

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM353282

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rogers Enterprises, Inc.		08/28/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Citizens Business Capital		
Street Address:	MS1420, 28 State Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02109		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	2605871	ASHCROFT & OAK	
Registration Number:	2871720	FULFILLING DREAMS AND CREATING MEMORIES	
Registration Number:	1796602	JEWELRY CREATED FOR NOW AND FOREVER	
Registration Number:	1798380	JEWELTIDE CELEBRATION	
Registration Number:	3477917	JUELLCUT	
Registration Number:	3977932	PROMISE OF HOPE	
Registration Number:	1918608	ROGERS & HOLLANDS	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
<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:	202-370-4750		
Email:	ipteam@nationalcorp.com		
Correspondent Name:	Joanna McCall		
Address Line 1:	1025 Vermont Ave NW, suite 1130		
Address Line 2:	National Corporate Research, LTD		
Address Line 4:	Washington, D.C. 20005		
ATTORNEY DOCKET NUMBER:	F157917		
NAME OF SUBMITTER:	Matthew R. Pierce		
SIGNATURE:	/Matthew R. Pierce/		

OP \$190.00 2605871

DATE SIGNED:	08/31/2015
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Total Attachments: 5

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ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT

August 28, 2015

WITNESSETH:

WHEREAS, reference is made to (i) that certain Second Amended and Restated Credit and Security Agreement, dated as of February 27, 2014 (as amended, restated, supplemented or otherwise modified and in effect from time to time, the "Credit Agreement"), by, among others, Rogers Enterprises, Inc. (the "Borrower"), the Lenders party thereto from time to time, and First Niagara Commercial Finance, Inc. ("FNCF"), as administrative agent for itself and certain other secured parties (in such capacities, the "Existing Agent"); and (ii) that certain Amended and Restated Trademark Security Agreement dated as of February 27, 2014 (the "Existing Trademark Security Agreement", and together with the Credit Agreement, the "Existing Agreements"), which was recorded with the U.S. Patent and Trademark Office on April 7, 2014, at Reel 5252, Frame 0630.

WHEREAS, pursuant to the Existing Agreements, the Grantor granted to the Existing Agent a security interest in, among other things, the Trademarks (as defined herein).

WHEREAS, effective as of the date hereof, the Existing Agent has resigned as Administrative Agent in accordance with the terms of the Credit Agreement.

WHEREAS, effective as of the date hereof, Citizens Business Capital, a division of Citizens Asset Finance, Inc. ("Citizens") has been appointed successor Administrative Agent (in such capacity, the "New Agent") in accordance with the terms of the Credit Agreement.

WHEREAS, reference is further made to that certain Third Amended and Restated Credit and Security Agreement, dated as of even date, by and among the Borrower, the New Agent and the lenders party thereto.

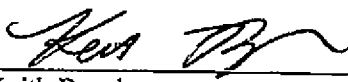
NOW, THEREFORE, the Existing Agent hereby transfers, conveys, and assigns all of its right, title and interest in the Existing Trademark Security Agreement to the New Agent, together with any lien and security interest which was granted to the Existing Agent and any other interest the Existing Agent may have pursuant to the Existing Trademark Security Agreement in those trademarks, service marks, applications for trademarks or service marks owned by the Grantor and identified in Schedule A attached hereto (as further defined in the Existing Trademark Security Agreement, the "Trademarks").

To all whom it may concern be it known that for, and in consideration of, said agreements and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Existing Agent has transferred, conveyed and assigned and by these presents does hereby transfer, convey and assign unto the New Agent, any lien or security interest that was granted to the Existing Agent, and any other interest the Existing Agent may have pursuant to the Existing Trademark Security Agreement, in and to the Trademarks, throughout the United States of America, its territories and all foreign countries, together with any and all goodwill related thereto.

[Signature pages follow]

IN WITNESS WHEREOF, the Existing Agent has hereunto signed on the date set forth above.

FIRST NIAGARA COMMERCIAL FINANCE,
INC., as Existing Agent

By: 
Name: Keith Broyles
Title: Senior Vice President

Acknowledged and Accepted by:

GRANTOR:

ROGERS ENTERPRISES, INC., as Grantor

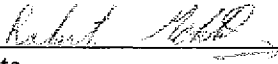
By: Joseph P. Hartl
Name: Joseph P. Hartl
Title: Executive Vice President

Signature Page to Assignment of Trademark Security Agreement

TRADEMARK
REEL: 005614 FRAME: 0973

Acknowledged and Accepted by:

CITIZENS BUSINESS CAPITAL, a division of
Citizens Asset Finance, Inc., as New Agent

By: 
Name: Rohit Mehta
Title: VP – Retail Finance Division

SCHEDULE A

TRADEMARK	RS File No.	Product or Service	Status
ASHCROFT & OAK Ser. 76/266,017 Reg. 2,605,871	324582.00007	Retail stores featuring jewelry	Reg'd 08/06/2002; Renewed 3/23/2012
FULFILLING DREAMS AND CREATING MEMORIES Ser. 78/277,124 Reg. 2,871,720	324582.00008	Retail jewelry stores	Reg'd 08/10/2004; Renewed 5/7/2010
JEWELRY CREATED FOR NOW AND FOREVER Ser. 74/357,620 Reg. 1,796,602	324582.00005	Retail store services featuring jewelry, watches, and related items	Reg'd 10/05/1993; Renewed 2/20/2013
JEWELTIDE CELEBRATION Ser. 74/357,615 Reg. 1,798,380	324582.00004	Retail store services featuring jewelry, watches, and related items	Reg'd 10/12/1993; Renewed 3/1/2013
JUELLCUT Ser. 78/452,440 Reg. 3,477,917	324582.00002	Jewelry, namely, diamonds	Reg'd 07/29/2008
PROMISE OF HOPE Ser. 85/171,439 Reg. 3,977,932	324582.00020	Jewelry	Reg'd 06/14/2011
ROGERS & HOLLANDS Ser. 74/579,697 Reg. 1,918,608	324582.00009	Retail jewelry store services	Reg'd 09/12/1995; renewed 8/16/2005