

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM554342

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LONG'S JEWELERS, LTD.		12/20/2019	Corporation: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	TD BANK, N.A., as Agent		
Street Address:	125 Park Avenue		
Internal Address:	24th Floor		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4921649	FAREWELL DIAMOND	
Registration Number:	4845644	HOW BOSTON GETS ENGAGED	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	800-494-5225		
Email:	ipteam@cogencyglobal.com		
Correspondent Name:	Stewart Walsh		
Address Line 1:	1025 Vermont Ave NW, Ste 1130		
Address Line 2:	COGENCY GLOBAL Inc.		
Address Line 4:	Washington, D.C. 20005		
ATTORNEY DOCKET NUMBER:	1167872 TM		
NAME OF SUBMITTER:	ANDREW NASH		
SIGNATURE:	/ANDREW NASH/		
DATE SIGNED:	12/20/2019		
Total Attachments: 4			
source=Sixth Amendment -- Grant of Security Interest in Trademarks -- Long's#page1.tif			

OP \$65.00 4921649

source=Sixth Amendment -- Grant of Security Interest in Trademarks -- Long's#page2.tif
source=Sixth Amendment -- Grant of Security Interest in Trademarks -- Long's#page3.tif
source=Sixth Amendment -- Grant of Security Interest in Trademarks -- Long's#page4.tif

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

December 20, 2019

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.

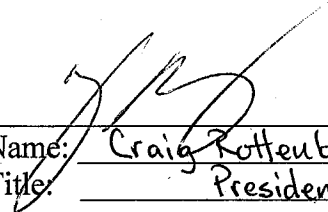
THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Loan and Security Agreement dated as of October 29, 2013 (as amended, restated, supplemented or otherwise modified and in effect from time to time, the "Loan Agreement") by, among others, the Grantor and the Grantee. 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.

[remainder of page intentionally left blank]

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

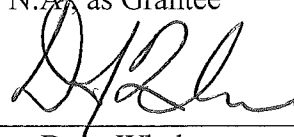
LONG'S JEWELERS, LTD., as Grantor

By:


Name: Craig Rottenberg
Title: President

TD BANK, N.A. as Grantee

By:



Name: Dean Whalen

Title: Vice President

SCHEDULE A

<u>OWNER</u>	<u>MARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
Long's Jewelers, Ltd.	FAREWELL DIAMOND	4921649	March 22, 2016
Long's Jewelers, Ltd.	HOW BOSTON GETS ENGAGED	4845644	November 3, 2015

Schedule A to Grant of Security Interest in United States Trademarks

RECORDED: 12/20/2019

**TRADEMARK
REEL: 006823 FRAME: 0147**