

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

|  |   |                                       |  |
|--|---|---------------------------------------|--|
| SUBMISSION TYPE:   | NEW ASSIGNMENT  |                                       |  |
| NATURE OF CONVEYANCE:  | SECURITY INTEREST   |                                       |  |
| CONVEYING PARTY DATA   |   |                                       |  |
| Name   | Formerly  | Execution Date                        | Entity Type                            |
| William Pitt, LLC  |   | 12/22/2004                            | Limited Liability<br>Company: DELAWARE |
| RECEIVING PARTY DATA   |   |                                       |  |
| Name:  | Wells Fargo Bank, National Association, as administrative agent |                                       |  |
| Street Address:  | 555 Montgomery Street   |                                       |  |
| Internal Address:  | 17th Floor  |                                       |  |
| City:  | San Francisco   |                                       |  |
| State/Country:   | CALIFORNIA  |                                       |  |
| Postal Code:   | 94111   |                                       |  |
| Entity Type:   | National Banking Association: UNITED STATES                     |                                       |  |
| PROPERTY NUMBERS Total: 2  |   |                                       |  |
| Property Type  | Number  | Word Mark                             |  |
| Registration Number:   | 2689729   | WORLD'S BIGGEST ENGAGEMENT RING STORE |  |
| Serial Number:   | 76518524  | ROBBINS BROS.                         |  |
| CORRESPONDENCE DATA  |   |                                       |  |
| Fax Number:  | (916)329-4900   |                                       |  |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |   |                                       |  |
| Phone:   | 213-612-2020  |                                       |  |
| Email:   | lpartmann@orrick.com  |                                       |  |
| Correspondent Name:  | Kevin S. Kinigstein   |                                       |  |
| Address Line 1:  | 777 South Figueroa Street                                       |                                       |  |
| Address Line 2:  | Suite 3200  |                                       |  |
| Address Line 4:  | Los Angeles, CALIFORNIA 90017-5855                              |                                       |  |
| NAME OF SUBMITTER:   | Kevin S. Kinigstein   |                                       |  |
| Signature:   | /Kevin S. Kinigstein/   |                                       |  |

Date:

12/23/2004

**Total Attachments: 4**

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## GRANT OF SECURITY INTEREST

### TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of December 22, 2004, is executed by WILLIAM PITT, LLC, a Delaware limited liability company (the "Borrower"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association, as Administrative Agent for the Lenders referenced below ("Administrative Agent").

A. Pursuant to that certain Credit Agreement, dated concurrently herewith (as the same from time to time hereafter may be amended, modified, supplemented or restated, the "Credit Agreement"), by and among the Borrower, the financial institutions party thereto from time to time (collectively, the "Lenders"), Wells Fargo Bank, National Association, as Administrative Agent, L/C Issuer and Swing Line Lender, the Lenders have agreed to extend loans and other financial accommodations to the Borrower for the purposes, and on the terms and subject to the conditions, set forth in the Credit Agreement (the "Credit Facility").

B. The Borrower has adopted, used and are using the trademarks, more particularly described on Schedule 1 annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. The Borrower has entered into a Security Agreement (Intellectual Property) dated as of the date hereof (the "IP Security Agreement") with Administrative Agent on behalf of the Lenders.

D. Pursuant to the IP Security Agreement, the Borrower has granted to Administrative Agent on behalf of the Lenders a security interest in all right, title and interest of the Borrower in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the IP Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Borrower does hereby further grant to the Administrative Agent on behalf of the Lenders a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Borrower does hereby further acknowledge and affirm that the rights and remedies of Administrative Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the IP Security Agreement, the terms and

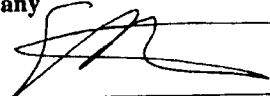
provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Administrative Agent's address is:

Wells Fargo Bank, National Association  
555 Montgomery St., 17th Floor  
San Francisco, CA 94111  
Attention: John Hukari

IN WITNESS WHEREOF, the Borrower has caused this Grant of Security Interest to be executed as of the day and year first above written.

**WILLIAM PITT, LLC,**  
a Delaware limited liability  
company

By:   
Name: Stephen Robbins  
Title: Chief Executive Officer

# TRADEMARKS AND TRADEMARK APPLICATIONS

| Trademark  | Serial Number                             | Date Filed | Status     |
|--|---|------------|------------|
| The World's Biggest Engagement Ring Store                    | 2,689,729                                 | 2-25-03    | Registered |
| The Engagement Ring Store<br>(concurrent use registration)   | 2,237,873                                 | 4-13-99    | Registered |
| Certified Collection Quality                                 | 1,379,822<br>(Supplemental Register only) | 1-21-86    | Registered |
| The World's Biggest Engagement Ring Store                    | 53,288                                    | 5-03-00    | Registered |
| Echo   | 78/370,517                                | 2-19-04    | Pending    |
| Fiancee  | 78/273,262                                | 7-11-03    | Pending    |
| Fiance   | 78/273,261                                | 7-11-03    | Pending    |
| World Class Weddings At Robbins Bros. & design               | 78/266,591                                | 6-24-03    | Pending    |
| World Class Weddings   | 78/433,554                                | 6-10-04    | Pending    |
| Gemquest   | 78/432,014                                | 6-08-04    | Pending    |
| Robbins Bros. World's Biggest Engagement Ring Store & design | 76/521,382                                | 6-09-03    | Pending    |
| Robbins Bros.  | 76/518,524                                | 6-02-03    | Pending    |
| RB & design  | 76/509,010                                | 4-23-03    | Pending    |
| World Class Weddings At Robbins Bros.                        | 76/506,633                                | 4-16-03    | Pending    |
| World Class Weddings   | 76/506,632                                | 4-16-03    | Pending    |
| Robbins Bros. & design                                       | 76/506,631                                | 4-16-03    | Pending    |
| Love <sup>2</sup>  | 78/441,034                                | 6-24-04    | Pending    |
| Recruit-A-Palooza  | 78/370,707                                | 2-19-04    | Pending    |