

07-19-2000



101407958

MKD
60.23.00

**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-Recordation)
Document ID #
- ☐ Correction of PTO Error
Reel # Frame #
- ☐ Corrective Document
Reel # Frame #

Conveyance Type

- ☒ Assignment ☐ License
- ☐ Security Agreement ☐ Nunc Pro Tunc Assignment
- ☐ Merger
- ☐ Change of Name
- ☐ Other

Conveying Party

☐ Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
- ☐ Other
- ☒ Citizenship/State of Incorporation/Organization

Receiving Party

☒ Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ 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.)
- ☒ Corporation ☐ Association
- ☐ Other

☒ Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

07/18/2000 KTHAI1 00000216 74026169

01 FC:481 40.00 OP
02 FC:482 1325.00 OP

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

TRADEMARK
REEL: 002109 FRAME: 0097

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

401-454-5000

Name

JOSEPH R. MILLER, ESQ.

Address (line 1)

MILLER & CAINE, L.L.P.

Address (line 2)

40 WESTMINSTER STREET

Address (line 3)

SUITE 305

Address (line 4)

PROVIDENCE, RI 02903

Pages

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

#

24

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)

74026169

74026155

74026174

1227453

1266661

1331971

74068254

74056369

74068254

1403943

1409357

1454143

74068253

74068255

74068252

1473067

1473068

1473069

Number of Properties

Enter the total number of properties involved.

#

54

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

1,365.00

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

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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

Conveying Party

Enter Additional Conveying Party

☐

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

☐

Individual

☐

General Partnership

☐

Limited Partnership

☐

Corporation

☐

Association

☐

Other

☐

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

☐

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

☐

Individual

☐

General Partnership

☐

Limited Partnership

☐

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 the Assignment.)

☐

Corporation

☐

Association

☐

Other

☐

Citizenship/State of Incorporation/Organization

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)

74074660	74074663	74074661
74074662	74112670	74146695
74146694	74180191	74250458
74256038	74255974	74257604
74259656		

Registration Number(s)

1528154	1528155	1528156
1544348	1550611	1533670
1556758	1560776	1569583
1563275	1597370	1611998
1623141	1687780	1614800
1614801	1614802	1614803
1628233	1619778	1688193

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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

Conveying Party

Enter Additional Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☐ Other

☐ Citizenship State of Incorporation/Organization

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Enter Additional Receiving Party

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Name

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Composed of

Address (line 1)

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☐ Other

☐ Citizenship/State of Incorporation/Organization

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 the Assignment.)

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

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

☐ Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

1636866	1645629	

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

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

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; **MITSUMI & CO. (U.S.A.), INC.** ("Mitsui"); and **OROAMERICA, INC.**, a Delaware corporation (the "Company").

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 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")."

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.

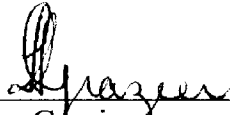
6. This Amendment shall be binding upon the parties and their respective successors and assigns.

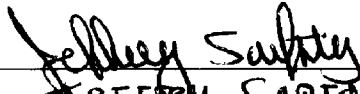
7. Except as specifically amended hereby, the Trademark Assignment shall remain in full force and effect.

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.

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

By: 
Francesca Grazier
Vice President

By: 
Name: JEFFREY SAFFITZ
Title: VP

**BANK OF AMERICA,
NATIONAL ASSOCIATION**

By: _____
Con M. O'Neil
Vice President

BANQUE PARIBAS

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

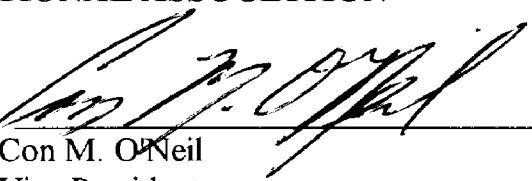
IN WITNESS WHEREOF, this Fifth Amendment to Trademark Collateral Assignment
has been executed by the parties hereto all as of the day and year first above written.

**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: _____
Name: _____
Title: _____

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

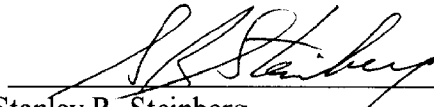
BANQUE PARIBAS

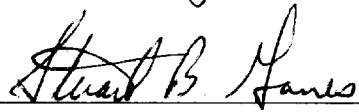
By: _____
Name: _____ **Marcle Weiss**
Title: _____ **Director**

By: _____
Name: _____
Title: _____ **Director**

Authorized Signature
Banque Paribas
New York

CREDIT SUISSE FIRST BOSTON

By: 
Stanley R. Steinberg
Director

By: 
~~Thomas P. Irwin~~ STUART B. GANES
~~Vice President~~ 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.

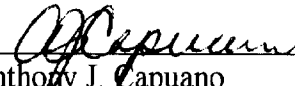
By: _____
Name: _____
Title: _____

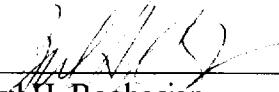
CREDIT SUISSE FIRST BOSTON

By: _____
Stanley R. Steinberg
Director


By: _____
Thomas P. Irwin
Vice President


FLEET NATIONAL BANK

By:  _____
Anthony J. Capuano
Senior Vice President

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

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

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

By: _____
Paul H. Boghosian
Vice President

FLEET PRECIOUS METALS INC.,
as Lender

By: _____
Anthony J. Capuano
Senior Vice President

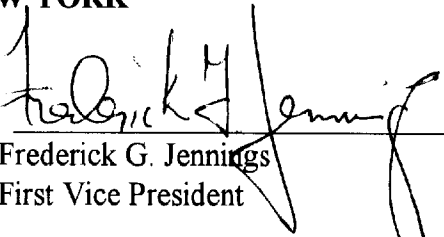
By: _____
Paul H. Boghosian
Vice President

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

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

By: _____
Name: 
Title: **YUTAKA TAKA**
Senior Vice President
METAL DIVISION

**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


OROAMERICA, INC.

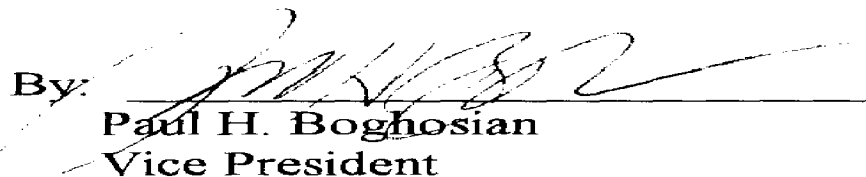
By: _____
Shiu Shao
Senior Vice President
Chief Financial Officer

**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:  _____
Anthony J. Capuano
Senior Vice President

By:  _____
Paul H. Boghosian
Vice President

OROAMERICA, INC.

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: _____
Anthony J. Capuano
Senior Vice President

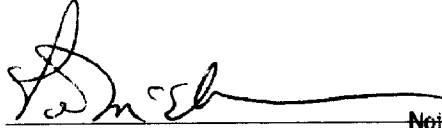
By: _____
Paul H. Boghosian
Vice President

OROAMERICA, INC.

By: SZ 12
Shiu Shao
Senior Vice President
Chief Financial Officer

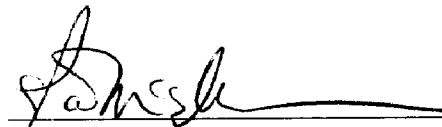
STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 5th day of ~~September~~ ^{October}, 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
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 5th day of ~~September~~ ^{October}, 1999, before me personally appeared Tiff Sarfaty, 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 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 _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ____ 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
My Commission Expires _____

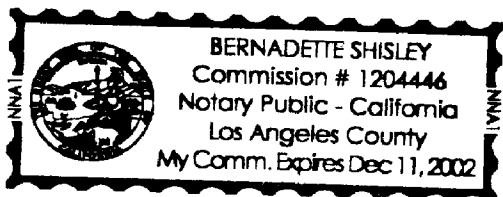
STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ____ day of September, 1999, 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 LOS ANGELES on the 5TH day of OCTOBER, 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.



Bernadette Shisley

Notary Public
My Commission Expires DEC. 11, 2002

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 30th day of September, 1999, before me personally appeared Marie Weiss, Director 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
My Commission Expires 5/14/2000

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 30th day of September, 1999, before me personally appeared A.C. Mathiot, Director 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
My Commission Expires 5/14/2000

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 _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ____ day of September, 1999, 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

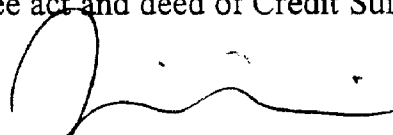
In New York, on the ____ day of September, 1999, before me personally appeared _____, _____ of Banque Paribas to me known and known by me to be the person executing the foregoing instrument, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed in said capacity and 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 ^{October}~~5th~~ 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.

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, ~~2001~~

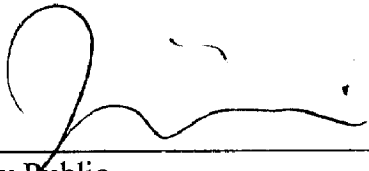


Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 5th day of ~~September~~ ^{October}, 1999, before me personally appeared Stuart B. Ganes, ~~Thomas P. Irwin, Associate~~ ^{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.

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, ~~2001~~



Notary Public
My Commission Expires _____

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the ____ 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 _____

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the ____ 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 _____

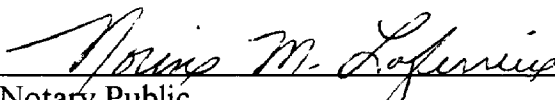
STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ____ day of September, 1999, before me personally appeared Thomas P. Irwin, Associate, 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

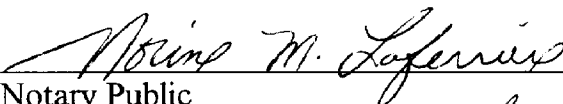
In Providence, on the 30th day of September, 1999, before me personally appeared Anthony J. Capuano, Senior Vice President of Fleet Precious Metals Inc. as Agent and Lender, and Fleet National Bank to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said 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 30th 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 7, 2003

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 27th day of September, 1999, before me personally appeared Yutaka Taka, Senior Vice President 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.

David A. Dressler

Notary Public

My Commission Expires _____

DAVID A. DRESSLER
Notary Public, State of New York
No. 4982167
Qualified in Westchester County
Commission Expires May 28, 2001

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ____ day of September, 1999, 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 CALIFORNIA
COUNTY OF LOS ANGELES

In Los Angeles, on the ____ day of September, 1999, before me personally appeared Shiu Shao, Senior Vice President and Chief Financial Officer of OroAmerica, 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 OroAmerica, Inc.

Notary Public

My Commission Expires _____

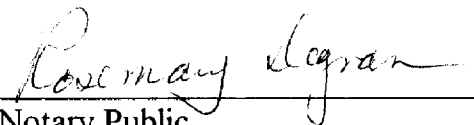
STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ____ day of September, 1999, before me personally appeared _____ 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 27th day of September, 1999, 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 _____
ROSEMARY DEGNAN
Notary Public, State of New York
No. 01DE4809858
Qualified in Nassau County
Commission Expires Feb. 28, 2001

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

In Los Angeles, on the ____ day of September, 1999, before me personally appeared Shiu Shao, Senior Vice President and Chief Financial Officer of OroAmerica, 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 OroAmerica, Inc.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ____ day of September, 1999, before me personally appeared _____ 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 _____

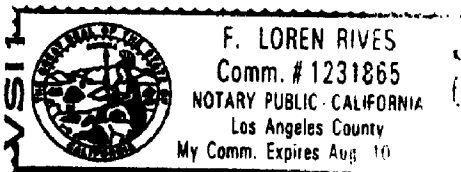
STATE OF NEW YORK
COUNTY OF NEW YORK

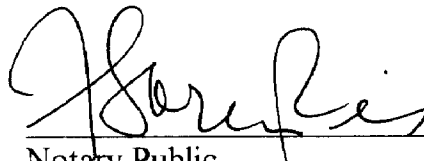
In New York, on the ____ day of September, 1999, before me personally appeared Frederick G. Jennings, First Vice President of Republic National Bank of New York to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his 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 CALIFORNIA
COUNTY OF LOS ANGELES

In Los Angeles, on the ^{October}~~5th~~ day of ~~September~~, 1999, before me personally appeared Shiu Shao, Senior Vice President and Chief Financial Officer of OroAmerica, 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 OroAmerica, Inc.





Notary Public
My Commission Expires Aug 10, 2003

SCHEDULE A**MARKS****A.ISSUED**

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
OR SUPERIMPOSED OVER A DESIGN OR A CROWN	1,227,453	2/15/83
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 DESIGN.	1,473,067	1/19/88
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
ROSE ROPE	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 ALWAYS SOMETHING NEW (Service Mark)	1,688,193	5/19/92
SATINET PAVE	1,636,866	3/5/91
BEVERLY HILLS GOLD (Service Mark - Class 42)	1,645,629	5/21/91

B. PENDING

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
LOOK FOR THE DIAMOND TAG	74/026,169	2/6/90
LOOK FOR THE ORIGINAL HEART TRADEMARK AND DESIGN	74/026,155	2/6/90
THE BRAND NAME IN GOLD JEWELRY AND DESIGN	74/026,174	2/6/90
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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