

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
ROBBINS BROS. CORPORATION		01/19/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	WESTON PRESIDIO CAPITAL IV, L.P.
Street Address:	C/O WESTON PRESIDIO
Internal Address:	PIER 1, BAY 2
City:	SAN FRANCISCO
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

Name:	WPC ENTREPRENEUR FUND, L.P.
Street Address:	C/O WESTON PRESIDIO
Internal Address:	PIER 1, BAY 2
City:	SAN FRANCISCO
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	2237873	THE ENGAGEMENT RING STORE
Registration Number:	2689729	WORLD'S BIGGEST ENGAGEMENT RING STORE
Serial Number:	76506631	ROBBINS BROS.
Registration Number:	2907663	WORLD CLASS WEDDINGS AT ROBBINS BROS.
Registration Number:	2999592	RB WORLD'S BIGGEST ENGAGEMENT RING STORE
Serial Number:	76521382	ROBBINS BROS. WORLD'S BIGGEST ENGAGEMENT RING STORE

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Serial Number:	77000052	THE ENGAGEMENT RING PEOPLE
Serial Number:	77045148	ENGAGEMENT DREAMS
Serial Number:	77047222	SOLANA
Serial Number:	77047224	ENCHANTE
Serial Number:	77047225	VIVANT
Serial Number:	77048317	ECHO
Serial Number:	77048954	VIVANT THE 18KT CONTEMPORARY COLLECTION
Serial Number:	77050303	PERFECT PROPOSALS
Serial Number:	78266591	WORLD CLASS WEDDINGS AT ROBBINS BROS.
Serial Number:	78370517	ECHO
Registration Number:	3021907	RECRUIT-A-PALOOZA
Serial Number:	78432014	GEMQUEST
Registration Number:	3049149	LOVE2
Serial Number:	78491883	SKIP AND STEVE'S WORLD'S BIGGEST ENGAGEMENT RING STORE
Serial Number:	78815951	CERTIFIED COLLECTION QUALITY
Serial Number:	78860436	PREZIA
Serial Number:	78932380	THE ENGAGEMENT RING EXPERTS

CORRESPONDENCE DATA

Fax Number: (415)395-8095
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 4153958156
Email: leah.schoellkopf@lw.com
Correspondent Name: Leah Schoellkopf
Address Line 1: 505 Montgomery Street, Suite 2000
Address Line 4: San Francisco, CALIFORNIA 94111-2562

NAME OF SUBMITTER:	Leah J. Schoellkopf
Signature:	/Leah J. Schoellkopf/
Date:	01/26/2007

Total Attachments: 6
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GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of January 19, 2007, is executed by ROBBINS BROS. CORPORATION, a Delaware corporation (formerly known as William Pitt, LLC) (the "Borrower"), in favor of the Lenders.

A The Borrower has entered into that certain Amended and Restated Senior Subordinated Secured Term Note Agreement, dated concurrently herewith (as the same from time to time hereafter may be amended, modified, supplemented or restated, the "Note Agreement"), by and among the Borrower and the Lenders (as defined therein), pursuant to which the Lenders have agreed to extend a term loan (the "Term Loan") to the Borrower on the terms and subject to the conditions set forth in the Note Agreement.

B. The Borrower has adopted, used and are using the trademarks, more particularly described on Schedules 1-A and 1-B 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 an Amended and Restated Intellectual Property Security Agreement pursuant to the Note Agreement, dated as of the date hereof (the "IP Security Agreement"), with the Lenders.

D. Pursuant to the IP Security Agreement, the Borrower has granted, assigned, conveyed, mortgaged, pledged, hypothecated and transferred to the Lenders a security interest in all right, title and interest of the Borrower in, to and under 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 prompt and complete payment and performance 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, assign, convey, mortgage, pledge, hypothecate and transfer to 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 the Lenders 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.

The Lenders Address:

c/o Weston Presidio
Pier 1, Bay 2
San Francisco, CA 94111

with a copy to:

Therese Mrozek
Weston Presidio
Pier 1, Bay 2
San Francisco, CA 94111

[Signature Page Follows]

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

ROBBINS BROS. CORPORATION,
a Delaware corporation

By: 

Name: James E. Ritter

Title: Chief Financial Officer

Grant of Security Interest (Trademarks)

TRADEMARK
REEL: 003469 FRAME: 0293

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

I. United States Trademarks

Mark	Serial Number	Filing Date	Registration Number	Registration Date
THE ENGAGEMENT RING STORE	74430884	9/1/1993	2,237,873	4/13/1999
THE WORLD'S BIGGEST ENGAGEMENT RING STORE	76031420	4/21/2000	2,689,729	2/25/2003
ROBBINS BROS. and Banner Design	76506631	4/16/2003	N/A	N/A
WORLD CLASS WEDDINGS AT ROBBINS BROS.	76506633	4/16/2003	2,907,663	12/7/2004
RB AND GLOBE DESIGN	76509010	4/23/2003	2,999,592	9/27/2005
ROBBINS BROS. WORLD'S BIGGEST ENGAGEMENT RING STORE and Sign Design	76521382	6/9/2003	N/A	N/A
THE ENGAGEMENT RING PEOPLE	77000052	9/14/2006	N/A	N/A
ENGAGEMENT DREAMS	77045148	11/22/2006	N/A	N/A
Solana	77047222	11/18/2006	N/A	N/A
ENCHANTE	77047224	11/18/2006	N/A	N/A
VIVANT	77047225	11/18/2006	N/A	N/A
ECHO	77048317	11/20/2006	N/A	N/A
VIVANT THE 18KT CONTEMPORARY COLLECTION	77048954	11/21/2006	N/A	N/A

Mark	Serial Number	Filing Date	Registration Number	Registration Date
Perfect Proposals	77050303	11/22/2006	N/A	N/A
WORLD CLASS WEDDINGS AT ROBBINS BROS. and Design	78266591	6/24/2003	N/A	N/A
ECHO	78370517	2/19/2004	N/A	N/A
RECRUIT-A-PALOOZA	78370707	2/19/2004	3,021,907	11/29/2005
Gemquest	78432014	6/8/2004	N/A	N/A
LOVE ²	78441034	6/24/2004	3,049,149	1/24/2006
Skip & Steve's World's Biggest Engagement Ring Store	78491883	9/29/2004	N/A	N/A
CERTIFIED COLLECTION QUALITY	78815951	2/15/2006	N/A	N/A
Prezia	78860436	4/12/2006	N/A	N/A
The Engagement Ring Experts	78932380	7/18/2006	N/A	N/A

II. State Trademarks

Mark	Serial Number	Filing Date	Registration Number	Registration Date	State
ROBBINS BROS. WORLD'S BIGGEST ENGAGEMENT RING STORE	N/A	N/A	53,288	5/3/2000	California

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application Date</u>	<u>Application No.</u>
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