07-19-2000 U.S. Department of Commerce FORM PTO-1618A Patent and Trademark Office Expires 06/30/99 TRADEMARK OMB 651-0027 200 JW 23 M II: 1 101408070 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 Conveyance Type X License Assignment New Resubmission (Non-Reco Security Agreement Nunc Pro Tunc Assignment Document ID # **Effective Date** Month Day Year Correction of PTO Error Reel # Frame i of Name **Corrective Document** Reel # Frame # Conveying Party ames of conveying parties attached **Execution Date** Month Day Year OROAMERICA. INC 03062000 Name **Formerly** Individual General Partnership Limited Partnership | x Corporation Association Other Citizenship/State of Incorporation/Organization **DELAWARE Receiving Party** Mark if additional names of receiving parties attached FLEET PRECTOUS METALS INC., AS AGENT FOR FACH OF THE LENDERS ON EXHIBIT A ATTACHED DBA/AKA/TA Composed of WESTMINSTER STREET Address (line 1) Address (line 2) Address (line 3) PROVIDENCE RΙ വ29വ3 State/Country Zip Code If document to be recorded is an Individual **Limited Partnership** General Partnership assignment and the receiving party is not domiciled in the United States, an X Corporation Association appointment of a domestic representative should be attached. (Designation must be a separate Other document from Assignment.) Citizenship/State of Incorporation/Organization RHODE ISLAND FOR OFFICE USE ONLY 07/18/2000 NTHAI1 00000219 1467254 01 FC:481 40.00 DI

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.

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

FORM PTO- Expires 06/30/99 OMB 0651-0027	1618B	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
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Correspond	lent Name and Address $_{Ar}$	rea Code and Telephone Number	401-454-5000
Name	JOSEPH R. MILLER, ESO	Q.	
Address (line 1)	MILLER & CAINE, L.L.	Р.	
Address (line 2)	40 WESTMINSTER STREET	Γ	
Address (line 3)	SUITE 305		
Address (line 4)	PROVIDENCE, RI 02903		
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	. MILLER, ESQ. of Person Signing	Signature	Date Signed

EXHIBIT A

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

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

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

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

THE CHASE MANHATTAN BANK 111 West 40th Street, 10th Floor New York, NY 10018 CREDIT SUISSE FIRST BOSTON
Precious Metals Marketing
11 Madison Avenue
New York, NY 10010

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

FLEET NATIONAL BANK 111 Westminster Street Providence, RI 02903

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

<u>FIFTH AMENDMENT TO</u> 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").

WITNESSETH:

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.

TRADEMARK

REEL: 002104 FRAME: 0230

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: Seff Sarfaty Title:
Title.
BANK OF AMERICA, NATIONAL ASSOCIATION
Bv:
By:Con M. O'Neil
Vice President
BANQUE PARIBAS
D
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 Archea 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 Mathiet Director
By: Name: Title: Olivier Le Bihan Vice President

CREDIT SUISSE FIRST BOSTON
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: Wallan
Anthony J Capuano
Senior Vice President
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Paul H. Boghosian
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Paul H. Boghosian
Paul H. Boghosian Vice President
Vice President
Vice President
Vice President MITSUI & CO. (U.S.A.), INC.
Wice President MITSUI & CO. (U.S.A.), INC. By:
Vice President MITSUI & CO. (U.S.A.), INC. By: Yutaka Taka
Wice President MITSUI & CO. (U.S.A.), INC. By:

CREDIT SUISSE FIRST BOSTON

By:		
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Direct	or	
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By:	B. Ganes	
	President	
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Antho	ny J. Capuano	
Senior	Vice President	
By:		
By: Paul H	I. Boghosian	
Paul H	I. Boghosian President	
Paul H Vice P	President	
Paul H Vice P FLEET P	H. Boghosian President PRECIOUS METALS INC.,	
Paul H Vice P FLEET P	President	
Paul H Vice P FLEET P	President	
Paul H Vice P FLEET P as Lender	President	
Paul H Vice P FLEET P as Lender By:	President PRECIOUS METALS INC.,	
Paul H Vice P FLEET P as Lender By:	President	
Paul H Vice P FLEET P as Lender By: Anthor	President PRECIOUS METALS INC., ny J. Capuano	
Paul H Vice P FLEET P as Lender By: Anthor	President PRECIOUS METALS INC., ny J. Capuano	
Paul H Vice P FLEET P as Lender By: Anthor Senior By:	President PRECIOUS METALS INC., ny J. Capuano Vice President	
Paul H Vice P FLEET P as Lender By: Anthor Senior By: Paul H	President PRECIOUS METALS INC., ny J. Capuano President H. Boghosian	
Paul H Vice P FLEET P as Lender By: Anthor Senior By: Paul H	President PRECIOUS METALS INC., ny J. Capuano Vice President	
Paul H Vice P FLEET P as Lender By: Anthor Senior By: Paul H Vice P	President PRECIOUS METALS INC., ny J. Capuano Vice President H. Boghosian President	
Paul H Vice P FLEET P as Lender By: Anthor Senior By: Paul H Vice P	President PRECIOUS METALS INC., ny J. Capuano President H. Boghosian	
Paul H Vice P FLEET P as Lender By: Anthor Senior By: Paul H Vice P	President PRECIOUS METALS INC., ny J. Capuano Vice President H. Boghosian President	
Paul H Vice P FLEET P as Lender By: Anthor Senior By: Paul H Vice P	President PRECIOUS METALS INC., ny J. Capuano President H. Boghosian President CO. (U.S.A.), INC.	
Vice P FLEET P as Lender By: Anthor Senior By: Paul H Vice P	President PRECIOUS METALS INC., ny J. Capuano Vice President I. Boghosian President CO. (U.S.A.), INC. Mitsur & So. (U.S.K.), Inc.	
Paul H Vice P FLEET P as Lender By: Anthor Senior By: Paul H Vice P	President PRECIOUS METALS INC., ny J. Capuano President H. Boghosian President CO. (U.S.A.), INC.	

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HSBC Bank USA (alkla
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Frederick G. Jenning
First Vice President
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FLEET PRECIOUS METALS INC.,
as Agent for each of the Lenders
By:
Anthony J. Capuano
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Senior Vice President
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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
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FLEET PRECIOUS METALS INC.,
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as Agent for each of the Lenders
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Anthony J. Capuano
Senior Vice President
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Paul H. Boghosian
Vice President
THE CHASE MANHATTAN BANK
By:
Irene B. Spector
Vice President
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
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By French Sport
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
Ву:
Irene B. Spector
Vice President
JERRY MADISON JEWELRY, INC.
By: 82 2
Shiu Shao
Vice President

In New York, on the 4½ day ofAAR Francesca Grazier, Vice President of ABN AMI and known by me to be the person executing the said instrument by her executed to be her free as deed of ABN AMRO Bank N.V., New York Br	e foregoing instrument, and et and deed in said capacity	she acknowledged
	Anslow	
	Notary Public My Commission Expires	
STATE OF NEW YORK COUNTY OF NEW YORK	Č	Qualified in Westchester County Certificate Filed in New York County ommission Expires October 24, Machine
In New York, on the Aday of Ad	be the person executing the his/her executed to be his/her	e foregoing instrument, r free act and deed in
	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, 18 1
STATE OF CALIFORNIA COUNTY OF		
In, on the day of Con M. O'Neil, Vice President of Bank of Amer known by me to be the person executing the for instrument by him executed to be his free act an of Bank of America, National Association.	rica, National Association t egoing instrument, and he	acknowledged said
	Notary Public	
	My Commission Expires	

Francesca Grazier, Vice President of ABN and known by me to be the person executing	, before me personally appeared AMRO Bank N.V., New York Branch to me known g the foregoing instrument, and she acknowledged ee act and deed in said capacity and the free act and k Branch
ded of ABITAINO Bulk 11. V., . 10W 101	K Brunen.
	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
and he/she acknowledged said instrument by	ne to be the person executing the foregoing instrument, y him/her executed to be his/her free act and deed in .BN AMRO Bank N.V., New York Branch.
	Notary Public My Commission Expires
STATE OF CALIFORNIA COUNTY OF	
Con M. O'Neil, Vice President of Bank of A known by me to be the person executing the	McComposition, before me personally appeared America, National Association to me known and the foregoing instrument, and he acknowledged said and deed in said capacity and the free act and deed
ANET PELEHBERG Commission # 1212392	Notary Public My Commission Expires March 2003

STATE OF NEW YORK COUNTY OF NEW YORK In New York, on the 3rd day of (1/22), 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 STATE OF NEW YORK COUNTY OF NEW YORK In New York, on the 3 day of 1901, 2000, before me personally appeared Mirior to Biham, the 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, 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

Notary Public
My Commission Expires _____

executed to be his free act and deed in said capacity and the free act and deed of Credit Suisse

First Boston.

In New York, on the	day of	, before me personally appeared
Anne-Catherine Mathiot, Direct	tor of Banque	Paribas to me known and known by me to be the
		nd she acknowledged said instrument by her
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		Notary Public
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STATE OF NEW YORK		
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In New York on the	day of	before me personally appeared
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		the foregoing instrument, and he/she acknowledged
		her free act and deed in said capacity and the free
act and deed of Banque Paribas	3.	
		Notary Public
		My Commission Expires
STATE OF NEW YORK		
COUNTY OF NEW YORK		
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In New York, on the <u>5</u>	day of _(before me personally appeared
Teffrey Robrara, Vice President	of Credit Suiss	e First Boston to me known and known by me to be
the person executing the forego	oing instrument	, and he acknowledged said instrument by him
executed to be his free act and	deed in said ca	pacity and the free act and deed of Credit Suisse
First Boston.		F
rast Boston.		
		Sankara / Nelson
		Notary Public
		My Commission Expires
		Tary Commission Expires
		BARBARA V. NELSON
		BARBARA V. NELSON Notary Public, State of New York No. 01 NE601 4403

Qualified in New York County Certificate Filed in New York Commission Expires October 13, 20

COUNTY OF NEW YORK	
Stuart B. Ganes, Vice President, of Credit Suiss	before me personally appeared se First Boston to me known and known by me to nt, and he acknowledged said instrument by him acity and the free act and deed of Credit Suisse
	B. A. Van
	Nasara Nelso-
	Notary Public
	My Commission Expires BARBARA V. NELSON
STATE OF RHODE ISLAND COUNTY OF PROVIDENCE	Notary Public, State of New York No. 01NE6014403 Qualified in New York County Certificate Filed in New York Commission Expires October 13, 20
In Providence, on the day of Anthony J. Capuano, Senior Vice President of I	before me personally appeared Fleet Precious Metals Inc. as Agent and Lender
and Fleet National Bank to me known and know	wn by me to be the person executing the foregoing
and Fleet National Bank to me known and know instrument, and he acknowledged said instrument	
and Fleet National Bank to me known and know instrument, and he acknowledged said instrument	wn by me to be the person executing the foregoing nt by him executed to be his free act and deed in et Precious Metals Inc. and Fleet National Bank.
and Fleet National Bank to me known and know instrument, and he acknowledged said instrument	wn by me to be the person executing the foregoing nt by him executed to be his free act and deed in
and Fleet National Bank to me known and know instrument, and he acknowledged said instrument	wn by me to be the person executing the foregoing nt by him executed to be his free act and deed in et Precious Metals Inc. and Fleet National Bank. Notary Public
and Fleet National Bank to me known and know instrument, and he acknowledged said instrumers said capacities and the free act and deed of Fleet STATE OF RHODE ISLAND COUNTY OF PROVIDENCE In Providence, on the day of Paul H. Boghosian, Vice President of Fleet President and known by me in the providence of the providence of the president of the preside	wn by me to be the person executing the foregoing nt by him executed to be his free act and deed in et Precious Metals Inc. and Fleet National Bank. Notary Public My Commission Expires

STATE OF NEW YORK

TRADEMARK REEL: 002104 FRAME: 0245

Notary Public
My Commission Expires

be the person executing the foregoing instru	before me personally appeared. Suisse First Boston to me known and known by me to ument, and he acknowledged said instrument by him capacity and the free act and deed of Credit Suisse
First Boston.	
	Notary Public
	My Commission Expires
STATE OF RHODE ISLAND COUNTY OF PROVIDENCE	
Anthony J. Capuano, Senior Vice President and Fleet National Bank to me known and instrument, and he acknowledged said instr	, before me personally appeared to f Fleet Precious Metals Inc. as Agent and Lender, known by me to be the person executing the foregoing rument by him executed to be his free act and deed in Fleet Precious Metals Inc. and Fleet National Bank.
	Notary Public My Commission Expires 8/30/201
STATE OF RHODE ISLAND COUNTY OF PROVIDENCE	
Paul H. Boghosian, Vice President of Fleet National Bank to me known and known by instrument, and he/she acknowledged said i	precious Metals Inc. as Agent and Lender, and Fleet me to be the person executing the foregoing instrument by him/her executed to be his/her free act and deed of Fleet Precious Metals Inc. and Fleet
	Notary Public
	My Commission Expires 36 3601

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.

8TEPHEN M. GOLDSTEIN NOTARY PUBLIC, State of New York No. 4916566 Qualified in New York County Term Expires December 2001	Notary Public My Commission Expires
STATE OF NEW YORK COUNTY OF NEW YORK	
Frederick G. Jennings, First Vice President o known and known by me to be the person except the person	ed to be his free act and deed in said capacity and the
	Notary Public My Commission Expires
STATE OF NEW YORK COUNTY OF NEW YORK	
Irene B. Spector, Vice President of The Chas to be the person executing the foregoing instr	2000, before me personally appeared e Manhattan Bank, to me known and known by me rument, and she acknowledged said instrument by her apacity and the free act and deed of The Chase
	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 HSBC Bank USA (Flk)a STATE OF NEW YORK COUNTY OF NEW YORK In New York, on the the day of Marcak, 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/K/a / ROSEMARY DEGNAN My Commission Excel Public, State of New York No. 01DE4809658 Qualified in Nassau County STATE OF NEW YORK Commission Expires Feb. 28, 2001 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

TRADEMARK REEL: 002104 FRAME: 0248

Notary Public

My Commission Expires

executed to be her free act and deed in said capacity and the free act and deed of The Chase

Manhattan Bank.

	, before me personally appeared Division, of Mitsui & Co. (U.S.A.), Inc. to me
known and known by me to be the person exacknowledged said instrument by him execu free act and deed of Mitsui & Co. (U.S.A.),	ted to be his free act and deed in said capacity and the
	Ni-to-m. Dukilia
	Notary Public My Commission Expires
STATE OF NEW YORK COUNTY OF NEW YORK	
Frederick G. Jennings, First Vice President of and known by me to be the person executing	, before me personally appeared of Republic National Bank of New York to me known g the foregoing instrument, and he acknowledged said t and deed in said capacity and the free act and deed
	Notary Public My Commission Expires
STATE OF NEW YORK COUNTY OF NEW YORK	
to be the person executing the foregoing ins	before me personally appeared ase Manhattan Bank, to me known and known by me trument, and she acknowledged said instrument by her capacity and the free act and deed of The Chase
ivialiliattali Balik.	Cuu Al
	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

10

STATE OF CALIFORNIA COUNTY OF LOS ANGELES

In Los Angeles, on the day of day of the day of the day of the 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.

F. LOREN RIVES
Comm. # 1231865
NOTARY PUBLIC - CALIFORNIA
Los Angeles County
My Comm. Expires Aug. 10, 2003

Notary Public

My Commission Expires

11

SCHEDULE A

MARKS

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

 $H: \label{lem:hams_documents} H: \$

RECORDED: 06/23/2000