agent").

RECITALS

A. The Assignors and the Administrative Agent are party to that certain Amended and Restated Trademark Collateral Security and Pledge Agreement dated as of December 17, 2008 (as amended by that certain First Amendment to Amended and Restated Trademark Collateral Security and Pledge Agreement dated June 8, 2011 and as may be further amended, amended and restated, supplemented or otherwise modified from time to time, the "Trademark Security Agreement"). Capitalized terms used herein without definition shall have the same meanings given to them in the Trademark Security Agreement.

B. The Assignors and the Administrative Agent have agreed to amend certain terms of the Trademark Security Agreement as set forth herein.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, it is agreed as follows:

1. Amendment to Schedule A. The Trademark Security Agreement is hereby amended by adding Schedule A-1 as an addition to Schedule A attached to the Trademark Security Agreement. For purposes of clarity, such Schedule A-1 shall be deemed to supplement, rather than replace, Schedule A annexed to the Trademark Security Agreement.

2. No Other Changes. Except as modified by this Amendment, all of the terms and conditions of the Trademark Security Agreement shall remain in full force and effect and are hereby ratified and reaffirmed by the Assignors.

3. Counterparts. This Amendment may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original and all of which counterparts, taken together, shall constitute one and the same instrument. Delivery of a signature page hereto by electronic transmission shall constitute the delivery of an original signature page hereof.

[Signatures on Following Page]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

BIRKS & MAYORS INC.

By: Miranda Melfi
Name: Miranda Melfi
Title: Vice President, Legal Affairs and Corporate Secretary

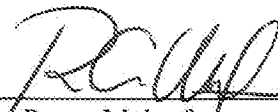
**MAYOR'S JEWELERS, INC.
MAYOR'S JEWELERS OF FLORIDA, INC.
JBM RETAIL COMPANY, INC.
JBM VENTURE CO., INC.
MAYOR'S JEWELERS INTELLECTUAL
PROPERTY HOLDING COMPANY**

By: Miranda Melfi
Name: Miranda Melfi
Title: Vice President, Legal Affairs and Corporate Secretary

CASH, GOLD & SILVER USA, INC. (formerly known
as Henry Birks & Sons U.S., Inc.)

By: Miranda Melfi
Name: Miranda Melfi
Title: Secretary

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

By: 
Name: Roger Malouf
Title: Vice President

[SIGNATURE PAGE TO SECOND AMENDMENT TO TRADEMARK AGREEMENT]

TRADEMARK
REEL: 005098 FRAME: 0798

SCHEDULE A-1

BIRKS & MAYORS INC.

| Trademark | Serial No. | Registration No. | Application / Registration Date |
|----------------------|-------------------|-------------------------|--|
| Birks Amorique | 85,836,371 | | 1/30/2013 |
| Birks Borealis | 85,836,469 | | 1/30/2013 |
| Birks Links | 85,836,467 | | 1/30/2013 |
| Birks Muse | 85,673,156 | | 2/20/2013 |
| Birks Pebble | 86,003,473 | | 7/6/2013 |
| Birks Rosée Du Matin | 85,802,571 | | 12/13/2013 |
| Birks Snowflake | 85,804,108 | | 12/17/2012 |
| Henry Birks & Sons | 85,352,359 | 4,180,681 | 7/24/2012 |
| Plaisirs De Birks | 86,003,472 | | 7/6/2013 |
| Where Memories Start | 85,539,145 | 4,311,710 | 4/2/2013 |