

CUSTOMER

TELEPHONE NO.

ADDRESS

FIRST PURCHASE

SOL

Y N

CITY

STATE

ZIP

EMAIL

SALESPERSON NO.

CASH

CHECK

BANK CARD

LAYAWAY

RETURN

REV. CHG.

MEMBER OF
DIAMOND COUNCIL
of AMERICA

ESP	SKU NUMBER								DISC.	SOLD FOR

PAYMENT PROTECTION PLAN

BY ELECTING OPTIONAL PAYMENT PROTECTION PLAN INSURANCE, I ACKNOWLEDGE THAT: I DO NOT NEED TO PURCHASE THIS INSURANCE TO GET CREDIT AND I CAN GET SIMILAR COVERAGE, INCLUDING PROPERTY COVERAGE FROM ANY INSURER I CHOOSE. PAYMENT PROTECTION PLAN INCLUDES CREDIT LIFE, DISABILITY, INVOLUNTARY UNEMPLOYMENT, PROPERTY, JOB RETRAINING AND LEAVE OF ABSENCE TO THE EXTENT AVAILABLE IN MY STATE AS DESCRIBED IN THE SUMMARY OF INSURANCE COVERAGES*. I READ AND I MEET THE ELIGIBILITY REQUIREMENTS SHOWN IN THE SUMMARY OF INSURANCE COVERAGES*. MONTHLY PREMIUM CHARGES ARE BASED ON THE ACCOUNT BALANCE AND THE RATE SHOWN. I WILL RECEIVE NOTICE OF ANY RATE INCREASE. I MAY CANCEL ANY TIME. *PLEASE SEE THE SUMMARY OF INSURANCE COVERAGES PROVIDED ON THE REVERSE SIDE.

YES, PLEASE ENROLL ME IN PAYMENT PROTECTION PLAN CREDIT INSURANCE

DATE OF BIRTH

DATE

SIGNATURE _____

____/____/____

NO, DO NOT ENROLL ME IN PAYMENT PROTECTION PLAN CREDIT INSURANCE

DATE

SIGNATURE _____

____/____/____

N1990-0299

NonStd ID #19

AUTHORIZATION CODES _____

SECURITY AGREEMENT

BUYER AGREES THAT IF THERE IS AN AMOUNT CHARGED TO KAY* JEWELERS REVOLVING CHARGE SHOWN ABOVE:

1. SELLER HEREBY RETAINS A SECURITY INTEREST IN THE GOODS DESCRIBED ABOVE (EXCEPT IN CT, MO (ON ANY PURCHASE UNDER \$150) AND NY (ON ANY PURCHASE UNDER \$200)) UNTIL THE UNPAID BALANCE OF SUCH GOODS IS FULLY PAID AND IT IS EXPRESSLY AGREED AND UNDERSTOOD THAT, IN THE EVENT OF DEFAULT, SELLER SHALL BE ENTITLED TO POSSESSION OF THE GOODS, AND/OR THE ENTIRE UNPAID BALANCE SHALL BECOME DUE AND PAYABLE IN THE MANNER AND TO THE EXTENT PERMITTED BY APPLICABLE LAW.
2. IN ADDITION, THE TERMS OF THE KAY* JEWELERS RETAIL INSTALLMENT CREDIT AGREEMENT SIGNED BY BUYER PREVIOUSLY SHALL ALSO GOVERN THIS PURCHASE AND ALL THE TERMS AND CONDITIONS OF THAT AGREEMENT ARE INCORPORATED IN AND SHALL BE A PART OF THIS SECURITY AGREEMENT.

KAY* JEWELERS

P.O. BOX 3680, AKRON, OHIO 44398-9914

BUYER'S SIGNATURE

DATE

CO-BUYER

DATE

NOTICE: SEE REVERSE SIDE FOR IMPORTANT INFORMATION

RETURN INFORMATION

ORIGINAL SALES SLIP	ORIGINAL DATE	ORIGINAL SALESPERSON
REASON FOR RETURN		MANAGER SIGNATURE
CUSTOMER SIGNATURE		

EXHIBIT ABILL OF SALEAND WAIVER OF NOTICE OF TRANSFER OF CLAIMS

For value received and in further consideration of the mutual covenants and conditions set forth in the Forward Flow Chapter 7 Bankruptcy Receivables Purchase and Sale Agreement (the "Agreement"), dated as of the 31 day of July, 2007, by and between STERLING JEWELERS INC. ("Seller") and ROUNDUP FUNDING, LLC ("Buyer"), Seller hereby transfers, sells, conveys, grants, and delivers to Buyer, its successors and assigns, without recourse and to the extent of Seller's ownership, the Receivables as set forth in the Notification File (as defined in the Agreement), it being understood that such transfer, sale, conveyance, grant and delivery is made without any representations or warranties except those expressly made in the Agreement.

Pursuant to the foregoing, Seller stipulates that Buyer may be substituted for Seller as the valid owner of the Receivables and hereby waives any notice or hearing requirements imposed by, or right to object pursuant to, Bankruptcy Rule 3001(e)(2) or otherwise. Seller further consents to the attachment of a copy of this Bill of Sale to a Notice of Transfer of Claims filed by Buyer pursuant to said rule.

STERLING JEWELERS INC.

By:  _____

EXHIBIT B- 6/17/09

Funding Instructions

TO: ROUNDUP FUNDING, LLC ("Buyer")

Pursuant to the FORWARD FLOW BANKRUPTCY RECEIVABLES PURCHASE AND SALE AGREEMENT, dated July 27, 2007, by and between Sterling Jewelers Inc. one hand, and Buyer, the following funding instructions are submitted for payment.

Purchase Price Calculation

Total Number of Accounts: [REDACTED]

Outstanding Balances on Transfer Date: \$ [REDACTED]

Purchase Price Factor: \$ [REDACTED]

Gross Purchase Price: \$ [REDACTED]

Refund: \$ [REDACTED]

Net Purchase Price: \$ [REDACTED]

Wire Transfer Instructions

Amount of Wire Transfer: \$ [REDACTED]

Date of Transfer: [REDACTED]

Bank: National City Bank, Cleveland, OH

ABA No: [REDACTED]

Account No: [REDACTED]

Account Holder: Sterling Jewelers Inc.

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Purchase Price Factor: \$ [REDACTED]

Gross Purchase Price: \$ [REDACTED]

Refund: \$ [REDACTED]

Net Purchase Price: \$ [REDACTED]

Wire Transfer Instructions

Amount of Wire Transfer: \$ [REDACTED]

Date of Transfer: [REDACTED]

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ABA No: [REDACTED]

Account No: [REDACTED]

Account Holder: Sterling Jewelers Inc.

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STERLING JEWELERS INC.

By:  _____

EXHIBIT B- 05/19/2009

Funding Instructions

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Outstanding Balances on Transfer Date: \$ [REDACTED]
Purchase Price Factor: \$ [REDACTED]
Gross Purchase Price: \$ [REDACTED]
Refund: \$ [REDACTED]
Net Purchase Price: \$ [REDACTED]

Wire Transfer Instructions

Amount of Wire Transfer: \$ [REDACTED]
Date of Transfer: [REDACTED]
Bank: National City Bank, Cleveland, OH
ABA No: [REDACTED]
Account No: [REDACTED]
Account Holder: Sterling Jewelers Inc.

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Purchase Price Factor: [REDACTED]

Gross Purchase Price: \$ [REDACTED]

Refund: N/A

Net Purchase Price: \$ [REDACTED]

Wire Transfer Instructions

Amount of Wire Transfer: \$ [REDACTED]

Date of Transfer: [REDACTED]

Bank: National City Bank, Cleveland, OH

ABA No: [REDACTED]

Account No: [REDACTED]

Account Holder: Sterling Jewelers Inc.