

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Bijoux Turner LLC		09/24/2009	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	BT Funding Corp.
<b>Street Address:</b>	75 Fourteenth Street
<b>Internal Address:</b>	24th Floor (c/o Arcapita Inc.)
<b>City:</b>	Atlanta
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	30309
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 28**

Property Type	Number	Word Mark
Serial Number:	85001878	BIJOUX TURNER
Serial Number:	85001886	B YOU
Serial Number:	85001638	B YOU
Serial Number:	85001632	B YOU
Serial Number:	85001627	B YOU
Serial Number:	85001619	B YOU
Serial Number:	77938553	BIJOUX TURNER
Serial Number:	77938561	BIJOUX TURNER
Serial Number:	77937514	BT
Serial Number:	77937507	BT
Serial Number:	77937499	BT
Serial Number:	77937477	BT
Serial Number:	77921645	X'EST JOLIE

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Serial Number:	77921639	X'EST JOLIE
Serial Number:	77921633	X'EST JOLIE
Serial Number:	77917913	DEJA VOUX
Serial Number:	77918055	DEJA VOUX
Serial Number:	77917889	DEJA VOUX
Serial Number:	77917843	DEJA VOUX
Serial Number:	77917920	VOUX
Serial Number:	77918049	VOUX
Serial Number:	77917884	VOUX
Serial Number:	77917825	VOUX
Serial Number:	77918058	X'E JOLIE
Serial Number:	77917909	X'E JOLIE
Serial Number:	77917891	X'E JOLIE
Serial Number:	77917832	X'E JOLIE
Serial Number:	85007373	X'EST JOLIE

**CORRESPONDENCE DATA**

Fax Number: (919)416-8328  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 9192868041  
Email: pto\_tmconfirmation@mvalaw.com  
Correspondent Name: Moore & Van Allen PLLC  
Address Line 1: 430 Davis Drive  
Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	032714-00015 EAR
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	07/06/2010

Total Attachments: 4  
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NOTICE OF  
GRANT OF SECURITY INTEREST  
IN TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to that certain Amended and Restated Trademark Security Agreement (as amended, restated, supplemented or otherwise modified from time to time, the "TSA"), dated as of September 24, 2009, made by BIJOUX TERNER LLC, a Delaware limited liability company ("Bijoux Turner") in favor of BT FUNDING CORP., a Delaware corporation ("BT Funding"), Bijoux Turner has granted a continuing security interest in and continuing lien upon, certain trademarks, trademark licenses and trademark applications to BT Funding. Pursuant to Section 6 of the TSA, if at any time Bijoux Turner shall obtain or acquire rights to any new trademarks, trademark licenses and trademark applications, Bijoux Turner has agreed to amend Schedule 1 to the TSA to include such new trademarks, trademark licenses and trademark applications. In connection therewith, Bijoux Turner hereby grants a continuing security interest in and continuing lien upon, the trademarks, trademark licenses and trademark applications shown below to BT Funding:

TRADEMARKS

Trademark No.	Description of Trademark	Date of Trademark
	See Schedule 1 attached hereto	

TRADEMARK APPLICATIONS

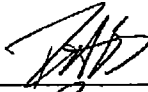
Trademark Application No.	Description of Trademark Applied For	Date of Trademark Application
	See Schedule 1 attached hereto	

[Signature on Following Page]

Bijoux Ternier and BT Funding hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the TSA and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

**BIJOUX TERNER LLC**

By:   
Name: Roger A. Betancourt  
Title: CIO & VP of Operations

Acknowledged and Accepted:

**BT FUNDING CORP.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Bijoux Terner and BT Funding hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the TSA and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

**BIJOUX TERNER LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

**BT FUNDING CORP.**

By: Jill A Russo  
Name: Jill A. Russo  
Title: Vice President

Schedule 1

**BIJOUX TERNER LLC**  
(a Delaware Limited Liability Company)

U.S. Trademarks

Registered Trademarks

None.

Pending Applications

Description	Application No.	Filing Date
BIJOUX TERNER	85001878	3/30/10
B YOU	85001886	3/30/10
B YOU	85001638	3/30/10
B YOU	85001632	3/30/10
B YOU	85001627	3/30/10
B YOU	85001619	3/30/10
BIJOUX TERNER	77938553	2/18/10
BIJOUX TERNER	77938561	2/18/10
BT	77937514	2/17/10
BT	77937507	2/17/10
BT	77937499	2/17/10
BT	77937477	2/17/10
X'EST JOLIE	77921645	1/27/10
X'EST JOLIE	77921639	1/27/10
X'EST JOLIE	77921633	1/27/10
DEJA VOUX	77917913	1/22/10
DEJA VOUX	77918055	1/22/10
DEJA VOUX	77917889	1/22/10
DEJA VOUX	77917843	1/22/10
VOUX	77917920	1/22/10
VOUX	77918049	1/22/10
VOUX	77917884	1/22/10
VOUX	77917825	1/22/10
X'E JOLIE	77918058	1/22/10
X'E JOLIE	77917909	1/22/10
X'E JOLIE	77917891	1/22/10
X'E JOLIE	77917832	1/22/10
X'EST JOLIE	85007373	4/6/10

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