FORM PTO-1618A Expires 06/30/99 OMB 0651-00?7

07-19-2000



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IRADE	MARKS ONLY		
	: Please record the attached original document(s) or copy(ies).		
Submission Type	Conveyance Type		
A New	X Assignment License		
Resubmission (Non-Recordation)	Security Agreement Nunc Pro Tunc Assignment		
Document ID #	Effective Date		
Correction of PTO Error	Merger Month Day Year		
Reel # Frame #	Change of Name		
Corrective Document Reel # Frame #	Other		
Conveying Party			
	Mark if additional names of conveying parties attached Execution Date Month Day Year		
Name OROAMERICA, INC.	09271999		
Formarly			
Formerly			
Individual General Partnership	Limited Partnership X Corporation Association		
Other			
x Citizenship/State of Incorporation/Organiza	ntion DELAWARE		
Receiving Party X 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	RI 02903		
City	State/Country Zip Code Limited Partnership If document to be recorded is an		
	assignment and the receiving party is not domiciled in the United States, an		
x Corporation Association	appointment of a domestic representative should be attached.		
Other	(Designation must be a separate		
Citizenship/State of Incorporation/Organiza	tion RHODE ISLAND		
FOR	OFFICE USE ONLY		
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Public burden reporting for this collection of information is estimated to average pathering the data needed to complete the Cover Theet. Send comments regard	e approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and ling this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington,		

07/18/20

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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. 20303. 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

TRADEMARK REEL: 002109 FRAME: 0097

U.S. Department of Commerce Patent and Trademark Office

TRADEMARK Company

FORM PTO- Expires 06/30/99 OMB 0651-0027	.618B	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
Domestic R	epresentative Name ar	nd Address Enter for the first	t Receiving Party only.
Name			
Address (line 1)			
Address (line 2)			
Address (line 3)			
Address (line 4)			
Correspond	ent Name and Address	S Area Code and Telephone Number	401-454-5000
Name	JOSEPH R. MILLER,	ESQ.	
Address (line 1)	MILLER & CAINE, L.	.L.P.	
Address (line 2)	40 WESTMINSTER ST	REET	
Address (line 3)	SUITE 305		
Address (line 4)	PROVIDENCE, RI 029	903	
Pages	Enter the total number of including any attachments	pages of the attached conveyance	document # 24
Trademark /		or Registration Number(s)	X Mark if additional numbers attached
	• •	the Registration Number (DO NOT ENTER	BOTH numbers for the same property).
	emark Application Number		gistration Number(s)
74026169	74026155 74	4026174 1227453	1266661 1331971
74068254	74056369 74	4068254 1403943	1409357 1454143
74068253	74068255 74	4068252 1473067	1473068 1473069
Number of I	roperties Enter the to	tal number of properties involved.	# 54
Fee Amoun	Fee Amount	for Properties Listed (37 CFR 3.4	1): \$ 1,365.00
Deposit A	ccount	losed x Deposit Account	
(Enter for p		dditional fees can be charged to the account. Deposit Account Number:	#
		Authorization to charge additional fee	es: Yes No
Statement a	nd Signature		
To th	e best of my knowledge and l	belief, the foregoing information is true	and correct and any
		original document. Charges to depos	it account are authorized, as
indic	ated herein.		1/2/2
JOSEPH R	MILLER, ESQ.	IN LUIN	J 6/20/0
Name	of Person Signing	Signature	Date Signed

FORM PTO-1618C Expires 06/30/99 OMB 0651-0027

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

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	Ma	rk if additional names of o	conveying parties attach	ned Execution Date Month Day Year

General Partne	ership Limited	Partnership	Corporation	Association
	Organization			
r ty eiving Party	Mark if ad	dditional names of receivi	ng parties attached	
City		State/Country		Zip Code
General Par	. —	ed Partnership	not domiciled in appointment of a representative st	the receiving party is the United States, an a domestic hould be attached
				the Assignment.)
State of Incorporation	/Organization			
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FORM PTO-1618C Expires 06/30/99 OMB 0651-0027

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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Other					
Citizensh	ip State of Incorporation/Organia	zation			
Receiving I	P arty Receiving Party	Mark if add	itional names of receivi	ng parties attached	
Name					
DBA/AKA/TA					
Composed of					
Address (line 1)					
Address (line 2)					
Address (line 3)	<u> </u>		State/Country		Zip Code
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Citizens	hip/State of Incorporation/Organ	ization			
	Application Number(s) o				onal numbers attached
Enter either th	ne Trademark Application Number or t	ne Registration Nu			
Trac	demark Application Number(s	5)		egistration Number	er(s)
			1636866	1645629	

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

REPUBLIC NATIONAL BANK OF NEW YORK Fifth Avenue at 40th Street, 3rd 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

FIFTH AMENDMENT TO TRADEMARK COLLATERAL ASSIGNMENT

THIS FIFTH AMENDMENT TO TRADEMARK COLLATERAL ASSIGNMENT, ("Amendment"), dated as of the 27th day of September, 1999 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; and REPUBLIC NATIONAL BANK OF NEW YORK, a national banking association organized and existing under the laws of the United States (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; MITSUI & CO. (U.S.A.), INC. ("Mitsui"); and **OROAMERICA, INC.**, a Delaware corporation (the "Company").

WITNESSETH:

WHEREAS, the Lenders, The Chase Manhattan Bank ("Chase"), Union Bank of Switzerland, New York Branch ("UBS"), the Agent and the Company are parties to a certain Trademark Collateral Assignment dated as of February 25, 1994, as amended by a First Amendment to Trademark Collateral Assignment dated as of July 22, 1994, by a Second Amendment to Trademark Collateral Assignment dated as of May 30, 1995, by a Third Amendment to Trademark Collateral Assignment dated as of March 15, 1996 and by a Fourth Amendment to Trademark Collateral Assignment dated as of April 22, 1997 (as amended, the "Trademark Assignment") pursuant to which the Company granted to the Lenders, Chase, UBS 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 Company and Mitsui, concurrently with the execution of this Amendment, are entering into a Consignment Agreement pursuant to which Mitsui may deliver precious metal on consignment for sale to the Company (the "Mitsui Consignment Agreement");

WHEREAS, Bank of America has terminated the Consignment Agreement by and between the Company and Bank of America dated as of April 22, 1997, as amended;

WHEREAS, the Loan Agreement between the Company and Bank of America remains in full force and effect and Bank of America shall remain one of the "Lenders" hereunder;

WHEREAS, Chase has suspended its consignment arrangements with the Company and UBS has terminated its consignment arrangements with the Company; and

WHEREAS, the parties desire to amend the Trademark Assignment to reflect the foregoing changes.

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 amended hereby in its entirety to read as follows:

"AGREEMENT made as of the 25th day of February, 1994, as amended as of July 22, 1994, as of May 30, 1995, as of March 15, 1996, as of April 22, 1997 and as of September 27, 1999 between OROAMERICA, INC., a Delaware corporation (the "Company"), 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 an Amended and Restated Security Agreement dated as of February 25, 1994, as amended: 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"); 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"); MITSUI & CO. (U.S.A.), INC., a New York corporation ("Mitsui"); and REPUBLIC NATIONAL BANK OF NEW YORK, a national banking association organized and existing under the laws of the United States ("Republic")."

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

"WHEREAS, 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"), and as of September 27, 1999 in the case of Mitsui (the "Mitsui 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; and"

- 3. The Lenders and the Company hereby acknowledge and agree that the Mitsui Consignment Agreement shall be included in the term "Consignment Agreements" as defined in this Trademark Assignment.
- 4. The Trademark Assignment is hereby amended from and after the date hereof so that the term "Lenders" as used therein and herein shall exclude Chase and UBS.
- 5. Any necessary, conforming changes to the Trademark Assignment occasioned by reason of this Amendment shall be deemed to have been made.
- 6. This Amendment shall be binding upon the parties and their respective successors and assigns.
- 7. Except as specifically amended hereby, the Trademark Assignment shall remain in full force and effect.
- 8. 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.

NEW YORK BRANCH
By: Francesca Grazier Vice President
By:Switty Name:SEFFREY SARFOLY Title:VP
BANK OF AMERICA, NATIONAL ASSOCIATION
By:
Con M. O'Neil
Vice President
BANQUE PARIBAS
Ву:
Name:
Title:

ABN AMRO BANK N.V.,

4

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
/ may
By: // // ////
Con M. O'Neil
Vice President
BANQUE PARIBAS
By:
Name:
Title:
Ву:
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 : _	
Fr	ancesca Grazier
Vi	ce President
By:	
Title:	
NATI	K OF AMERICA, ONAL ASSOCIATION
By: _	on M. O'Neil
Vi	ce President
	QUE PARIBAS
By: _	Marcie Weiss
Name	Marcle Weiss
Title:	
By:	
Name	
Title:	Dester
•	Authorized Signature Banque Paribas

CREDIT SUISSE FIRST BOSTON

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By	: ////	abey
,	Stanley R. Steinberg	
	Director	
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By		fants
-	Thomas P. Irwin Vice President	STUART B. GANES
	Vice riesident	VICE PRESIDENT
FL	EET NATIONAL BA	NK
By		
	Anthony J. Capuano	
	Senior Vice President	
By		
Dy.	Paul H. Boghosian	
	Vice President	
FL	EET PRECIOUS ME	TALS INC.,
as]	Lender	
D.,		
Ву	Anthony J. Capuano	
	Senior Vice President	
	Semer vice i resident	
By		
	Paul H. Boghosian	
	Vice President	
N. // 1	TOTH P. CO. (H.C.A.)	INC
[AT]	ITSUI & CO. (U.S.A.)	, IIIC.
By	·:	
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	ile:	

CREDIT SUISSE FIRST BOSTON

By:
Stanley R. Steinberg
Director
By: Thomas P. Irwin
Vice President
FLEET NATIONAL BANK
By: Anthony J. Capuano
Senior Vice President
By: Paul H. Boghosian
Vice President
Vice Flesident
FLEET PRECIOUS METALS INC., as Lender
By: Anthony J. Vapuano Senior Vice President
By: Paul H. Boghosian
Vice President
MITSUI & CO. (U.S.A.), INC.
D
By:
Name:
Title:

CREDIT SUISSE FIRST BOSTON

By:
Stanley R. Steinberg
Director
By:
Thomas P. Irwin
Vice President
FLEET NATIONAL BANK
By:
Anthony J. Capuano
Senior Vice President
Semoi vice i resident
By:
Paul H. Boghosian
Vice President
vice riesident
FLEET PRECIOUS METALS INC.,
as Lender
as Lender
D
By:
Anthony J. Capuano
Senior Vice President
D.
By:
Paul H. Boghosian
Vice President
MITSUI & CO. (U.S.A.), INC.
MITSUI & CO. (U.S.A.), INC
By:
Name
Title: YUTAKA TAKA
Senior Vice President
METAL DIVISION

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REPUBLIC NATIONAL BANK OF
NEW, YORK
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$\pm \Omega V 1 $
By: Nowonich James
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
OROAMERICA, INC.
D
By:
Shiu Shao
Senior Vice President
Chief Financial Officer

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: Of Capuano Anthony D. Capuano	
Senior Vice President	
By: 1911/1/3/2	
Paul H. Boghosian	
Vice President	
OROAMERICA, INC.	
By:	
Shiu Shao	
Senior Vice President	
Chief Financial Officer	

REPUBLIC NATIONAL BANK OF NEW YORK

З у :	
Frederick G. Jennings	
First Vice President	
FLEET PRECIOUS METALS INC.,	
as Agent for each of the Lenders	
3y:	
Anthony J. Capuano	
Senior Vice President	
3y:	<u> </u>
Paul H. Boghosian	
Vice President	
DROAMERICA, INC.	
By:	
Shiu Shao	_
Senior Vice President	
Chief Financial Officer	

STATE OF NEW YORK COUNTY OF NEW YORK In New York, on the 5th day of September, 1999, 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 Notary Public

No. OTMC5034929

Qualified in Westchester County

Certificate Filed in New York County

Commission Expires October 24, 14 244

STATE OF NEW YORK COUNTY OF NEW YORK

UCTOBEL
In New York, on the day of September, 1999, before me personally appeared
July Sandaly , Vice herident 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 het he acknowledged said instrument by him 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.
<i>/</i>

Notary Public
My Commission Expires

My Commission Expires

PATRICIA MCELVEEN
Notary Public, State of New York
No. 01MC5034929

Qualified in Westchester County

Contribute Filed in New York County

Commission Expires October 24, 14 2 000

STATE OF CALIFORNIA COUNTY OF

In ______, on the ____ day of September, 1999, 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

7

Francesca Grazier, Vice President of ABN AM and known by me to be the person executing the	mber, 1999, before me personally appeared IRO Bank N.V., New York Branch to me known he foregoing instrument, and she acknowledged act and deed in said capacity and the free act and branch
deed of ABIN AIVING Ballk IV. V., New Tolk B	oranch.
	Notary Public My Commission Expires
STATE OF NEW YORK COUNTY OF NEW YORK	
	mber, 1999, before me personally appeared
York Branch to me known and known by me to and he/she acknowledged said instrument by hi said capacity and the free act and deed of ABN	of ABN AMRO Bank N.V., New to be the person executing the foregoing instrument m/her executed to be his/her free act and deed in AMRO Bank N.V., New York Branch.
	Notary Public My Commission Expires
STATE OF CALIFORNIA COUNTY OF	
In LOSANGELE, son the 57H day of Sept. Con M. O'Neil, Vice President of Bank of Ameknown by me to be the person executing the for	
BERNADETTE SHISLEY Commission # 1204446 Notary Public - California Los Angeles County My Comm. Expires Dec 11, 2002	Stradette Stinley Notary Public My Commission Expires DEC. 11, 2002

7

STATE OF NEW YORK COUNTY OF NEW YORK			
In New York, on the 3ct day of September, 1999, before me personally appeared Marie Wess me known 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 5/1	ne 4/200		
STATE OF NEW YORK COUNTY OF NEW YORK			
In New York, on the 3 day of September, 1999, before me personally appeared A.C. Mathiet Derector 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.			
2000 Notary Public My Commission Expires 5/1	ne 4/2000		
STATE OF NEW YORK COUNTY OF NEW YORK	,		
In New York, on the day of September, 1999, 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 _____

	otember, 1999, before me personally appeared of Banque Paribas to me known
	of Banque Paribas to me known the foregoing instrument, and he/she acknowledged s/her free act and deed in said capacity and the free
	Notary Public My Commission Expires
STATE OF NEW YORK COUNTY OF NEW YORK	
In New York, on the day of Sep	tember, 1999, before me personally appeared of Banque Paribas to me known
and known by me to be the person executing said instrument by him/her executed to be hi act and deed of Banque Paribas.	of Banque Paribas to me known the foregoing instrument, and he/she acknowledged s/her free act and deed in said capacity and the free
	Notary Public My Commission Expires
STATE OF NEW YORK COUNTY OF NEW YORK	
R. Steinberg, Director of Credit Suisse First person executing the foregoing instrument, a	Boston to me known and known by me to be the and he acknowledged said instrument by him executed and the free act and deed of Credit Suisse First Boston.

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In New York, on the 5th day of Septem Thomas F. Irwin, Associate, of Credit Suisse Fin	ber, 1999, before me personally appeared Stuart B. Games, est Boston to me known and known by me to be
the person executing the foregoing instrument, a	
executed to be his free act and deed in said capa	city and the free act and deed of Credit Suisse
First Boston.	
LOUIS J. IMPELLIZERI Notary Public, State of New York No. 011M5044914 Qualified in Kings County Certificate Filed in New York County Commission Expires June 5, 2ccl	Notary Public My Commission Expires
STATE OF RHODE ISLAND COUNTY OF PROVIDENCE	
Anthony J. Capuano, Senior Vice President of F	on by me to be the person executing the foregoing at by him executed to be his free act and deed in
	Notary Public
	My Commission Expires
STATE OF RHODE ISLAND COUNTY OF PROVIDENCE	
Boghosian, Vice President of Fleet Precious Me Bank to me known and known by me to be the	r executed to be his/her free act and deed in said
	77 79 .115
	Notary Public
	My Commission Expires

7

In New York, on the day of Ser	otember, 1999, before me personally appeared
Thomas P. Irwin, Associate, of Credit Suiss	e First Boston to me known and known by me to be
the person executing the foregoing instrume	ent, 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 30th day of September, 1999, 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 April 7 2013

STATE OF RHODE ISLAND COUNTY OF PROVIDENCE

In Providence, on the 301 day of September, 1999, 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 April 1 2003

In New York, on the day of Sept	tember, 1999, before me pers	onally appeared
Co. (U.S.A.), Inc. to me known and known b	Shaipr Vice Presi	
instrument, and he acknowledged said instrument	•	0 0
said capacity and the free act and deed of Mit	•	is nee act and deed in
	Paul 4. Notary Public	Drask
	My Commission Expires	DAVID A DRESSIED
		Notary Public, State of New York
STATE OF NEW YORK		No. 4982157 Qualified in Westchester County
COUNTY OF NEW YORK		Commission Expires May 28, 2001
instrument by him executed to be his free act of Republic National Bank of New York.	Notary Public	
	My Commission Expires	
STATE OF CALIFORNIA COUNTY OF LOS ANGELES		
In Los Angeles, on the day of Sep Shao, Senior Vice President and Chief Finance known by me to be the person executing the instrument by him executed to be his free act of OroAmerica, Inc.	cial Officer of OroAmerica, Inforegoing instrument, and he	nc. to me known and acknowledged said
	Notary Public	
	My Commission Expires	
	•	

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	eptember, 1999, before me personally appeared of Mitsui &
	of Mitsui & wn by me to be the person executing the foregoing trument by him executed to be his free act and deed in Mitsui & Co. (U.S.A.), Inc.
	Notary Public My Commission Expires
STATE OF NEW YORK COUNTY OF NEW YORK	
Frederick G. Jennings, First Vice Presider and known by me to be the person execut	eptember, 1999, before me personally appeared at of Republic National Bank of New York to me known ing the foregoing instrument, and he acknowledged said act and deed in said capacity and the free act and deed
	Rose may degran
STATE OF CALIFORNIA COUNTY OF LOS ANGELES	My Confident Mary Deginary Notary Public, State of New York No. 01DE4809858 Qualified in Nassau County Commission Expires Feb. 28, 2001
Shao, Senior Vice President and Chief Finknown by me to be the person executing t	September, 1999, before me personally appeared Shiu nancial Officer of OroAmerica, Inc. to me known and the foregoing instrument, and he acknowledged said act and deed in said capacity and the free act and deed
	Notary Public My Commission Expires

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Co. (U.S.A.), Inc. to me known and known	September, 1999, before me personally appeared of Mitsui & own by me to be the person executing the foregoing instrument by him executed to be his free act and deed in of Mitsui & Co. (U.S.A.), Inc.
	Notary Public My Commission Expires
STATE OF NEW YORK COUNTY OF NEW YORK	
Frederick G. Jennings, First Vice Presid and known by me to be the person exec	f September, 1999, before me personally appeared lent of Republic National Bank of New York to me known outing the foregoing instrument, and he acknowledged said see act and deed in said capacity and the free act and deed k.
	Notary Public
STATE OF CALIFORNIA COUNTY OF LOS ANGELES	My Commission Expires
In Los Angeles, on the 5th day Shao, Senior Vice President and Chief I known by me to be the person executing instrument by him executed to be his free of Oro America. Inc.	of September, 1999, before me personally appeared Shiu Financial Officer of OroAmerica, Inc. to me known and g the foregoing instrument, and he acknowledged said see act and deed in said capacity and the free act and deed

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F. LOREN RIVES

Comm. # 1231865 NOTARY PUBLIC CALIFORNIA

Los Angeles County My Comm. Expires Aug. 10

> TRADEMARK REEL: 002109 FRAME: 0122

Notary Public
My Commission Expires Aug 10, 2003

SCHEDULE A

MARKS

A.ISSUED

Mark	Registration No.	Registration Date
OR SUPERIMPOSED OVER A	1,227,453	2/15/83
DESIGN OR A CROWN		
THE CHAIN WITH A HEART	1,266,661	2/7/84
LASERCHARM	1,331,971	4/23/85
OROAMERICA	1,403,943	8/5/86
OR AND DESIGN	1,409,357	9/16/86
SHAPE/LOCATION LOGO	1,454,143	8/25/87
OR AND CIRCLE AND HEART	1,473,067	1/19/88
DESIGN.		
OR AND HEART DESIGN	1,473,068	1/19/88
OR AND CIRCLE DESIGN	1,473,069	1/19/88
BEVERLY HILLS GOLD	1,528,154	3/7/89
BEVERLY HILLS SILVER	1,528,155	3/7/89
BEVERLY HILLS ROPE	1,528,156	3/7/89
SILKHERRINGBONE	1,544,348	6/20/89
SUPERROPE	1,550,611	8/1/89
SILKROPE	1,553,670	8/29/89
VELVETROPE	1,556,758	9/19/89
SUPERHERRINGBONE	1,560,776	10/17/89
TENNISROPE	1,569,583	12/5/89
SATIN TOUCH ROPE	1,563,275	10/31/89
MIRROR ROPE	1,597,370	5/22/90
DIAMOND DESIGN - OVAL	1,611,998	9/4/90
DIAMOND DESIGN - SCALLOP	1,623,141	11/13/90
ROSEROPE	1,687,780	5/19/92
FIGAROHERRINGBONE	1,614,800	9/25/90
HERRINGROPE	1,614,801	9/25/90
ROPEHERRINGBONE	1,614,802	9/25/90
SILKHERRINGROPE	1,614,803	9/25/90
OR AND HEART DESIGN	1,628,233	12/18/90
SILK-HB (Stylized)	1,619,778	10/30/90
AT OROAMERICA THERE IS	1,688,193	5/19/92
ALWAYS SOMETHING NEW		
(Service Mark)		
SATINET PAVE	1,636,866	3/5/91
BEVERLY HILLS GOLD (Service	1,645,629	5/21/91
Mark - Class 42)		

B. PENDING

<u>Mark</u>	Serial No.	Filing Date
LOOK FOR THE DIAMOND TAG	74/026,169	2/6/90
LOOK FOR THE ORIGINAL HEART	74/026,155	2/6/90
TRADEMARK AND DESIGN		
THE BRAND NAME IN GOLD	74/026,174	2/6/90
JEWELRY AND DESIGN		
BEVERLY HILLS KIDS	74/068,254	6/12/90
BEVERLY HILLS GOLD (Class 3)	74/056,369	5/7/90
BH KIDS	74/068,254	6/12/90
BEVERLY HILLS TIMEPIECE	74/068,253	6/12/90
BEVERLY HILLS GEM	74/068,255	6/12/90
BEVERLY HILLS JEWELS	74/068,252	6/12/90
BH GOLD (Class 18)	74/074,660	7/2/90
BEVERLY HILLS GOLD (Class 28)	74/074,663	5/27/92
BH GOLD (Class 34)	74/074,661	7/2/90
BH GOLD (Class 16)	74/074,662	7/2/90
BH GOLD (Class 42)	74/112,670	11/5/90
DIAMONDROPE (Class 14)	74/146,695	3/11/91
DIAMOND SPARKLE ROPE	74/146,694	3/11/91
DIAMONDROPE & DESIGN	74/180,191	6/27/91
OR IN A HEART OUTLINE	74/250,458	2/28/92
BEVERLY HILLS 925	74/256,038	3/16/92
VENEZIAN	74/255,974	3/16/92
PRETTY IN PINK	74/257,604	3/20/92
PALLADIO	74/259,656	3/27/92

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RECORDED: 06/23/2000