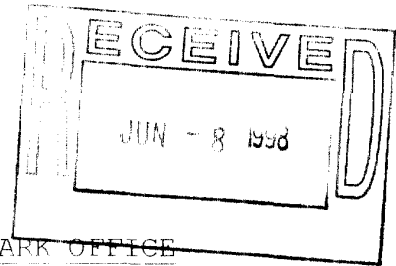


06-23-1998



100744115



IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assignment Division

Mark: FOREVER FRIENDS

Registration No.: 2,062,627

Registration Date: May 20, 1997

Registrant: The Donley Company

6.8.98

Boston, Massachusetts 2109
Date: June 3, 1998

BOX ASSIGNMENT
Hon. Commissioner of Patents and Trademarks
Washington, D.C. 20231

SUBMISSION OF ASSIGNMENT FOR RECORDING

Sir:

In reference to the above-identified trademark registration, please record the accompanying assignment transferring ownership of the mark from The Donley Company, a general partnership of Massachusetts, to Accessories Associates, Inc., a corporation of Rhode Island, with an address of 500 George Washington Highway, Smithfield, Rhode Island, 02915. The document was executed May 13, 1998.

A check in the amount of \$40 is enclosed to cover the recording fee for one mark.

06/22/1998 TTOM11 00000011 2062627

01 FC:481


40.00 DP

The undersigned states that, to the best of her knowledge and belief, the information contained in the cover sheet is true and correct and any copy submitted is a true copy of the original.

In any matter which will advance the prosecution of this matter, the Examiner is requested to call the undersigned at (617) 345-9000, Ext. 4732. Please address all correspondence to the address below.

This cover sheet contains 2 pages.

Respectfully submitted,
HINCKLEY, ALLEN & SNYDER



Deborah L. Benson
28 State Street
Boston, MA 02109
(617) 345-9000 ext. 4732

DLB/mv
Enclosure
#203344

ASSIGNMENT

THIS ASSIGNMENT is made as of May 13, 1998 between The Donley Company, a general partnership, (the "Assignor") and Accessories Associates, Inc., a Rhode Island corporation, having an address of 500 George Washington Highway, Smithfield, Rhode Island 02915 (the "Assignee").

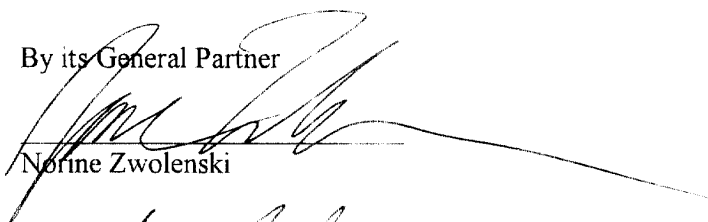
WHEREAS, the Assignor is the proprietor in the United States of The Trademarks listed in the Schedule hereto (the "Trademarks").

WHEREAS, the Assignor has agreed to assign the Trademarks to the Assignee, and the Assignee has agreed to accept said assignment.

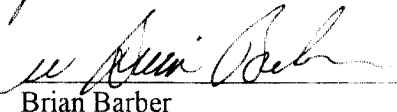
NOW THEREFORE, for good and valuable consideration, the Assignor hereby assigns to the Assignee full right to and title in the Trademarks, together with the goodwill of the business in the goods or services for which the Trademarks are registered.

ASSIGNOR: The Donley Company

By its General Partner



Norine Zwolenski

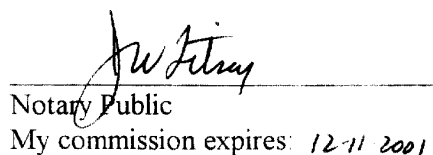


Brian Barber

State of Rhode Island)
) SS:
County of Providence)

Before me personally appeared Norine Zwolenski, personally known to me, who signed the instrument in my presence and who being duly sworn did say that she is a general partner of The Donley Company, the Assignor described in the within instrument, and that she is authorized to execute said instrument on her behalf as general partner of said Assignor, and she acknowledged said instrument to be her free act and deed in her capacity as general partner and the free act and deed of said Assignor.

Dated: May 13, 1998

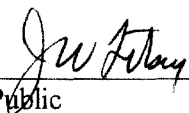


Notary Public
My commission expires: 12-11-2001

State of *Real Dnt*)
County of *Pruden*) ss:

Before me personally appeared Brian Barber, personally known to me, who signed the instrument in my presence and who being duly sworn did say that he is a general partner of The Donley Company, the Assignor described in the within instrument, and that he is authorized to execute said instrument on his behalf as general partner of said Assignor, and he acknowledged said instrument to be his free act and deed in his capacity as general partner and the free act and deed of said Assignor.

Dated: May 13, 1998



Notary Public
My commission expires: *12-11-2001*

#233615

The United States of America



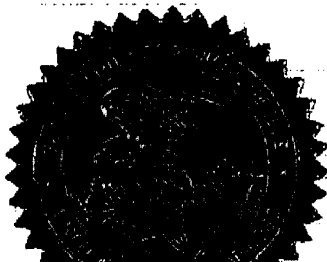
CERTIFICATE OF REGISTRATION PRINCIPAL REGISTER

The Mark shown in this certificate has been registered in the United States Patent and Trademark Office to the named registrant.

The records of the United States Patent and Trademark Office show that an application for registration of the Mark shown in this Certificate was filed in the Office, that the application was examined and determined to be in compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks, and that the Applicant is entitled to registration of the Mark under the Trademark Act of 1946, as Amended.

A copy of the Mark and pertinent data from the application are a part of this certificate.

This registration shall remain in force for TEN (10) years, unless terminated earlier as provided by law, and subject to compliance with the provisions of Section 8 of the Trademark Act of 1946, as Amended.



Bence Lehman

Commissioner of Patents and Trademarks

Int. Cl.: 14

Prior U.S. Cls.: 2, 27, 28 and 50

Reg. No. 2,062,627

United States Patent and Trademark Office

Registered May 20, 1997

TRADEMARK
PRINCIPAL REGISTER

FOREVER FRIENDS

DONLEY COMPANY, THE (PARTNERSHIP)
91 GEORGE LEVEN DRIVE
NORTH ATTLEBORO, MA.02760

FIRST USE 5-4-1995; IN COMMERCE
5-4-1995.

SER. NO. 74-725,413, FILED 8-4-1995.

FOR COSTUME JEWELRY, NAMELY EAR
RINGS, RINGS AND NECKLACES, IN CLASS
14 (U.S. CLS. 2, 27, 28 AND 50).

SHARON THEODORE-LEWIS, EXAMINING
ATTORNEY

401 861 8210 P.11/16

PARTRIDGE SNOW HHHN

MAY-08-1998 11:00

TRADEMARK

RECORDED: 06/08/1998

REEL: 1743 FRAME: 0580