

07-19-2000



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Rec) Document ID # _____
- Correction of PTO Error Reel # _____ Frame # _____
- Corrective Document Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment

Effective Date
Month Day Year

Please record

Name

Conveying Party

Name OROAMERICA, INC.

Names of conveying parties attached
Execution Date
Month Day Year
03062000

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name FLEET PRECIOUS METALS INC., AS AGENT FOR EACH OF THE LENDERS ON EXHIBIT A ATTACHED

DBA/AKA/TA _____

Composed of _____

Address (line 1) 111 WESTMINSTER STREET

Address (line 2) _____

Address (line 3) PROVIDENCE RT 02903
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization RHODE ISLAND

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

07/18/2000 NTHA11 00000219 1467254

FOR OFFICE USE ONLY

01 FC:481 40.00 OF
02 FC:482 25.00 OF

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1467254"/>	<input type="text" value="1178015"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

JOSEPH R. MILLER, ESQ.
Name of Person Signing

Signature

6/20/00
Date Signed

EXHIBIT A

ABN AMRO BANK N.V.,
NEW YORK BRANCH
500 Park Avenue, 3rd Floor
New York, NY 10022

CREDIT SUISSE FIRST BOSTON
Precious Metals Marketing
11 Madison Avenue
New York, NY 10010

BANK OF AMERICA
NATIONAL ASSOCIATION
5945 Canoga Avenue
Woodland Hills, CA 91367

FLEET PRECIOUS METALS INC.
111 Westminster Street
Providence, RI 02903

BANQUE PARIBAS
New York Branch
787 Seventh Avenue
New York, NY 10019

FLEET NATIONAL BANK
111 Westminster Street
Providence, RI 02903

HSBC BANK USA
(formerly known as
REPUBLIC NATIONAL
BANK OF NEW YORK)
Fifth Avenue at 40th Street, 3rd Floor
New York, NY 10018

mitsui & co. (U.S.A.), INC.
200 Park Avenue
New York, NY 10166

THE CHASE MANHATTAN BANK
111 West 40th Street, 10th Floor
New York, NY 10018

FIFTH AMENDMENT TO
TRADEMARK COLLATERAL ASSIGNMENT

THIS FIFTH AMENDMENT TO TRADEMARK COLLATERAL ASSIGNMENT ("Amendment"), dated as of the 6th day of March, 2000, by and among **ABN AMRO BANK N.V., NEW YORK BRANCH**, a public company with limited liability organized and existing under the laws of the Netherlands; **BANK OF AMERICA, NATIONAL ASSOCIATION**, a national banking association organized and existing under the laws of the United States (formerly known as Bank of America National Trust and Savings Association); **BANQUE PARIBAS**, a corporation organized and existing under the laws of France; **CREDIT SUISSE FIRST BOSTON** (formerly known as Credit Suisse), a corporation organized and existing under the laws of Switzerland; **FLEET NATIONAL BANK**, a national banking association organized and existing under the laws of the United States; **FLEET PRECIOUS METALS INC.**, a Rhode Island corporation; **MITSUI & CO. (U.S.A.), INC.**; and **HSBC BANK USA** (formerly known as Republic National Bank of New York), a New York state banking institution (each a "Lender" and collectively, the "Lenders"); **FLEET PRECIOUS METALS INC.**, a Rhode Island corporation (the "Agent") as agent for each of the Lenders in accordance with the terms of an Amended and Restated Security Agreement dated as of February 25, 1994, as the same may be amended and/or amended and restated from time to time; **THE CHASE MANHATTAN BANK**, a New York state-chartered bank and trust company ("Chase"); and **JERRY MADISON JEWELRY, INC.**, a California corporation (the "Guarantor").

W I T N E S S E T H:

WHEREAS, the Lenders, The Chase Manhattan Bank ("Chase"), Union Bank of Switzerland, New York Branch ("UBS"), the Agent and the Guarantor are parties to a certain Trademark Collateral Assignment dated as of July 22, 1994, as amended by a First Amendment to Trademark Collateral Assignment dated as of May 30, 1995, by a Second Amendment to Trademark Collateral Assignment dated as of March 15, 1996, by a Third Amendment to Trademark Collateral Assignment dated as of April 22, 1997, and by a Fourth Amendment to Trademark Collateral Assignment dated as of September 27, 1999 (as amended, the "Trademark Assignment"), pursuant to which the Guarantor granted to the Lenders and the Agent an interest in and to those certain trademarks as identified on Schedule A attached hereto and made a part hereof (the "Trademarks"); and

WHEREAS, the payment and performance of all indebtedness, liabilities, and obligations of OroAmerica, Inc., a Delaware corporation (the "Company") to the Lenders pursuant to certain Consignment Agreements and/or Loan Agreements (as defined in the Trademark Assignment) by and between each of the Lenders and the Company are guaranteed pursuant to a Limited Guaranty executed by the Guarantor dated as of July 22, 1994, as the same may be amended from time to time (the "Guaranty"), which Guaranty is secured, in part, by the Trademark Assignment;

WHEREAS, the Company and Chase, formerly one of the "Lenders" hereunder, concurrently with the execution of this Amendment, are entering into a Consignment Agreement

pursuant to which Chase may deliver precious metal on consignment for sale to the Company (the "Chase Consignment Agreement");

WHEREAS, Chase is willing to assume all of the obligations and liabilities under the Trademark Assignment as a Lender thereunder and agrees to comply with the covenants and terms of the Trademark Assignment and any documents executed by the Lenders in connection with the Trademark Assignment; and

WHEREAS, Republic National Bank of New York ("Republic") has changed its name to HSBC Bank USA; and

WHEREAS, because of the entry of Chase as one of the Lenders and because of the name change of Republic, the parties hereto desire to amend the Trademark Assignment as hereinafter provided.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby amend the Trademark Assignment as follows:

1. The first paragraph of the Trademark Assignment is hereby amended in its entirety to read as follows:

THIS AGREEMENT made as of the 22nd day of July, 1994, as amended as of May 30, 1995, as of March 15, 1996, as of April 22, 1997, as of September 27, 1999 and as of March 6, 2000 between JERRY MADISON, INC., a California corporation (the "Guarantor"), and FLEET PRECIOUS METALS INC., a Rhode Island corporation (the "Agent") as agent for each of the following lenders (the "Lenders") in accordance with the terms of a Second Amended and Restated Intercreditor Agreement dated as of July 22, 1994, as the same may be amended and/or amended and restated from time to time: ABN AMRO BANK N.V., NEW YORK BRANCH, a public company with limited liability organized and existing under the laws of the Netherlands ("ABN"); BANK OF AMERICA, NATIONAL ASSOCIATION (formerly known as Bank of America National Trust and Savings Association), a national banking association organized and existing under the laws of the United States ("Bank of America"); BANQUE PARIBAS, a corporation organized and existing under the laws of France ("Banque Paribas"); THE CHASE MANHATTAN BANK, a New York state-chartered bank and trust company ("Chase"); CREDIT SUISSE FIRST BOSTON (formerly known as Credit Suisse), a corporation organized and existing under the laws of Switzerland ("Credit Suisse"); FLEET NATIONAL BANK, a national banking association organized and existing under the laws of the United

States ("FNB"); FLEET PRECIOUS METALS INC., a Rhode Island corporation ("FPM"); HSBC BANK USA, a New York state banking institution ("HSBC"); and MITSUI & CO. (U.S.A.), INC., a New York corporation ("Mitsui").

2. The second paragraph of the Trademark Assignment is hereby amended in its entirety to read as follows:

WHEREAS, OroAmerica, Inc., a California corporation (the "Company") and each of the Lenders (except Bank of America) have entered into certain Consignment Agreements or Amended and Restated Consignment Agreements dated as of February 25, 1994 (as of March 15, 1996 in the case of Banque Paribas (the "Paribas Consignment Agreement"), as of September 27, 1999 in the case of Mitsui (the "Mitsui Consignment Agreement"), and as of March 6, 2000 in the case of Chase (the "Chase Consignment Agreement")), as the same may be amended and/or amended and restated from time to time (the "Consignment Agreements"), pursuant to which the Lenders (except Bank of America) may deliver or have delivered precious metal on consignment for sale to the Company (hereinafter collectively referred to as the "Precious Metal");

3. The Lenders and the Company hereby acknowledge and agree that the Chase Consignment Agreement shall be included in the term "Consignment Agreements" as defined in this Trademark Assignment.

4. Any necessary, conforming changes to the Trademark Assignment occasioned by reason of this Amendment shall be deemed to have been made.

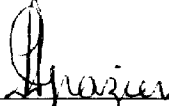
5. This Amendment shall be binding upon the parties and their respective successors and assigns.

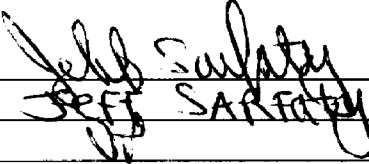
6. Except as specifically amended hereby, the Trademark Assignment shall remain in full force and effect.

7. This Amendment may be executed in any number of counterparts and by the different parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all of which together constitute one and the same instrument.

IN WITNESS WHEREOF, this Fifth Amendment to Trademark Collateral Assignment has been executed by the parties hereto all as of the day and year first above written.

**ABN AMRO BANK N.V.,
NEW YORK BRANCH**

By: 
Francesca Grazier
Vice President

By: 
Name: JEFF SALFATY
Title: VP

**BANK OF AMERICA,
NATIONAL ASSOCIATION**

By: _____
Con M. O'Neil
Vice President

BANQUE PARIBAS

By: _____
Anne-Catherine Mathiot
Director

By: _____
Name: _____
Title: _____

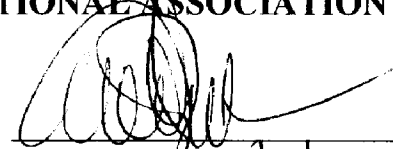
IN WITNESS WHEREOF, this Fifth Amendment to Trademark Collateral Assignment has been executed by the parties hereto all as of the day and year first above written.

**ABN AMRO BANK N.V.,
NEW YORK BRANCH**

By: _____
Francesca Grazier
Vice President

By: _____
Name: _____
Title: _____

**BANK OF AMERICA,
NATIONAL ASSOCIATION**

By:  _____
~~Cor M. O'Neil~~ *Andrea Tunks*
Vice President

BANQUE PARIBAS

By: _____
Anne-Catherine Mathiot
Director

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, this Fifth Amendment to Trademark Collateral Assignment has been executed by the parties hereto all as of the day and year first above written.

**ABN AMRO BANK N.V.,
NEW YORK BRANCH**

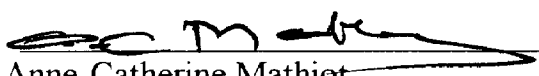
By: _____
Francesca Grazier
Vice President

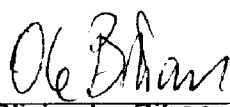
By: _____
Name: _____
Title: _____

**BANK OF AMERICA,
NATIONAL ASSOCIATION**

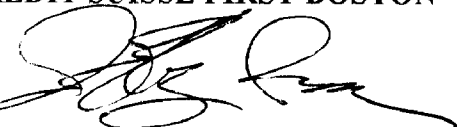
By: _____
Con M. O'Neil
Vice President

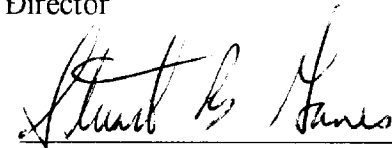
BANQUE PARIBAS

By:  _____
Anne-Catherine Mathiot
Director

By:  _____
Name: **Olivier Le Bihan**
Title: **Vice President**

CREDIT SUISSE FIRST BOSTON

By: 
Stanley R. Steinberg
Director

By: 
Stuart B. Ganes
Vice President

FLEET NATIONAL BANK

By: _____
Anthony J. Capuano
Senior Vice President

By: _____
Paul H. Boghosian
Vice President

**FLEET PRECIOUS METALS INC.,
as Lender**

By: _____
Anthony J. Capuano
Senior Vice President

By: _____
Paul H. Boghosian
Vice President

MITSUI & CO. (U.S.A.), INC.

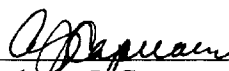
By: _____
Yutaka Taka
Senior Vice President
Metals Division

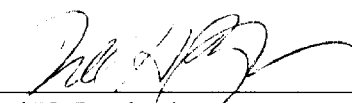
CREDIT SUISSE FIRST BOSTON

By: _____
Stanley R. Steinberg
Director


By: _____
Stuart B. Ganes
Vice President


FLEET NATIONAL BANK

By:  _____
Anthony J. Capuano
Senior Vice President

By:  _____
Paul H. Boghosian
Vice President

FLEET PRECIOUS METALS INC.,
as Lender

By:  _____
Anthony J. Capuano
Senior Vice President

By:  _____
Paul H. Boghosian
Vice President

MITSUI & CO. (U.S.A.), INC.

By: _____
Yutaka Taka
Senior Vice President
Metals Division

CREDIT SUISSE FIRST BOSTON

By: _____
Stanley R. Steinberg
Director

By: _____
Stuart B. Ganes
Vice President

FLEET NATIONAL BANK

By: _____
Anthony J. Capuano
Senior Vice President

By: _____
Paul H. Boghosian
Vice President

**FLEET PRECIOUS METALS INC.,
as Lender**

By: _____
Anthony J. Capuano
Senior Vice President

By: _____
Paul H. Boghosian
Vice President

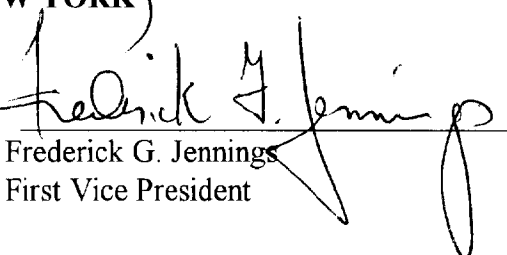
NETSUI & CO. (U.S.A.), INC.

By: _____


Minoru Ikeda
Senior Vice President
METAL DIVISION

HSBC Bank USA (AKA
REPUBLIC NATIONAL BANK OF
NEW YORK)

By:


Frederick G. Jennings
First Vice President

FLEET PRECIOUS METALS INC.,
as Agent for each of the Lenders

By: _____

Anthony J. Capuano
Senior Vice President

By: _____

Paul H. Boghosian
Vice President

THE CHASE MANHATTAN BANK

By: _____

Irene B. Spector
Vice President

JERRY MADISON JEWELRY, INC.

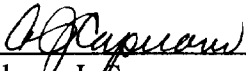
By: _____


Shiu Shao
Vice President

**REPUBLIC NATIONAL BANK OF
NEW YORK**

By: _____
Frederick G. Jennings
First Vice President

FLEET PRECIOUS METALS INC.,
as Agent for each of the Lenders

By: 
Anthony J. Capuano
Senior Vice President

By: 
Paul H. Boghosian
Vice President

THE CHASE MANHATTAN BANK

By: _____
Irene B. Spector
Vice President

JERRY MADISON JEWELRY, INC.

By: _____
Shiu Shao
Vice President

**REPUBLIC NATIONAL BANK OF
NEW YORK**

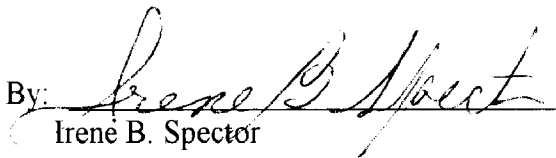
By: _____
Frederick G. Jennings
First Vice President

FLEET PRECIOUS METALS INC.,
as Agent for each of the Lenders

By: _____
Anthony J. Capuano
Senior Vice President

By: _____
Paul H. Boghosian
Vice President

THE CHASE MANHATTAN BANK

By: 
Irene B. Spector
Vice President

JERRY MADISON JEWELRY, INC.

By: _____
Shiu Shao
Vice President

**REPUBLIC NATIONAL BANK OF
NEW YORK**

By: _____
Frederick G. Jennings
First Vice President

FLEET PRECIOUS METALS INC.,
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By: _____
Anthony J. Capuano
Senior Vice President

By: _____
Paul H. Boghosian
Vice President

THE CHASE MANHATTAN BANK


By: _____
Irene B. Spector
Vice President

JERRY MADISON JEWELRY, INC.

By: 822
Shiu Shao
Vice President

STATE OF NEW YORK
COUNTY OF NEW YORK

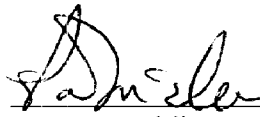
In New York, on the 4th day of April, 2000, before me personally appeared Francesca Grazier, Vice President of ABN AMRO Bank N.V., New York Branch to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of ABN AMRO Bank N.V., New York Branch.


Notary Public
My Commission Expires _____

PATRICIA McELVEEN
Notary Public, State of New York
No. 01MC5034929
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires October 24, ~~2000~~

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 4th day of April, 2000, before me personally appeared Jeff Sarfady, Vice President of ABN AMRO Bank N.V., New York Branch to me known and known by me to be the person executing the foregoing instrument, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed in said capacity and the free act and deed of ABN AMRO Bank N.V., New York Branch.


Notary Public
My Commission Expires _____

PATRICIA McELVEEN
Notary Public, State of New York
No. 01MC5034929
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires October 24, ~~2000~~

STATE OF CALIFORNIA
COUNTY OF _____

In _____, on the ___ day of _____, before me personally appeared Con M. O'Neil, Vice President of Bank of America, National Association to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Bank of America, National Association.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared Francesca Grazier, Vice President of ABN AMRO Bank N.V., New York Branch to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of ABN AMRO Bank N.V., New York Branch.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared _____, _____ of ABN AMRO Bank N.V., New York Branch to me known and known by me to be the person executing the foregoing instrument, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed in said capacity and the free act and deed of ABN AMRO Bank N.V., New York Branch.

Notary Public
My Commission Expires _____

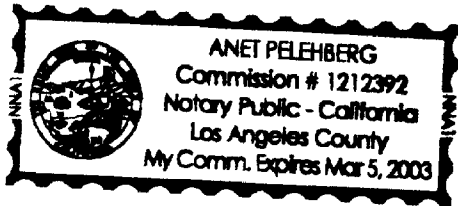
STATE OF CALIFORNIA
COUNTY OF

In 2000, on the 22 day of March, before me personally appeared ~~Con M. O'Neil~~, Vice President of Bank of America, National Association to me known and known by me to be the person executing the foregoing instrument, and ~~he~~ ^{she} acknowledged said instrument by ~~him~~ ^{her} executed to be ~~his~~ ^{her} free act and deed in said capacity and the free act and deed of Bank of America, National Association.

Andrea Tunks

[Signature]

Notary Public
My Commission Expires March 5, 2003



STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 3rd day of April, 2000, before me personally appeared Anne-Catherine Mathiot, Director of Banque Paribas to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of Banque Paribas.

ALIDA J. MOORE
Notary Public, State of New York
No. 24-4966845
Qualified in Kings County
Commission Expires August 12, 2000

Alida J. Moore
Notary Public
My Commission Expires 8/12/2000

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 3rd day of April, 2000, before me personally appeared Oliver Le Beau, Vice President of Banque Paribas to me known and known by me to be the person executing the foregoing instrument, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed in said capacity and the free act and deed of Banque Paribas.

ALIDA J. MOORE
Notary Public, State of New York
No. 24-4966845
Qualified in Kings County
Commission Expires August 12, 2000

Alida J. Moore
Notary Public
My Commission Expires 8/12/2000

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared Stanley R. Steinberg, Director of Credit Suisse First Boston to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Credit Suisse First Boston.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared Anne-Catherine Mathiot, Director of Banque Paribas to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of Banque Paribas.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared _____ of Banque Paribas to me known and known by me to be the person executing the foregoing instrument, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed in said capacity and the free act and deed of Banque Paribas.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 5th day of April, 2000, before me personally appeared Jeffrey Ferrara, Vice President of Credit Suisse First Boston to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Credit Suisse First Boston.

Barbara V. Nelson
Notary Public
My Commission Expires _____

BARBARA V. NELSON
Notary Public, State of New York
No. 01NE6014403
Qualified in New York County
Certificate Filed in New York
Commission Expires October 13, 2000

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 5th day of April, 2000, before me personally appeared Stuart B. Ganes, Vice President, of Credit Suisse First Boston to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Credit Suisse First Boston.

Barbara V. Nelson
Notary Public
My Commission Expires _____

BARBARA V. NELSON
Notary Public, State of New York
No. 01NE6014403
Qualified in New York County
Certificate Filed in New York
Commission Expires October 13, 2000

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the ___ day of _____, before me personally appeared Anthony J. Capuano, Senior Vice President of Fleet Precious Metals Inc. as Agent and Lender, and Fleet National Bank to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacities and the free act and deed of Fleet Precious Metals Inc. and Fleet National Bank.

Notary Public
My Commission Expires _____

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the ___ day of _____, before me personally appeared Paul H. Boghosian, Vice President of Fleet Precious Metals Inc. as Agent and Lender, and Fleet National Bank to me known and known by me to be the person executing the foregoing instrument, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed in said capacities and the free act and deed of Fleet Precious Metals Inc. and Fleet National Bank.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared Stuart B. Ganes, Vice President, of Credit Suisse First Boston to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Credit Suisse First Boston.

Notary Public
My Commission Expires _____

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the 10 day of March, before me personally appeared Anthony J. Capuano, Senior Vice President of Fleet Precious Metals Inc. as Agent and Lender, and Fleet National Bank to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacities and the free act and deed of Fleet Precious Metals Inc. and Fleet National Bank.

Diane L Haley
Notary Public
My Commission Expires 8/30/2001

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the 10 day of March, before me personally appeared Paul H. Boghosian, Vice President of Fleet Precious Metals Inc. as Agent and Lender, and Fleet National Bank to me known and known by me to be the person executing the foregoing instrument, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed in said capacities and the free act and deed of Fleet Precious Metals Inc. and Fleet National Bank.

Diane L Haley
Notary Public
My Commission Expires 8/30/2001

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 26th day of April, 2000 before me personally appeared Minoru Ikeda, Senior Vice President, Metals Division, of Mitsui & Co. (U.S.A.), Inc. to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Mitsui & Co. (U.S.A.), Inc.

STEPHEN M. GOLDSTEIN
NOTARY PUBLIC, State of New York
No. 4916568
Qualified in New York County
Term Expires December 2001

Stephen M. Goldstein
Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____ 2000, before me personally appeared Frederick G. Jennings, First Vice President of Republic National Bank of New York to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Republic National Bank of New York.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____ 2000, before me personally appeared Irene B. Spector, Vice President of The Chase Manhattan Bank, to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of The Chase Manhattan Bank.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared Yutaka Taka, Senior Vice President, Metals Division, of Mitsui & Co. (U.S.A.), Inc. to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Mitsui & Co. (U.S.A.), Inc.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

HSBC Bank USA (F/R/K/a)

In New York, on the 7th day of March, 2000, before me personally appeared Frederick G. Jennings, First Vice President of Republic National Bank of New York to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Republic National Bank of New York

HSBC Bank USA (F/R/K/a)

Rosemary Degnan

Notary Public
My Commission Expires _____

ROSEMARY DEGNAN
Notary Public, State of New York
No. 01DE4809658
Qualified in Nassau County
Commission Expires Feb. 28, 2001

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared Irene B. Spector, Vice President of The Chase Manhattan Bank, to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of The Chase Manhattan Bank.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared Yutaka Taka, Senior Vice President, Metals Division, of Mitsui & Co. (U.S.A.), Inc. to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Mitsui & Co. (U.S.A.), Inc.

Notary Public
My Commission Expires _____

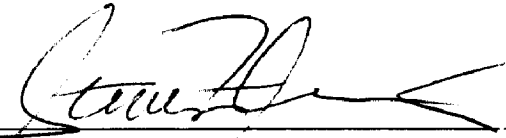
STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared Frederick G. Jennings, First Vice President of Republic National Bank of New York to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Republic National Bank of New York.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 7 day of MARCH 2000, before me personally appeared Irene B. Spector, Vice President of The Chase Manhattan Bank, to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of The Chase Manhattan Bank.

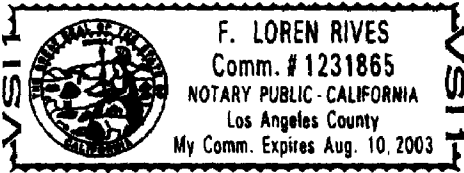


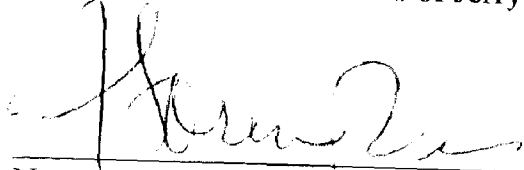
Notary Public
My Commission Expires _____

STEVEN FLEISCHER
Notary Public, State of New York
No. 31-4610093
Qualified in Nassau County
Commission Expires Aug. 31, 2001

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

In Los Angeles, on the 11th day of March, 2003, before me personally appeared Shiu Shao, Vice President of Jerry Madison Jewelry, Inc. to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Jerry Madison Jewelry, Inc.





Notary Public
My Commission Expires 8-10-03

SCHEDULE A

MARKS

<u>Registration Number</u>	<u>Date Registered</u>	<u>Trademark Name</u>
1,467,254	12/1/87	Jerry Madison
1,178,015	11/17/81	JM

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