

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
Scott Kay, Inc.		03/26/2013	CORPORATION: NEW JERSEY
Scott Kay Sterling, LLC		03/26/2013	LIMITED LIABILITY COMPANY: NEW JERSEY

**RECEIVING PARTY DATA**

<b>Name:</b>	Salus Capital Partners, LLC
<b>Street Address:</b>	197 First Avenue
<b>Internal Address:</b>	Suite 250
<b>City:</b>	Needham
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02494
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 53**

Property Type	Number	Word Mark
Registration Number:	4168699	ARMOR COBALT
Registration Number:	4110144	BIOBLU
Registration Number:	4115410	BRUTE COBALT
Registration Number:	4122896	HEAVEN'S GATES
Registration Number:	4106037	SCOTT KAY CODE
Registration Number:	4210759	SCOTT KAY GUARDIAN
Registration Number:	4296251	SK66
Registration Number:	4042715	ALLEGIANCE
Registration Number:	4262730	AMERICAN COBALT
Registration Number:	4046049	ARDOR
Registration Number:	3775595	ART OF MAN

OP \$1340.00 4168699

Registration Number:	3999909	ARTISANS OF FINE JEWELRY
Registration Number:	3874503	ARTISTE
Registration Number:	3929795	ARTISTE ALPHA
Registration Number:	4026981	ARTISTE AURIALIS
Registration Number:	3929813	ARTISTE BLISSFUL
Registration Number:	3929939	ARTISTE CREDENCE
Registration Number:	4026982	ARTISTE MILAU
Registration Number:	3929814	ARTISTE REGAL
Registration Number:	3929811	ARTISTE STABLE
Registration Number:	3932394	AXIS
Registration Number:	4020279	BEACON
Registration Number:	4016508	BIOBLU 27
Registration Number:	4078288	BRAID
Registration Number:	4016509	BRAWN COBALT
Registration Number:	4023491	BRAWN COBALT
Registration Number:	4046048	DEVOUT
Registration Number:	3793767	DIE TRYING
Registration Number:	4020280	MANNER
Registration Number:	3932395	MATTERHORN
Registration Number:	4046047	NUCLEUS
Registration Number:	4042716	POLARITY
Registration Number:	3935440	STABLE
Registration Number:	4042714	TENACITY
Registration Number:	3929821	THE ARTISTE ANNIVERSARY COLLECTION
Registration Number:	4201122	TROY
Registration Number:	4020165	VALIANCE
Registration Number:	4020164	VIBRANT
Registration Number:	3060827	SCOTT KAY
Registration Number:	3345409	BOLÓ
Registration Number:	3349640	BOLÓ
Registration Number:	3437904	CROWN SETTING
Registration Number:	3293024	CYPRESS
Registration Number:	3485817	DOBERMAN
Registration Number:	3673529	EQUESTRIAN
Registration Number:	4004045	FOR MEN ONLY

	3289967	JAVLIN
Registration Number:	3825119	KODIAK
Registration Number:	2953090	NEVER COMPROMISE
Registration Number:	3433236	THE PALLADIUM FACTS
Registration Number:	3485941	UNKAGED
Registration Number:	2827785	SCOTT KAY
Registration Number:	2866558	

**CORRESPONDENCE DATA**

Fax Number: 6172484000  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: (617) 248-5000  
Email: tadmin@choate.com  
Correspondent Name: Elizabeth A. Walker  
Address Line 1: Two International Place  
Address Line 2: Choate, Hall & Stewart LLP  
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	2010280-0021
NAME OF SUBMITTER:	Elizabeth A. Walker
Signature:	/Elizabeth A. Walker/
Date:	03/29/2013

**Total Attachments: 5**  
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GRANT OF SECURITY INTEREST IN TRADEMARKS

March 26, 2013

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each of SCOTT KAY, INC., a New Jersey corporation and SCOTT KAY STERLING, LLC, a New Jersey limited liability company, each with its principal office at 780 Palisade Avenue, Teaneck, New Jersey 07666 (collectively, the “Grantor”), hereby grants to SALUS CAPITAL PARTNERS, LLC, a Delaware limited liability company with its principal office at 197 First Avenue, Suite 250, Needham, Massachusetts 02494, as collateral agent (the “Grantee”), a continuing security interest in (i) all of the Grantor’s right, title and interest in, to and under to the trademarks, trademark registrations and trademark applications (the “Marks”) set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, the Grantor and the Grantee, dated as of March 26, 2013 (as amended, restated, supplemented or otherwise modified and in effect from time to time,, the “Security Agreement”). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.

GRANTORS:

SCOTT KAY, INC.

By: 

Name: Scott Kay

Title: Chief Executive Officer

SCOTT KAY STERLING, LLC

By: 

Name: Scott Kay

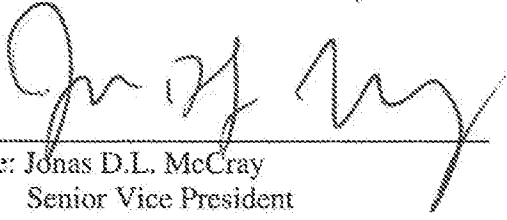
Title: Chief Executive Officer

Signature Page to Grant of Security Interest (Trademarks)

**TRADEMARK**  
**REEL: 004993 FRAME: 0237**

GRANTEE:

SALUS CAPITAL PARTNERS, LLC

By:   
Name: Jonas D.L. McCray  
Title: Senior Vice President

**SCHEDULE A**

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Status</u>	<u>Company</u>
ARMOR COBALT	85/188,132	12/1/2010	4,168,699	5/24/2012	Registered	Scott Kay, Inc.
BIOBLU	85/261,579	3/8/2011	4,110,144	3/6/2012	Registered	Scott Kay, Inc.
BRUTE COBALT	77/896,274	12/17/2009	4,115,410	3/20/2012	Registered	Scott Kay, Inc.
HEAVENS GATE'S	85/236,740	2/8/2011	4,122,896	4/3/2012	Registered	Scott Kay, Inc.
SCOTT KAY CODE	77/895,791	12/17/2009	4,106,037	2/28/2012	Registered	Scott Kay, Inc.
SCOTT KAY GUARDIAN	85/204,957	12/23/2010	4,210,759	9/18/2012	Registered	Scott Kay, Inc.
SK66	85/416,043	9/6/2011	4,296,251	2/26/13	Registered	Scott Kay, Inc.
ALLEGIANCE	77/930,523	2/8/2010	4042715	10/18/2011	Registered	Scott Kay, Inc.
AMERICAN COBALT	85/387,309	8/2/2011	4,262,730	12/18/2012	Registered	Scott Kay, Inc.
ARDOR	77/930,517	2/8/2010	4046049	10/25/2011	Registered	Scott Kay, Inc.
ART OF MAN	77-535,446	7/30/2008	3,775,595	4/13/2010	Registered	Scott Kay, Inc.
ARTISANS OF FINE JEWELRY	77/930,552	2/8/2010	3,999,909	7/19/2011	Registered	Scott Kay, Inc.
ARTISTE	77-786,612	7/22/2009	3,874,503	11/9/2010	Registered	Scott Kay, Inc.
ARTISTE ALPHA	77-895,448	12/17/2009	3,929,795	3/8/2011	Registered	Scott Kay, Inc.
ARTISTE AURIALIS	85/084,355	7/14/2010	4026981	9/13/2011	Registered	Scott Kay, Inc.
ARTISTE BLISSFUL	77-897,502	12/18/2009	3,929,813	3/8/2011	Registered	Scott Kay, Inc.
ARTISTE CREDENCE	77-929,687	2/5/2010	3,929,939	3/8/2011	Registered	Scott Kay, Inc.
ARTISTE MILOU	85/084,364	7/14/2010	4026982	9/13/2011	Registered	Scott Kay, Inc.
ARTISTE REGAL	77-897,509	12/18/2009	3,929,814	3/8/2011	Registered	Scott Kay, Inc.
ARTISTE STABLE	77-897,471	12/18/2009	3,929,811	3/8/2011	Registered	Scott Kay, Inc.
AXIS	77-912,637	1/15/2010	3,932,394	3/15/2011	Registered	Scott Kay, Inc.
BEACON	85/011,046	4/9/2010	4,020,279	8/30/2011	Registered	Scott Kay, Inc.
BIOBLU 27	77/896,289	12/17/2009	4,016,508	8/23/2011	Registered	Scott Kay, Inc.
BRAID	77/894,934	12/16/2009	4,078,288	12/27/2011	Registered	Scott Kay, Inc.
BRAWN COBALT	77/896,423	12/18/2009	4,016,509	8/23/2011	Registered	Scott Kay, Inc.
BRAWN COBALT (Stylized)	77/943,425	2/24/2010	4,023,491	9/6/2011	Registered	Scott Kay, Inc.
DEVOUT	77/930,464	2/8/2010	4046048	10/25/2011	Registered	Scott Kay, Inc.
DIE TRYING	77-460,921	4/29/2008	3,793,767	5/25/2010	Registered	Scott Kay, Inc.
MANNER	85/011,047	4/9/2010	4,020,280	8/30/2011	Registered	Scott Kay, Inc.
MATTERHORN	77-912,644	1/15/2010	3,932,395	3/15/2011	Registered	Scott Kay, Inc.
NUCLEUS	77/930,427	2/8/2010	4046047	10/25/2011	Registered	Scott Kay, Inc.
POLARITY	77/930,529	2/8/2010	4042716	10/18/2011	Registered	Scott Kay, Inc.
STABLE	77-894,882	12/16/2009	3,935,440	3/22/2011	Registered	Scott Kay, Inc.
TENACITY	77/930,441	2/8/2010	4042714	10/18/2011	Registered	Scott Kay, Inc.
THE ARTISTE ANNIVERSARY COLLECTION	77-898,570	12/21/2009	3,929,821	3/8/2011	Registered	Scott Kay, Inc.
TROY (2011 Application)	85/416,065	9/6/2011	4201122	9/4/2012	Registered	Scott Kay, Inc.

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Status</u>	<u>Company</u>
VALIANCE	77/930,473	2/8/2010	4,020,165	8/30/2011	Registered	Scott Kay, Inc.
VIBRANT	77/930,303	2/8/2010	4,020,164	8/30/2011	Registered	Scott Kay, Inc.
SCOTT KAY (stylized)	78-171,766	10/7/2002	3,060,827	2/21/2006	Registered	Scott Kay, Inc.
BOLÓ	78-683,969	8/2/2005	3,345,409	11/27/2007	Registered	Scott Kay, Inc.
BOLÓ (Stylized)	78-686,738	8/5/2005	3,349,640	12/4/2007	Registered	Scott Kay, Inc.
CROWN SETTING	78-749,280	11/8/2005	3,437,904	5/27/2008	Registered	Scott Kay, Inc.
CYPRESS	77-057,981	12/6/2006	3,293,024	9/18/2007	Registered	Scott Kay, Inc.
DOBERMAN	77-157,847	4/16/2007	3,485,817	8/12/2008	Registered	Scott Kay, Inc.
EQUESTRIAN	77-182,798	5/16/2007	3,673,529	8/25/2009	Registered	Scott Kay, Inc.
FOR MEN ONLY	77/914,853	1/19/2010	4,004,045	7/26/2011	Registered	Scott Kay, Inc.
JAVLIN	77-057,975	12/6/2006	3,289,967	9/11/2007	Registered	Scott Kay, Inc.
KODIAK	77-911,872	1/14/2010	3,825,119	7/27/2010	Registered	Scott Kay, Inc.
NEVER COMPROMISE (Typed Drawing)	78-171,741	10/7/2002	2,953,090	5/17/2005	Registered	Scott Kay, Inc.
THE PALLADIUM FACTS	78-893,069	5/25/2006	3,433,236	5/20/2008	Registered	Scott Kay, Inc.
UNKAGED	77-208,160	6/18/2007	3,485,941	8/12/2008	Registered	Scott Kay, Inc.
SCOTT KAY (typed drawing)	78-171,755	10/7/2002	2,827,785	3/30/2004	Registered	Scott Kay, Inc.
THE PURPLE BOX (jewelry box) (Design only)	78/171,698	10/7/2002	2,866,558	7/27/2004	Registered	Scott Kay, Inc.
BIOBLU 27 (Chinese Registration)			8,095,973	3/14/2011	Registered (China)	Scott Kay, Inc.
SK COBALT (Chinese Registration)			8,095,974	3/14/2011	Registered (China)	Scott Kay, Inc.