

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM543309

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
R2NET INC.		09/27/2019	Corporation: DELAWARE
SIGNET GROUP LIMITED		09/27/2019	Private Limited Company: ENGLAND AND WALES
STERLING INC.		09/27/2019	Corporation: OHIO
STERLING JEWELERS INC.		09/27/2019	Corporation: DELAWARE
TXDC, L.P.		09/27/2019	Limited Partnership: TEXAS
ZALE DELAWARE, INC.		09/27/2019	Corporation: DELAWARE
ZALE CANADA CO.		09/27/2019	Unlimited Company: CANADA

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	100 Federal Street
Internal Address:	9th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 182

Property Type	Number	Word Mark
Registration Number:	4578501	TRUE HEARTS
Registration Number:	4050165	THE BRAIN BEHIND THE BRANDS
Registration Number:	4556155	3HD
Registration Number:	4283303	JAMES ALLEN
Registration Number:	4283304	JAMESALLEN.COM
Registration Number:	3137073	JAMES ALLEN
Registration Number:	2867857	TRUE HEARTS
Registration Number:	4976913	SIGNET JEWELERS
Registration Number:	4758259	SDDS BOTSWANA
Registration Number:	4758260	SIGNET DIRECT DIAMOND SOURCING LTD
Registration Number:	4839144	SIGNET
Registration Number:	4762650	COMMITMENT

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3308709	NOW AND FOREVER
Registration Number:	2855323	COMMITMENT
Registration Number:	3806370	STERLING JEWELERS GOLD EXCHANGE
Registration Number:	3806371	JBR GOLD EXCHANGE
Registration Number:	3806372	JARED GOLD EXCHANGE
Registration Number:	3727921	KAY JEWELERS GOLD EXCHANGE
Registration Number:	2065696	MARKS & MORGAN
Registration Number:	1169721	THE PERFECT DIAMOND STORE AND MORE!
Registration Number:	5808408	KAY
Registration Number:	5627387	ADORE
Registration Number:	5776484	INTERWOVEN
Registration Number:	5587466	
Registration Number:	5822361	WHEREVER LIFE TAKES US, WE GO TOGETHER.
Registration Number:	5576850	INTERWOVEN
Registration Number:	5531283	LOVE. LIGHT. LEO
Registration Number:	5238356	CONVERTIBILITIES
Registration Number:	5252526	BRILLIANT MOMENTS
Registration Number:	5360869	FOUR ONE
Registration Number:	5247756	FOURONE
Registration Number:	5247628	LAYERINGS
Registration Number:	5224549	N&F
Registration Number:	5247563	RING ON THE LAYERS
Registration Number:	5044397	ONE DIAMOND FOR YOUR BEST FRIEND
Registration Number:	5022575	ONE DIAMOND FOR YOUR TRUE LOVE
Registration Number:	5167783	EVERY KISS BEGINS TODAY
Registration Number:	5079564	SAY FOREVER
Registration Number:	5079565	FROM THIS MOMENT
Registration Number:	5025490	ONE DIAMOND FOR YOUR BEST FRIEND. ONE DI
Registration Number:	4964482	JARED VAULT
Registration Number:	4963800	EVER US
Registration Number:	4963495	JARED JEWELRY BOUTIQUE
Registration Number:	4962823	EVER US
Registration Number:	5237994	CHOSEN BY JARED
Registration Number:	5237993	CHOSEN
Registration Number:	5469963	I PROMISE
Registration Number:	4862088	GOLD: THE NATURALLY BEAUTIFUL CHOICE
Registration Number:	4714099	COLORS IN RHYTHM
Registration Number:	4860523	

Property Type	Number	Word Mark
Registration Number:	4697127	THE STERLING FAMILY OF JEWELERS
Registration Number:	4634040	JEWELRY WISE
Registration Number:	4626134	JEWELRY WISE
Registration Number:	4622382	HEARTESSENCE
Registration Number:	4700744	THEY'RE DIAMONDS OF A DIFFERENT COLOR
Registration Number:	4598805	ARTISTRY PURPLE DIAMONDS
Registration Number:	4622350	DIAMONDS IN RHYTHM
Registration Number:	4492530	CELEBRATE LIFE EXPRESS LOVE
Registration Number:	4606394	CAFÉ SPICE
Registration Number:	4552829	ARTISTRY YELLOW DIAMONDS
Registration Number:	4552830	ARTISTRY GREEN DIAMONDS
Registration Number:	4598002	KISSMAS
Registration Number:	4408615	BE. BY CHARMED MEMORIES
Registration Number:	4489431	THE JARED PERFECT BRIDAL PLAN
Registration Number:	4597896	BECAUSE THE RING OF A LIFETIME HAS TO BE
Registration Number:	4515650	THE BRILLIANCE OF DIAMONDS. THE VITALITY
Registration Number:	4433837	JARED VIVID
Registration Number:	4389635	TURN YOUR SPECIAL MOMENTS INTO CHARMED M
Registration Number:	4321228	THAT'S WHY HE WENT TO JARED
Registration Number:	4321229	HE WENT TO JARED
Registration Number:	4389571	ARTISTRY DIAMONDS
Registration Number:	4377727	ARTISTRY BLUE DIAMONDS
Registration Number:	4377728	ARTISTRY BLACK DIAMONDS
Registration Number:	4448808	RARE, NATURAL COLOR DIAMONDS. UNIQUE WON
Registration Number:	4389393	SHADES OF WONDER
Registration Number:	4590990	PEERLESS
Registration Number:	4325354	SCAMP & SCOUNDREL
Registration Number:	4310181	EXCLAMATIONS OF LOVE
Registration Number:	4269973	DIAMOND EDITIONS
Registration Number:	3957511	MODERN LEGACY
Registration Number:	3779413	IT CAN ONLY BE JARED
Registration Number:	3695584	RADIANT REFLECTIONS
Registration Number:	3327324	KAY JEWELERS OUTLET
Registration Number:	3150413	JARED
Registration Number:	3313172	HEARTS DESIRE
Registration Number:	3052726	JARED
Registration Number:	2926978	THE LEO ARTISAN
Registration Number:	2936713	PERFECT PARTNER

Property Type	Number	Word Mark
Registration Number:	2781527	VINTAGE TRADITIONS
Registration Number:	2766542	SEA MAGIC CULTURED PEARLS
Registration Number:	2813670	CHARMED MEMORIES
Registration Number:	2738380	THE LEO DIAMOND
Registration Number:	2807696	LEO
Registration Number:	2602439	EVERY KISS BEGINS WITH KAY
Registration Number:	2558368	EVERY LOOK...EVERY TOUCH...EVERY KISS BE
Registration Number:	2431670	STERLING JEWELERS INC.
Registration Number:	2497139	LEO
Registration Number:	2377387	GEMSCRIBE
Registration Number:	2222703	KAY JEWELERS
Registration Number:	1872975	JARED THE GALLERIA OF JEWELRY
Registration Number:	1776882	JB ROBINSON
Registration Number:	1781330	JB ROBINSON
Registration Number:	1780902	
Registration Number:	1546874	BELDEN
Registration Number:	1465012	WEISFIELD
Registration Number:	1156307	WEISFIELD'S
Registration Number:	1041990	THE DIAMOND PEOPLE
Registration Number:	0977026	WEISFIELD
Registration Number:	0845435	ADORE
Registration Number:	0748204	KAY
Registration Number:	5864172	DARE TO BE DEVOTED
Registration Number:	5512016	LOVE'S DESTINY
Registration Number:	5497684	LOVE'S DESTINY
Registration Number:	5397917	INSPIRED BY NATURE
Registration Number:	5342360	PAGODA
Registration Number:	5304971	EXPRESSIONIST
Registration Number:	5325329	
Registration Number:	5252409	TIMES OF LOVE
Registration Number:	5307338	SHINE IN ANY MOMENT
Registration Number:	5219269	THE ART OF PAGODA STYLE
Registration Number:	5223933	DECLARE YOUR DIAMOND KIND OF LOVE
Registration Number:	5156871	THE ART OF THE EAR
Registration Number:	4934186	ELEGANT REFLECTIONS
Registration Number:	4938366	CELEBRATION LUX
Registration Number:	5246909	PIERCED PERFECTION
Registration Number:	5182187	DIAMOND KIND OF LOVE

Property Type	Number	Word Mark
Registration Number:	4909983	CULTURED PEARL BAR
Registration Number:	4890504	ENDLESS BRILLIANCE
Registration Number:	4938095	INSPIRED BY LOVE. CREATED BY YOU.
Registration Number:	4822034	ROMANTIC CREATION
Registration Number:	4871696	CANDY COLORED JEWELRY
Registration Number:	4713900	UNSTOPPABLE LOVE
Registration Number:	4709148	CELEBRATION CANADIAN FIRE
Registration Number:	4542535	CANDY COLORED DIAMONDS AND GEMSTONES
Registration Number:	4488632	LET LOVE SHINE
Registration Number:	4801869	ARCTIC BRILLIANCE CANADIAN DIAMONDS
Registration Number:	4585852	A LOVE LIKE OURS.
Registration Number:	4516389	THE HEART WITHIN
Registration Number:	4564810	CANDY COLORED DIAMONDS AND GEMSTONES
Registration Number:	4393834	THE CELEBRATION DIAMOND COLLECTION
Registration Number:	4397639	THE CELEBRATION DIAMOND COLLECTION
Registration Number:	4441204	CELEBRATION FIRE
Registration Number:	4393835	CELEBRATION 102
Registration Number:	4373665	CELEBRATION GRAND
Registration Number:	4327464	BRILLIANT VALUES
Registration Number:	4367162	BRILLIANT VALUES
Registration Number:	4073335	BODY BY PAGODA
Registration Number:	4060840	GET INSPIRED
Registration Number:	3770845	LINZ AWARD
Registration Number:	3958556	BRILLIANT VALUE
Registration Number:	3446182	ZALES COMPANY STORE
Registration Number:	3432046	TOTALLY PAGODA
Registration Number:	3412788	CELEBRATION DIAMOND
Registration Number:	3012806	PIERCING PAGODA+
Registration Number:	2985968	ZP
Registration Number:	3025181	BRILLIANT BUY
Registration Number:	2990093	
Registration Number:	2740056	PIERCING PAGODA
Registration Number:	2774796	ZALES THE DIAMOND STORE
Registration Number:	2662867	ZALES OUTLET
Registration Number:	2436208	BRILLIANT BUY
Registration Number:	2309877	ZALES SIGNATURE COLLECTION
Registration Number:	2296939	ZALES THE DIAMOND STORE OUTLET
Registration Number:	2274924	ZALES HOLIDAY BEAR

Property Type	Number	Word Mark
Registration Number:	2142398	PGDA
Registration Number:	2071655	SILVER & GOLD CONNECTION
Registration Number:	2068743	ZALES
Registration Number:	2133109	ZALES
Registration Number:	1637241	GORDON'S JEWELERS
Registration Number:	1637242	GORDON'S
Registration Number:	1641670	PIERCING PAGODA
Registration Number:	1364390	ZALES
Registration Number:	1351098	ZALES
Registration Number:	1338341	DIAMOND CARD
Registration Number:	1247023	Z
Registration Number:	1134849	CORRIGAN'S
Registration Number:	1050371	ZALES THE DIAMOND STORE
Registration Number:	0720467	ZALES
Serial Number:	88510091	DIAMOND EDITIONS
Serial Number:	88455921	TRUE NORTH
Serial Number:	88293339	LONG LIVE LOVE
Serial Number:	88167738	JARED ETERNITY

CORRESPONDENCE DATA

Fax Number: 6172484000

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.

Phone: 617-248-5000

Email: tmadmin@choate.com

Correspondent Name: Daniel L. Scales

Address Line 1: Two International Place

Address Line 2: Choate, Hall & Stewart, LLP

Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	2012947-0011
NAME OF SUBMITTER:	Daniel L. Scales
SIGNATURE:	/daniel l. scales/
DATE SIGNED:	10/01/2019

Total Attachments: 28

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TRADEMARK SECURITY AGREEMENT

This **TRADEMARK SECURITY AGREEMENT** (as amended, amended and restated, supplemented or otherwise modified from time to time, the “*Trademark Security Agreement*”) dated September 27, 2019, is made by the Persons listed on the signature pages hereof (collectively, the “*Grantors*”) in favor of Bank of America, N.A., as collateral agent (the “*Collateral Agent*”) for the Secured Parties (as defined in the Credit Agreement referred to below).

Reference is made to (i) that certain Credit Agreement, dated as of September 27, 2019 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Credit Agreement”) by, among others, the Holdings, the Lead Administrative Borrower, the other Borrowers party thereto from time to time, the Lenders and Issuers party thereto from time to time, and Bank of America, N.A., as Administrative Agent for the Lenders and Collateral Agent for the Secured Parties; (ii) each Secured Hedge Agreement and (iii) each agreement relating to Cash Management Services. The Lenders have agreed to extend credit to the Borrowers subject to the terms and conditions set forth in the Credit Agreement, the Issuers have agreed to issue Letters of Credit for the account of the Borrowers, Holdings or a Restricted Subsidiary on the terms and conditions set forth in the Credit Agreement, the Hedge Banks have agreed to enter into and/or maintain one or more Secured Hedge Agreements and the Cash Management Banks have agreed to enter into and/or maintain Cash Management Services, on the terms and conditions set forth in the Credit Agreement, in such Secured Hedge Agreements or agreements relating to such Cash Management Services, as applicable.

Whereas, as a condition precedent to the Lenders’ extension of such credit, the issuance by the Issuers of Letters of Credit for the account of the Borrowers, Holdings or a Restricted Subsidiary, the Hedge Banks entering into and/or maintaining such Secured Hedge Agreements and the Cash Management Banks entering into and/or maintaining such Cash Management Services, each Grantor has executed and delivered that certain Security Agreement dated September 27, 2019, made by the Grantors to the Collateral Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the “*Security Agreement*”).

Whereas, under the terms of the Security Agreement, the Grantors have granted to the Collateral Agent, for the benefit of the Secured Parties, a security interest in, among other property, certain Intellectual Property of the Grantors, and have agreed as a condition thereof to execute this Trademark Security Agreement for recording with the USPTO and other governmental authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

Section 1. Terms. Terms defined in the Credit Agreement and Security Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement and Security Agreement.

Section 2. Grant of Security. Each Grantor hereby grants to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties a continuing security interest in all of the Grantor’s right, title and interest in, to and under the Trademarks, including the registered

Trademarks and Trademark registration applications set forth on Schedule A attached hereto (other than Excluded Assets).

Section 3. Security for Obligations. The grant of a security interest in the Trademarks by each Grantor under this Trademark Security Agreement is made to secure the payment or performance, as the case may be, in full of the Secured Obligations.

Section 4. Recordation. Each Grantor authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Trademark Security Agreement.

Section 5. Execution in Counterparts. This Trademark Security Agreement may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original but all of which when taken together shall constitute one and the same instrument. Delivery of an executed counterpart of a signature page of this Trademark Security Agreement facsimile or other electronic means (*e.g.*, “pdf” or “tif”) shall be effective as delivery of a manually executed counterpart of this Trademark Security Agreement.

Section 6. Security Agreement. This Trademark Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[Remainder of this Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned have executed this Trademark Security Agreement as of the date first above written.

R2NET INC.,
as a Grantor

By: _____
Name: Stash Ptak
Title: Secretary

SIGNET GROUP LIMITED,
incorporated in England and Wales with company
number 00477692, as a Grantor

By: _____
Name: Joan Hilson
Title: Director

STERLING INC.,
as a Grantor

By: _____
Name: Stash Ptak
Title: Secretary

STERLING JEWELERS INC.,
as a Grantor

By: _____
Name: Stash Ptak
Title: Secretary

TXDC, L.P.,
as a Grantor

By: Zale Delaware, Inc., as General Partner

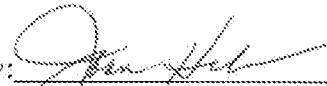
By: _____
Name: Stash Ptak
Title: Secretary

IN WITNESS WHEREOF, the undersigned have executed this Trademark Security Agreement as of the date first above written.

R2NET INC.,
as a Grantor

By: _____
Name: Stash Ptak
Title: Secretary

SIGNET GROUP LIMITED,
incorporated in England and Wales with company
number 00477692, as a Grantor

By:  _____
Name: Joan Hilson
Title: Director

STERLING INC.,
as a Grantor

By: _____
Name: Stash Ptak
Title: Secretary

STERLING JEWELERS INC.,
as a Grantor

By: _____
Name: Stash Ptak
Title: Secretary

TXDC, L.P.,
as a Grantor

By: Zale Delaware, Inc., as General Partner

By: _____
Name: Stash Ptak
Title: Secretary

ZALE DELAWARE, INC.,
as a Grantor

By: _____
Name: Stash Ptak
Title: Secretary

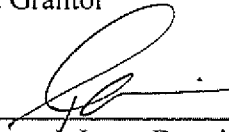
ZALE CANADA CO.,
as a Grantor

By: _____
Name: J. Lynn Dennison
Title: President

ZALE DELAWARE, INC.,
as a Grantor

By: _____
Name: Stash Ptak
Title: Secretary

ZALE CANADA CO.,
as a Grantor

By:  _____
Name: J. Lynn Dennison
Title: President

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

By:  _____




Name: Andrew Cerussi




Title: Senior Vice President


**SCHEDULE A
TO TRADEMARK SECURITY AGREEMENT**



TRADEMARKS

U.S. Trademark Registrations

<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
R2NET INC.	4578501	8/5/2014	TRUE HEARTS
R2NET INC.	4050165	11/1/2011	THE BRAIN BEHIND THE BRANDS
R2NET INC.	4556155	6/24/2014	3HD
R2NET INC.	4283303	1/29/2013	JAMES ALLEN
R2NET INC.	4283304	1/29/2013	JAMESALLEN.COM
R2NET INC.	3137073	8/29/2006	JAMES ALLEN
R2NET INC.	2867857	7/27/2004	TRUE HEARTS
Signet Group Limited	4976913	6/14/2016	
Signet Group Limited	4758259	6/23/2015	
Signet Group Limited	4758260	6/23/2015	
Signet Group Limited	4839144	10/27/2015	SIGNET
Signet Group Limited	4762650	6/30/2015	COMMITMENT
Signet Group Limited	3308709	10/9/2007	NOW AND FOREVER
Signet Group Limited	2855323	6/15/2004	COMMITMENT



<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
Sterling Inc.	3806370	6/22/2010	STERLING JEWELERS GOLD EXCHANGE
Sterling Inc.	3806371	6/22/2010	JBR GOLD EXCHANGE
Sterling Inc.	3806372	6/22/2010	JARED GOLD EXCHANGE
Sterling Inc.	3727921	12/22/2009	KAY JEWELERS GOLD EXCHANGE
Sterling Inc.	2065696	5/27/1997	MARKS & MORGAN
Sterling Inc.	1169721	9/15/1981	the PERFECT DIAMOND STORE <i>And More!</i>
Sterling Jewelers Inc.	5808408	7/16/2019	
Sterling Jewelers Inc.	5627387	12/11/2018	ADORE
Sterling Jewelers Inc.	5776484	6/11/2019	
Sterling Jewelers Inc.	5587466	10/16/2018	
Sterling Jewelers Inc.	5822361	7/30/2019	WHEREVER LIFE TAKES US, WE GO TOGETHER.
Sterling Jewelers Inc.	5576850	10/2/2018	INTERWOVEN
Sterling Jewelers Inc.	5531283	7/31/2018	LOVE. LIGHT. LEO
Sterling Jewelers Inc.	5238356	7/4/2017	CONVERTIBILITIES
Sterling Jewelers Inc.	5252526	7/25/2017	BRILLIANT MOMENTS


<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
Sterling Jewelers Inc.	5360869	12/19/2017	FOUR ONE
Sterling Jewelers Inc.	5247756	7/18/2017	ONE
Sterling Jewelers Inc.	5247628	7/18/2017	<i>Layerings</i>
Sterling Jewelers Inc.	5224549	6/13/2017	
Sterling Jewelers Inc.	5247563	7/18/2017	RING ON THE LAYERS
Sterling Jewelers Inc.	5044397	9/20/2016	ONE DIAMOND FOR YOUR BEST FRIEND
Sterling Jewelers Inc.	5022575	8/16/2016	ONE DIAMOND FOR YOUR TRUE LOVE
Sterling Jewelers Inc.	5167783	3/21/2017	EVERY KISS BEGINS TODAY
Sterling Jewelers Inc.	5079564	11/8/2016	SAY FOREVER
Sterling Jewelers Inc.	5079565	11/8/2016	FROM THIS MOMENT
Sterling Jewelers Inc.	5025490	8/23/2016	ONE DIAMOND FOR YOUR BEST FRIEND. ONE DIAMOND FOR YOUR TRUE LOVE.
Sterling Jewelers Inc.	4964482	5/24/2016	JARED VAULT
Sterling Jewelers Inc.	4963800	5/24/2016	<i>Ever Us</i>


<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
Sterling Jewelers Inc.	4963495	5/24/2016	JARED JEWELRY BOUTIQUE
Sterling Jewelers Inc.	4962823	5/24/2016	EVER US
Sterling Jewelers Inc.	5237994	7/4/2017	CHOSEN BY JARED
Sterling Jewelers Inc.	5237993	7/4/2017	CHOSEN
Sterling Jewelers Inc.	5469963	5/15/2018	<i>i promise</i>
Sterling Jewelers Inc.	4862088	12/1/2015	GOLD: THE NATURALLY BEAUTIFUL CHOICE
Sterling Jewelers Inc.	4714099	3/31/2015	COLORS IN RHYTHM
Sterling Jewelers Inc.	4860523	11/24/2015	
Sterling Jewelers Inc.	4697127	3/3/2015	THE STERLING FAMILY OF JEWELERS
Sterling Jewelers Inc.	4634040	11/4/2014	
Sterling Jewelers Inc.	4626134	10/21/2014	JEWELRY WISE
Sterling Jewelers Inc.	4622382	10/14/2014	HEARTESSENCE
Sterling Jewelers Inc.	4700744	3/10/2015	THEY'RE DIAMONDS OF A DIFFERENT COLOR
Sterling Jewelers Inc.	4598805	9/2/2014	ARTISTRY PURPLE DIAMONDS



<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
Sterling Jewelers Inc.	4622350	10/14/2014	DIAMONDS IN RHYTHM
Sterling Jewelers Inc.	4492530	3/4/2014	CELEBRATE LIFE EXPRESS LOVE
Sterling Jewelers Inc.	4606394	9/16/2014	CAFÉ SPICE
Sterling Jewelers Inc.	4552829	6/17/2014	ARTISTRY YELLOW DIAMONDS
Sterling Jewelers Inc.	4552830	6/17/2014	ARTISTRY GREEN DIAMONDS
Sterling Jewelers Inc.	4598002	9/2/2014	KISSMAS
Sterling Jewelers Inc.	4408615	9/24/2013	BE. BY CHARMED MEMORIES
Sterling Jewelers Inc.	4489431	2/25/2014	THE JARED PERFECT BRIDAL PLAN
Sterling Jewelers Inc.	4597896	9/2/2014	BECAUSE THE RING OF A LIFETIME HAS TO BE JARED PERFECT
Sterling Jewelers Inc.	4515650	4/15/2014	THE BRILLIANCE OF DIAMONDS. THE VITALITY OF COLOR!
Sterling Jewelers Inc.	4433837	11/12/2013	JARED VIVID
Sterling Jewelers Inc.	4389635	8/20/2013	TURN YOUR SPECIAL MOMENTS INTO CHARMED MEMORIES
Sterling Jewelers Inc.	4321228	4/16/2013	THAT'S WHY HE WENT TO JARED
Sterling Jewelers Inc.	4321229	4/16/2013	HE WENT TO JARED



<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
Sterling Jewelers Inc.	4389571	8/20/2013	ARTISTRY DIAMONDS
Sterling Jewelers Inc.	4377727	7/30/2013	ARTISTRY BLUE DIAMONDS
Sterling Jewelers Inc.	4377728	7/30/2013	ARTISTRY BLACK DIAMONDS
Sterling Jewelers Inc.	4448808	12/10/2013	RARE, NATURAL COLOR DIAMONDS. UNIQUE WONDERS OF AUSTRALIA.
Sterling Jewelers Inc.	4389393	8/20/2013	SHADES OF WONDER
Sterling Jewelers Inc.	4590990	8/26/2014	PEERLESS
Sterling Jewelers Inc.	4325354	4/23/2013	SCAMP & SCOUNDREL
Sterling Jewelers Inc.	4310181	3/26/2013	EXCLAMATIONS OF LOVE
Sterling Jewelers Inc.	4269973	1/1/2013	DIAMOND EDITIONS
Sterling Jewelers Inc.	3957511	5/10/2011	MODERN LEGACY
Sterling Jewelers Inc.	3779413	4/20/2010	IT CAN ONLY BE JARED
Sterling Jewelers Inc.	3695584	10/13/2009	RADIANT REFLECTIONS
Sterling Jewelers Inc.	3327324	10/30/2007	KAY JEWELERS OUTLET
Sterling Jewelers Inc.	3150413	10/3/2006	JARED
Sterling Jewelers Inc.	3313172	10/16/2007	HEARTS DESIRE



<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
Sterling Jewelers Inc.	3052726	1/31/2006	JARED
Sterling Jewelers Inc.	2926978	2/15/2005	THE LEO ARTISAN
Sterling Jewelers Inc.	2936713	3/29/2005	PERFECT PARTNER
Sterling Jewelers Inc.	2781527	11/11/2003	VINTAGE TRADITIONS
Sterling Jewelers Inc.	2766542	9/23/2003	SEA MAGIC CULTURED PEARLS
Sterling Jewelers Inc.	2813670	2/10/2004	CHARMED MEMORIES
Sterling Jewelers Inc.	2738380	7/15/2003	
Sterling Jewelers Inc.	2807696	1/27/2004	LEO
Sterling Jewelers Inc.	2602439	7/30/2002	EVERY KISS BEGINS WITH KAY
Sterling Jewelers Inc.	2558368	4/9/2002	EVERY LOOK...EVERY TOUCH...EVERY KISS BEGINS WITH KAY
Sterling Jewelers Inc.	2431670	2/27/2001	
Sterling Jewelers Inc.	2497139	10/9/2001	LEO
Sterling Jewelers Inc.	2377387	8/15/2000	GEMSCRIBE
Sterling Jewelers Inc.	2222703	2/9/1999	KAY JEWELERS

<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
Sterling Jewelers Inc.	1872975	1/10/1995	JARED THE GALLERIA OF JEWELRY
Sterling Jewelers Inc.	1776882	6/15/1993	JB • ROBINSON
Sterling Jewelers Inc.	1781330	7/13/1993	JB • ROBINSON
Sterling Jewelers Inc.	1780902	7/6/1993	
Sterling Jewelers Inc.	1546874	7/4/1989	BELDEN
Sterling Jewelers Inc.	1465012	11/10/1987	WEISFIELD
Sterling Jewelers Inc.	1156307	6/2/1981	<i>weisfield's</i>
Sterling Jewelers Inc.	1041990	6/22/1976	THE DIAMOND PEOPLE
Sterling Jewelers Inc.	977026	1/15/1974	WEISFIELD
Sterling Jewelers Inc.	845435	3/5/1968	ADORE
Sterling Jewelers Inc.	748204	4/16/1963	KAY
Sterling Jewelers Inc.	5864172	9/17/2019	DARE TO BE DEVOTED
TXDC, L.P.	5512016	7/10/2018	LOVE'S DESTINY
TXDC, L.P.	5497684	6/19/2018	LOVE'S DESTINY
TXDC, L.P.	5397917	2/6/2018	INSPIRED BY NATURE

<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
TXDC, L.P.	5342360	11/21/2017	PAGODA
TXDC, L.P.	5304971	10/10/2017	EXPRESSIONIST
TXDC, L.P.	5325329	10/31/2017	
TXDC, L.P.	5252409	7/25/2017	TIMES OF LOVE
TXDC, L.P.	5307338	10/10/2017	SHINE IN ANY MOMENT
TXDC, L.P.	5219269	6/6/2017	THE ART OF PAGODA STYLE
TXDC, L.P.	5223933	6/13/2017	DECLARE YOUR DIAMOND KIND OF LOVE
TXDC, L.P.	5156871	3/7/2017	THE ART OF THE EAR
TXDC, L.P.	4934186	4/5/2016	ELEGANT REFLECTIONS
TXDC, L.P.	4938366	4/12/2016	CELEBRATION LUX
TXDC, L.P.	5246909	7/18/2017	PIERCED PERFECTION
TXDC, L.P.	5182187	4/11/2017	DIAMOND KIND OF LOVE
TXDC, L.P.	4909983	3/1/2016	CULTURED PEARL BAR
TXDC, L.P.	4890504	1/19/2016	ENDLESS BRILLIANCE
TXDC, L.P.	4938095	4/12/2016	INSPIRED BY LOVE. CREATED BY YOU.
TXDC, L.P.	4822034	9/29/2015	ROMANTIC CREATION
TXDC, L.P.	4871696	12/15/2015	CANDY COLORED JEWELRY
TXDC, L.P.	4713900	3/31/2015	UNSTOPPABLE LOVE
TXDC, L.P.	4709148	3/24/2015	CELEBRATION CANADIAN FIRE

<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
TXDC, L.P.	4542535	6/3/2014	
TXDC, L.P.	4488632	2/25/2014	LET LOVE SHINE
TXDC, L.P.	4801869	9/1/2015	
TXDC, L.P.	4585852	8/12/2014	A LOVE LIKE OURS.
TXDC, L.P.	4516389	4/15/2014	THE HEART WITHIN
TXDC, L.P.	4564810	7/8/2014	CANDY COLORED DIAMONDS AND GEMSTONES
TXDC, L.P.	4393834	8/27/2013	THE CELEBRATION DIAMOND COLLECTION
TXDC, L.P.	4397639	9/3/2013	THE CELEBRATION DIAMOND COLLECTION
TXDC, L.P.	4441204	11/26/2013	CELEBRATION FIRE
TXDC, L.P.	4393835	8/27/2013	CELEBRATION 102
TXDC, L.P.	4373665	7/23/2013	CELEBRATION GRAND
TXDC, L.P.	4327464	4/30/2013	BRILLIANT VALUES
TXDC, L.P.	4367162	7/16/2013	BRILLIANT VALUES
TXDC, L.P.	4073335	12/20/2011	BODY BY PAGODA
TXDC, L.P.	4060840	11/22/2011	GET INSPIRED
TXDC, L.P.	3770845	4/6/2010	LINZ AWARD
TXDC, L.P.	3958556	5/10/2011	BRILLIANT VALUE
TXDC, L.P.	3446182	6/10/2008	ZALES COMPANY STORE
TXDC, L.P.	3432046	5/20/2008	TOTALLY PAGODA

<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
TXDC, L.P.	3412788	4/15/2008	CELEBRATION DIAMOND
TXDC, L.P.	3012806	11/8/2005	PIERCING PAGODA+
TXDC, L.P.	2985968	8/16/2005	ZP
TXDC, L.P.	3025181	12/13/2005	BRILLIANT BUY
TXDC, L.P.	2990093	8/30/2005	
TXDC, L.P.	2740056	7/22/2003	PIERCING PAGODA
TXDC, L.P.	2774796	10/21/2003	ZALES THE DIAMOND STORE
TXDC, L.P.	2662867	12/17/2002	ZALES OUTLET
TXDC, L.P.	2436208	3/20/2001	
TXDC, L.P.	2309877	1/18/2000	ZALES SIGNATURE COLLECTION
TXDC, L.P.	2296939	11/30/1999	ZALES THE DIAMOND STORE OUTLET
TXDC, L.P.	2274924	8/31/1999	ZALES HOLIDAY BEAR
TXDC, L.P.	2142398	3/10/1998	PGDA
TXDC, L.P.	2071655	6/17/1997	SILVER & GOLD CONNECTION
TXDC, L.P.	2068743	6/10/1997	ZALES
TXDC, L.P.	2133109	1/27/1998	ZALES
TXDC, L.P.	1637241	3/5/1991	GORDON'S JEWELERS
TXDC, L.P.	1637242	3/5/1991	GORDON'S


<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
TXDC, L.P.	1641670	4/16/1991	 PIERCING PAGODA
TXDC, L.P.	1364390	10/8/1985	ZALES
TXDC, L.P.	1351098	7/23/1985	ZALES
TXDC, L.P.	1338341	5/28/1985	DIAMOND CARD
TXDC, L.P.	1247023	8/2/1983	
TXDC, L.P.	1134849	5/6/1980	CORRIGAN'S
TXDC, L.P.	1050371	10/12/1976	ZALES The Diamond Store
TXDC, L.P.	720467	8/22/1961	ZALES

U.S. Trademark Applications


<u>Loan Party</u>	<u>Application No.</u>	<u>Application Date</u>	<u>Trademark</u>
Sterling Jewelers Inc.	88510091	7/11/2019	DIAMOND EDITIONS
Sterling Jewelers Inc.	88455921	6/1/2019	TRUE NORTH
Sterling Jewelers Inc.	88293339	2/7/2019	LONG LIVE LOVE
Sterling Jewelers Inc.	88167738	10/24/2018	JARED ETERNITY

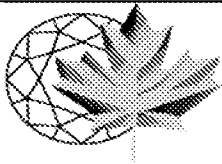
Canadian Trademark Registrations

<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
Sterling Jewelers Inc.	TMA991684	3/1/2018	ONE DIAMOND FOR YOUR TRUE LOVE
Sterling Jewelers Inc.	TMA984145	11/2/2017	ONE DIAMOND FOR YOUR BEST FRIEND. ONE DIAMOND FOR YOUR TRUE LOVE.
Sterling Jewelers Inc.	TMA1016561	3/5/2019	ONE DIAMOND FOR YOUR BEST FRIEND
Sterling Jewelers Inc.	TMA970429	5/10/2017	EVER US
Sterling Jewelers Inc.	TMA953987	11/1/2016	COLORS IN RHYTHM
Sterling Jewelers Inc.	TMA959049	1/3/2017	
Sterling Jewelers Inc.	TMA959040	1/3/2017	JEWELRY WISE
Sterling Jewelers Inc.	TMA953986	11/1/2016	
Sterling Jewelers Inc.	TMA1002442	8/9/2018	CELEBRATE LIFE EXPRESS LOVE
Sterling Jewelers Inc.	TMA897506	8/9/2018	HE WENT TO JARED
Sterling Jewelers Inc.	TMA897505	2/25/2015	THAT'S WHY HE WENT TO JARED
Sterling Jewelers Inc.	TMA897503	2/25/2015	TURN YOUR SPECIAL MOMENTS INTO CHARMED MEMORIES
Sterling Jewelers Inc.	TMA887527	10/7/2014	IT CAN ONLY BE JARED





<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
Sterling Jewelers Inc.	TMA887529	10/7/2014	VINTAGE TRADITIONS
Sterling Jewelers Inc.	TMA917515	10/19/2015	WORKS OF DIAMOND ART
Sterling Jewelers Inc.	TMA897504	2/25/2015	SHADES OF WONDER
Sterling Jewelers Inc.	TMA883391	8/5/2014	DIAMOND EDITIONS
Sterling Jewelers Inc.	TMA917535	10/19/2015	THE IDEAL IDEAL-CUT DIAMOND
Sterling Jewelers Inc.	TMA917532	10/19/2015	SEA MAGIC CULTURED PEARLS
Sterling Jewelers Inc.	TMA917533	10/19/2015	THE LEO ARTISAN
Sterling Jewelers Inc.	TMA917514	10/19/2015	PROMISES LOVE COMMITMENT FAITH PURITY
Sterling Jewelers Inc.	TMA917530	10/19/2015	
Sterling Jewelers Inc.	TMA917518	10/19/2015	PERFECT PARTNER
Sterling Jewelers Inc.	TMA917517	10/19/2015	KAY JEWELERS OUTLET
Sterling Jewelers Inc.	TMA887564	10/7/2014	
Sterling Jewelers Inc.	TMA917559	10/19/2015	PEERLESS
Sterling Jewelers Inc.	TMA887530	10/7/2014	CREATE THE PERFECT GIFT FOR YOUR PERFECT PARTNER



<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
Sterling Jewelers Inc.	TMA887526	10/7/2014	EVERY KISS BEGINS WITH KAY
Sterling Jewelers Inc.	TMA887528	10/7/2014	EVERY LOOK...EVERY TOUCH...EVERY KISS BEGINS WITH KAY
Sterling Jewelers Inc.	TMA917558	10/19/2015	CHARMED MEMORIES
Sterling Jewelers Inc.	TMA887525	10/7/2014	HEARTS DESIRE
Sterling Jewelers Inc.	TMA917560	10/19/2015	FIND WHAT YOU FEEL
Sterling Jewelers Inc.	TMA845206	3/5/2013	KAY
Sterling Jewelers Inc.	TMA727807	11/5/2008	JARED
Sterling Jewelers Inc.	TMA727808	11/5/2008	JARED
Sterling Jewelers Inc.	TMA727810	11/5/2008	JARED THE GALLERIA OF JEWELRY
Sterling Jewelers Inc.	TMA577902	3/21/2003	LEO
Sterling Jewelers Inc.	TMA542311	3/13/2001	KAY JEWELERS
TXDC, L.P.	TMA912179	8/24/2015	LET LOVE SHINE
TXDC, L.P.	TMA701820	11/27/2007	ZALES
TXDC, L.P.	TMA645341	8/4/2005	ZCDS
TXDC, L.P.	TMA653557	11/25/2005	ZC
TXDC, L.P.	TMA620487	9/23/2004	SILVER & GOLD CONNECTION

<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
TXDC, L.P.	TMA633081	2/17/2005	PIERCING PAGODA
TXDC, L.P.	TMA626905	11/26/2004	ZALES
TXDC, L.P.	TMA627184	12/1/2004	ZALES THE DIAMOND STORE OUTLET
TXDC, L.P.	TMA626731	11/25/2004	ZALES
TXDC, L.P.	TMA583129	6/5/2003	ZALES The Diamond Store
Zale Canada Co.	TMA501614	9/30/1998	PEOPLES 容 寶 珠 寶
TXDC, L.P.	TMA213525	4/30/1976	ZALES
Zale Canada Co.	TMA981105	9/21/2017	Zp
Zale Canada Co.	TMA964843	3/6/2017	CELEBRATION CANADIAN GRAND
Zale Canada Co.	TMA998823	8/6/2018	ELEGANT REFLECTIONS
Zale Canada Co.	TMA949492	9/15/2016	CELEBRATION CANADIAN LUX
Zale Canada Co.	TMA902758	5/4/2015	STAY OUT OF THE PENALTY BOX
Zale Canada Co.	TMA903785	5/19/2015	UNSTOPPABLE LOVE
Zale Canada Co.	TMA904015	5/20/2015	CELEBRATION CANADIAN FIRE
Zale Canada Co.	TMA947016	8/22/2016	THE HEART WITHIN
Zale Canada Co.	TMA905026	6/2/2015	 ARCTIC BRILLIANCE CANADIAN DIAMONDS
Zale Canada Co.	TMA965865	3/16/2017	PEOPLES <i>outlet</i> THE DIAMOND STORE


<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
Zale Canada Co.	TMA851694	5/27/2013	CANDY COLOURED DIAMONDS & GEMSTONES
Zale Canada Co.	TMA851695	5/27/2013	THE CELEBRATION DIAMOND COLLECTION
Zale Canada Co.	TMA852526	6/5/2013	CELEBRATION FIRE
Zale Canada Co.	TMA851696	5/27/2013	CELEBRATION 100
Zale Canada Co.	TMA852527	6/5/2013	CELEBRATION GRAND
Zale Canada Co.	TMA852524	6/5/2013	BRILLIANT VALUES
Zale Canada Co.	TMA839384	1/7/2013	PEOPLES THE DIAMOND STORE
Zale Canada Co.	TMA855717	7/19/2013	PEOPLES LE MAGASIN DE DIAMANT
Zale Canada Co.	TMA792105	3/3/2011	PEOPLES the DIAMOND STORE SINCE 1919
Zale Canada Co.	TMA778192	9/27/2010	THIS HOLIDAY, SAY 'I LOVE YOU' LIKE NEVER BEFORE
Zale Canada Co.	TMA778898	10/4/2010	SAY 'I LOVE YOU' LIKE NEVER BEFORE
Zale Canada Co.	TMA780090	10/19/2010	LOVE CHANGES EVERYTHING
Zale Canada Co.	TMA791959	10/19/2010	BRILLIANT VALUE
Zale Canada Co.	TMA791958	3/2/2011	BRILLIANT VALUE
Zale Canada Co.	TMA758355	1/29/2010	


<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
Zale Canada Co.	TMA750553	10/20/2009	
Zale Canada Co.	TMA806270	9/8/2011	
Zale Canada Co.	TMA743567	7/16/2009	FASHION COMES FULL CIRCLE
Zale Canada Co.	TMA645031	7/28/2005	PEOPLES II
Zale Canada Co.	TMA645195	8/2/2005	THE PEOPLES CROWN DIAMOND
Zale Canada Co.	TMA639538	5/10/2005	THE PEOPLES PRESTIGE DIAMOND
Zale Canada Co.	TMA639537	5/10/2005	THE PEOPLES ELITE DIAMOND
Zale Canada Co.	TMA645436	8/8/2005	THE MAPPINS ROYAL DIAMOND
Zale Canada Co.	TMA645279	8/3/2005	THE MAPPINS SUPERIOR DIAMOND
Zale Canada Co.	TMA645133	7/29/2005	THE MAPPINS PREMIER DIAMOND
Zale Canada Co.	TMA645250	8/2/2005	ARCTIC IDEAL
Zale Canada Co.	TMA605395	3/16/2004	MAPPINS
Zale Canada Co.	TMA605424	3/16/2004	
Zale Canada Co.	TMA639609	5/11/2005	THE EXCLUSIVE PEOPLES LOVE BAND
Zale Canada Co.	TMA644129	7/12/2005	THE EXCLUSIVE MAPPINS CANADIAN DIAMOND
Zale Canada Co.	TMA639719	5/12/2005	PEOPLES CANADIAN DIAMOND

<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
Zale Canada Co.	TMA605118	3/15/2004	
Zale Canada Co.	TMA605256	3/16/2004	PEOPLES DIAMOND
Zale Canada Co.	TMA601375	2/4/2004	ARIANNA
Zale Canada Co.	TMA466305	11/26/1996	PEOPLES THE DIAMOND STORE
Zale Canada Co.	TMA445967	8/11/1995	PEOPLES - FOR EVERYONE
Zale Canada Co.	TMA416756	9/10/1993	WHEN WORDS ARE NOT ENOUGH
Zale Canada Co.	TMA433001	9/9/1994	FOR PEOPLE WHO LOVE DIAMONDS
Zale Canada Co.	TMA401130	8/7/1992	THE DIAMOND PEOPLE PEOPLES
Zale Canada Co.	TMA407911	2/12/1993	
Zale Canada Co.	TMA360679	10/20/1989	
Zale Canada Co.	TMA247729	7/4/1980	COLLECTORS 1
Zale Canada Co.	TMA246037	6/6/1980	PEOPLES JEWELLERS
Zale Canada Co.	TMA574844	1/31/2003	MAPPIN'S
Zale Canada Co.	TMA183418	5/26/1972	PEOPLES
Zale Canada Co.	TMA183249	5/19/1972	

<u>Loan Party</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
Zale Canada Co.	TMA140778	6/11/1965	
Zale Canada Co.	UCA12368	4/18/1939	PEOPLES' CREDIT
Zale Canada Co.	UCA11718	9/30/1938	MACKENZIE
Zale Delaware, Inc.	TMA558353	2/22/2002	
TXDC, L.P.	TMA508167	2/19/1999	ZALES

Canadian Trademark Applications

<u>Loan Party</u>	<u>Application No.</u>	<u>Application Date</u>	<u>Trademark</u>
Sterling Jewelers Inc.	1914284	8/10/2018	LONG LIVE LOVE
Zale Canada Co.	1908799	5/18/2018	Rea AuRA
Sterling Jewelers Inc.	1899980	5/18/2018	JARED
Sterling Jewelers Inc.	1877095	1/11/2018	WHEREVER LIFE TAKES US, WE GO TOGETHER.
Sterling Jewelers Inc.	1849933	7/28/2017	
Sterling Jewelers Inc.	1846139	7/6/2017	UNSCRIPTED

<u>Loan Party</u>	<u>Application No.</u>	<u>Application Date</u>	<u>Trademark</u>
Sterling Jewelers Inc.	1845694	7/4/2017	INTERWOVEN
Sterling Jewelers Inc.	1757546	12/2/2015	CHOSEN BY JARED
Sterling Jewelers Inc.	1757550	12/2/2015	CHOSEN
Sterling Jewelers Inc.	1751470	10/21/2015	PIERCING PAGODA
TXDC, L.P.	1787765	6/20/2016	EXPRESSIONIST
TXDC, L.P.	1786128	6/8/2016	SHINE IN ANY MOMENT
TXDC, L.P.	1785672	6/6/2016	COURAGEOUS
Zale Canada Co.	1943184	1/29/2019	WHO SAYS YOU CAN'T WRITE YOUR OWN FAIRYTALE?
Zale Canada Co.	1922326	9/27/2018	LOVE IS WORTH IT
Zale Canada Co.	1827100	3/13/2017	INSPIRED BY NATURE
Zale Canada Co.	1826146	3/7/2017	
Zale Canada Co.	1805466	10/19/2016	OUR DAY
Zale Canada Co.	1798323	8/31/2016	TIMES OF LOVE
Zale Canada Co.	1793373	7/27/2016	LOVE'S DESTINY

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