

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT																															
NATURE OF CONVEYANCE:		Second Amendment to Security Agreement																															
CONVEYING PARTY DATA																																	
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OP \$240.00 85836469

CORRESPONDENCE DATA

Fax Number: 8004947512

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

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

ATTORNEY DOCKET NUMBER:	F147325
NAME OF SUBMITTER:	Lisa A. Cobbett
Signature:	/Lisa A. Cobbett/
Date:	11/22/2013
Total Attachments: 5 source=tmv2#page3.tif source=tmv2#page4.tif source=tmv2#page5.tif source=tmv2#page6.tif source=tmv2#page7.tif	

**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 PATHLIGHT CAPITAL, LLC, as administrative agent for itself and the Lenders (the "Administrative Agent").

RECITALS

A. The Assignors and the Administrative Agent (as successor agent to GB Credit Partners, LLC (f/k/a GB Merchant Partners, LLC)) are party to that certain Trademark Collateral Security and Pledge Agreement dated as of December 17, 2008, as amended by that certain First Amendment to Trademark Collateral Security and Pledge Agreement dated June 8, 2011 (as 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.

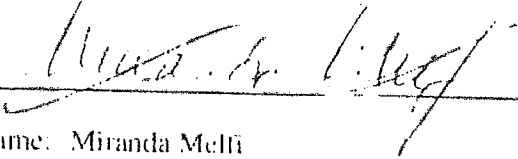
2. No Other Changes. Except as modified by this Amendment, all of the terms and conditions of the Trademark Security Agreement shall remain in full force and effect and are hereby ratified and reaffirmed by the Assignors.

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: 

Name: Miranda Melli

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: 

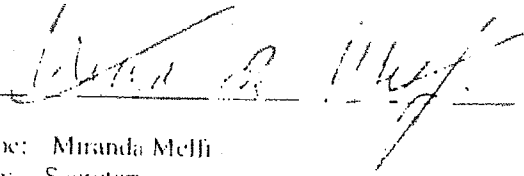
Name: Miranda Melli

Title: Vice President, Legal Affairs and Corporate Secretary

[Signature Page to Second Amendment to Trademark Security Agreement]

**TRADEMARK
REEL: 005159 FRAME: 0696**

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

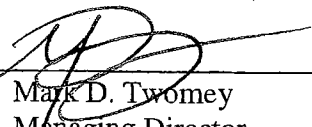
By: 

Name: Miranda Melfi
Title: Secretary

[Signature Page to Second Amendment to Assignment of Trademarks]

TRADEMARK
REEL: 005159 FRAME: 0697

PATHLIGHT CAPITAL, LLC, as Administrative Agent

By: 
Name: Mark D. Twomey
Title: Managing Director

[Signature Page to Second Amendment to Trademark Security Agreement]

SCHEDULE A-1

Trademark	Application No	Registration No.	Application / Registration Date
Birks Borealis	85,836,469		6/25/2013
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

[Schedule A-1 to Second Amendment to Trademark Security Agreement]

TRADEMARK

RECORDED: 11/22/2013

REEL: 005159 FRAME: 0699