

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Long's Jeweler's, Ltd.		10/29/2013	CORPORATION: MASSACHUSETTS

<b>RECEIVING PARTY DATA</b>	
Name:	TD Bank, N.A.
Street Address:	17 New England Executive Park
City:	Burlington
State/Country:	MASSACHUSETTS
Postal Code:	01803
Entity Type:	Bank: UNITED STATES

<b>PROPERTY NUMBERS Total: 4</b>		
Property Type	Number	Word Mark
Registration Number:	1784605	LONG'S
Registration Number:	1792034	THOMAS LONG COMPANY
Registration Number:	1942968	LONG'S
Registration Number:	2898255	TRAE

<b>CORRESPONDENCE DATA</b>	
Fax Number:	8004947512
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	2023704761
Email:	tfahey@nationalcorp.com
Correspondent Name:	Thomas Fahey
Address Line 1:	1025 Vermont Avenue NW, Suite 1130
Address Line 2:	National Corporate Research, Ltd.
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER:	Lisa A. Cobbett/
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OP \$115.00 1784605

Signature:	/Lisa A. Cobbett/
Date:	11/01/2013
Total Attachments: 4 source=TM.SA#page2.tif source=TM.SA#page3.tif source=TM.SA#page4.tif source=TM.SA#page5.tif	

GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

October 29, 2013

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, LONG'S JEWELERS, LTD., a Massachusetts corporation (the "Grantor"), hereby grants to TD BANK, N.A., as agent for itself and certain other secured parties (in such capacity, the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

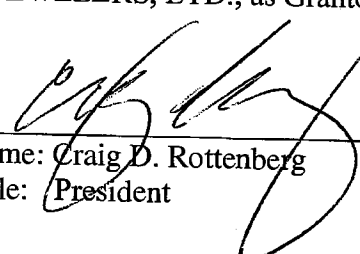
THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Loan and Security Agreement by, among others, the Grantor and the Grantee, dated as of October 29, 2013 (as amended, modified, restated and/or supplemented from time to time, the "Loan Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Loan Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Loan Agreement, the provisions of the Loan Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned has duly executed and delivered this Grant as of the date above first written.

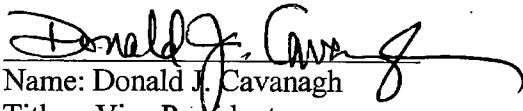
LONG'S JEWELERS, LTD., as Grantor

By:

  
Name: Craig D. Rottenberg

Title: President

TD BANK, N.A., as Grantee

By:   
Name: Donald J. Cavanagh  
Title: Vice President

Signature Page to Grant of Security Interest in United States Trademarks

**TRADEMARK**  
**REEL: 005144 FRAME: 0051**

SCHEDULE A

<u>OWNER</u>	<u>MARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
Long's Jewelers, Ltd.	LONG'S	1784605	July 27, 1993
Long's Jewelers, Ltd.	THOMAS LONG COMPANY	1792034	September 7, 1993
Long's Jewelers, Ltd.	LONG'S	1942968	December 19, 1995
Long's Jewelers, Ltd.	TRAE	2898255	October 26, 2004

Schedule A to Grant of Security Interest in United States Trademarks

**TRADEMARK**

**RECORDED: 11/01/2013**

**REEL: 005144 FRAME: 0052**