

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Robbins Bros. Jewelry, Inc.		05/20/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Wells Fargo Bank, National Association, as Administrative Agent
<b>Street Address:</b>	333 South Grand Avenue, Suite 940
<b>Internal Address:</b>	Attn: Ernie Pinder
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90071
<b>Entity Type:</b>	National Banking Association: UNITED STATES

**PROPERTY NUMBERS Total: 33**

Property Type	Number	Word Mark
Registration Number:	2237873	THE ENGAGEMENT RING STORE
Registration Number:	2689729	WORLD'S BIGGEST ENGAGEMENT RING STORE
Registration Number:	3263871	ROBBINS BROS.
Registration Number:	2999592	RB WORLD'S BIGGEST ENGAGEMENT RING STORE
Registration Number:	2907663	WORLD CLASS WEDDINGS AT ROBBINS BROS.
Registration Number:	3315057	ROBBINS BROS. WORLD'S BIGGEST ENGAGEMENT RING STORE
Serial Number:	77045148	ENGAGEMENT DREAMS
Registration Number:	3358488	SOLANA
Serial Number:	77047224	ENCHANTE
Serial Number:	77047225	VIVANT
Serial Number:	77048317	ECHO
Serial Number:	77050303	PERFECT PROPOSALS
Registration Number:	3444058	PERFECT PROPOSALS

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Registration Number:	3248687	WORLD CLASS WEDDINGS AT ROBBINS BROS.
Serial Number:	78370517	ECHO
Registration Number:	3021907	RECRUIT-A-PALOOZA
Registration Number:	3496972	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:	77582388	THE ENGAGEMENT RING EXPERTS
Serial Number:	77153003	RANDOM ACTS OF ROMANCE
Serial Number:	77222489	LUVINITY
Serial Number:	77297753	CHIEF ENGAGEMENT OFFICER
Serial Number:	77299634	MSID
Serial Number:	77323754	BIGGER. BRIGHTER. PATENTED. PROVEN.
Serial Number:	77337471	AL SMITH'S DIAMOND
Serial Number:	77337445	MR. SMITH'S INCREDIBLE DIAMOND
Serial Number:	77186948	BELLA LUNA
Serial Number:	77516900	ROBBINS BROS. ONE LOVE. ONE RING.
Serial Number:	77219417	WATER GIVING WATER FROM ROBBINS BROS.
Registration Number:	3493597	WATER GIVING WATER

**CORRESPONDENCE DATA**

Fax Number: (213)612-2499  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 213-629-2020  
Email: lpartmann@orrick.com  
Correspondent Name: Ramon Galvan  
Address Line 1: 777 South Figueroa Street, Suite 3200  
Address Line 2: Orrick, Herrington & Sutcliffe LLP  
Address Line 4: Los Angeles, CALIFORNIA 90017-5855

ATTORNEY DOCKET NUMBER:	1696-361/1640
NAME OF SUBMITTER:	Ramon Galvan
Signature:	/Ramon Galvan/
Date:	06/12/2009

**Total Attachments: 7**

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## GRANT OF SECURITY INTEREST

### TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of May 20, 2009, is executed by ROBBINS BROS. JEWELRY, INC., a Delaware corporation (the "Grantor"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, as the Administrative Agent (in such capacity, the "Administrative Agent") for the financial institutions which are from time to time parties to the Credit Agreement referred to in Recital A below (collectively, the "Lenders").

A. Pursuant to that certain Credit Agreement, dated as of May 20, 2009 (as the same from time to time hereafter may be amended, modified, supplemented or restated, the "Credit Agreement"), by and among Robbins Bros. Jewelry, Inc., Wells Fargo Bank, National Association, as L/C Issuer, Swing Line Lender and Administrative Agent, and each of the lenders party thereto from time to time, the Lenders have agreed to extend loans and other financial accommodations to Robbins Bros. Jewelry, Inc. for the purposes, and on the terms and subject to the conditions, set forth in the Credit Agreement.

B. The Grantor owns 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 Grantor and other entities party thereto from time to time have entered into a Intellectual Property Security Agreement dated as of May 20, 2009 (as the same from time to time hereafter may be amended, modified, supplemented or restated, the "IP Security Agreement") with Administrative Agent on behalf of the Lenders.

D. Pursuant to the IP Security Agreement, the Grantor has granted to the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders) a security interest in all right, title and interest of the Grantor in and to all trademarks, trade names, trade styles and service marks, and general intangibles of like nature, now existing or hereafter adopted or acquired, all right, title and interest therein and thereto, all registrations thereof, including (i) all applications and registrations in the Patent and Trademark Office (other than intent-to-use trademark applications, to the extent a Statement of Use or Amendment to Allege Use has not been filed and accepted with respect thereto), all whether now owned or hereafter acquired by any Grantor, including those described in Schedule 1-A, and all renewals thereof, and the goodwill symbolized by any of the foregoing (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 Grantor does hereby further grant to the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders) a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the 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.

The Administrative Agent's address is:

Wells Fargo Bank, National Association  
333 South Grand Avenue, Suite 940  
Los Angeles CA 90071  
Attention: Ernie Pinder  
Fax No. (213) 253-5913




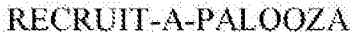
IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

**ROBBINS BROS. JEWELRY, INC.**

By:         *Bruce L. Ross*          
Name:         *Bruce L. Ross*          
Title:         *C.F.O*

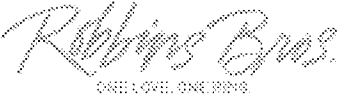
SCHEDULE 1 TO GRANT OF SECURITY INTEREST  
TRADEMARKS and TRADEMARK APPLICATIONS

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 design 	76506631	4/16/2003	3,263,871	07/17/2007
RB WORLD'S BIGGEST ENGAGEMENT RING STORE® and design 	76509010	4/23/2003	2,999,592	9/27/2005
WORLD CLASS WEDDINGS AT ROBBINS BROS.®	76506633	4/16/2003	2,907,663	12/7/2004
ROBBINS BROS. WORLD'S BIGGEST ENGAGEMENT RING STORE and design	76521382	6/9/2003	3,315,057	10/23/2007

Mark	Serial Number	Filing Date	Registration Number	Registration Date
				
ENGAGEMENT DREAMS	77045148	11/22/2006	N/A	12/25/2007
Solana®	77047222	11/18/2006	3,358,488	12/25/2007
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
PERFECT PROPOSALS	77050303	11/22/2006	N/A	N/A
PERFECT PROPOSALS®	77198312	11/05/2007	3,444,058	06/10/2008
WORLD CLASS WEDDINGS AT ROBBINS BROS. and Design® 	78266591	6/24/2003	3,248,687	05/29/2007
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	3,496,972	09/02/2008



Mark	Serial Number	Filing Date	Registration Number	Registration Date
LOVE <sup>2</sup> (stylized format) ® Love <sup>3</sup>	78441034	6/24/2004	3,049,149	1/24/2006
Skip & Eve'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	77582388	09/30/2008	N/A	N/A
RANDOM ACTS OF ROMANCE	77153003	4/10/2007	N/A	N/A
LUVINITY	77222489	07/05/2007	N/A	N/A
ROBBINS BROS. WORLD'S BIGGEST ENGAGEMENT RING STORE	N/A	N/A	53,288 (California Service Mark)	5/3/2000
CHIEF ENGAGEMENT OFFICER	77297753	10/5/2007	N/A	N/A
MSID	77299634	10/9/2007	N/A	N/A
Bigger. Brighter. Patented. Proven.	77323754	11/7/2007	N/A	N/A
AL SMITH'S DIAMOND	77337471	11/27/2007	N/A	N/A
MR. SMITH'S INCREDIBLE DIAMOND	77337445	11/27/2007	N/A	N/A
BELLA LUNA	77186948	05/22/2007	N/A	N/A
ROBBINS BROS. ONE LOVE.	77516900	07/08/2008	N/A	N/A

Mark	Serial Number	Filing Date	Registration Number	Registration Date
<p>ONE RING.</p> 				
<p>WATER GIVING WATER FROM ROBBINS BROS.</p>	77219417	06/29/2007	N/A	N/A
<p>WATER GIVING WATER®</p>	77219409	06/29/2007	3493597	08/26/2008