

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS UNDER THE INTELLECTUAL PROPERTY SECURITY AGREEMENT

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Crystal Capital Fund Management, L.P., as the initial collateral agent		05/13/2010	LIMITED PARTNERSHIP: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Crystal Financial LLC, as successor Collateral Agent
<b>Street Address:</b>	Two International Place
<b>Internal Address:</b>	17th Floor
<b>City:</b>	Boston
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02110
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	2296549	PREMIER FINE JEWELRY DIRECT
Registration Number:	1927251	ULTRA
Registration Number:	1629987	ULTRA DESIGNS
Registration Number:	2295319	ULTRA DIAMOND AND GOLD OUTLET
Registration Number:	3114099	ULTRADIAMONDS.COM
Serial Number:	78901572	THE FLOWERS THAT LAST A LIFETIME
Serial Number:	77727189	MII

**CORRESPONDENCE DATA**

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**CH \$190.00 2296549**

**900162137**

**TRADEMARK  
 REEL: 004205 FRAME: 0687**

Correspondent Name: Christine Slattery  
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ATTORNEY DOCKET NUMBER:	20867/003
NAME OF SUBMITTER:	Christine Slattery
Signature:	/Christine Slattery/
Date:	05/13/2010

Total Attachments: 3  
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ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS  
UNDER THE INTELLECTUAL PROPERTY SECURITY AGREEMENT

ASSIGNMENT dated as of May 13, 2010, from Crystal Capital Fund Management, L.P., as the initial collateral agent (the "Initial Collateral Agent"), to Crystal Financial LLC, as successor collateral agent (together with its successors and assigns, the "Successor Collateral Agent").

WITNESSETH:

WHEREAS, pursuant to that certain Intellectual Property Security Agreement, dated as of July 31, 2009 (the "IP Security Agreement"), by and among Ultra Stores, Inc., a Delaware corporation and each of the other signatories thereto (individually, as a "Grantor" and collectively, as the "Grantors") and the Initial Collateral Agent, the Grantors granted a security interest to the Initial Collateral Agent in certain Trademark Collateral including the Trademarks set forth on Schedule 1 thereto; and

WHEREAS, the IP Security Agreement was recorded with the Trademark Assignment Division of the United States Patent and Trademark Office on August 3, 2009 at Reel 004035, Frame 0677; and

WHEREAS, the Initial Collateral Agent has assigned all of its rights, powers and privileges as Collateral Agent under the Term Loan Agreement (as such term is defined in the IP Security Agreement) and the IP Security Agreement to the Successor Collateral Agent; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and upon the terms set forth in this Assignment, the Initial Collateral Agent hereby acknowledges and agrees as follows:

1. Definitions. The term "Trademarks" shall have the meaning ascribed to it in the IP Security Agreement, and includes, without limitation, those items listed on Schedule 1 hereto.
2. Assignment of Security Interest. The Initial Collateral Agent hereby assigns all of its rights, powers and privileges under the IP Security Agreement, including those respecting the Trademarks and Trademark applications and registrations, to the Successor Collateral Agent.
3. Further Assurances. The Initial Collateral Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect this Assignment.

{SIGNATURE PAGE TO FOLLOW}

IN WITNESS WHEREOF, the undersigned has executed this Assignment of Security Interest in Trademarks by its duly authorized officer as of the date first written above.

INITIAL COLLATERAL AGENT:

**CRYSTAL CAPITAL FUND MANAGEMENT, L.P.**

By: Crystal Capital Fund Management GP, LLC, its  
General Partner

By: \_\_\_\_\_

Name:

*REBEKA TACUS*

Title:

*DIRECTOR*

EXHIBIT 1

List of Trademarks and Trademark Applications

Grantor	Trademark or Servicemark	Country	Reg./App. Number	Reg./App. Date
Ultra Stores, Inc.	Premier Fine Jewelry Direct	USA	2,296,549	11/30/99
Ultra Stores, Inc.	Ultra and Design	USA	1,927,251	10/17/95
Ultra Stores, Inc.	Ultra Designs	USA	1,629,987	1/1/91
Ultra Stores, Inc.	Ultra Diamond and Gold Outlet	USA	2,295,319	11/30/99
Ultra Stores, Inc.	Ultradiamonds.com	USA	3,114,099	7/11/06
Ultra Stores, Inc.	THE FLOWERS THAT LAST A LIFETIME	USA	78901572	6/6/06
Ultra Stores, Inc.	Mii	USA	77727189	5/1/09