Form **PTO-1594** RE(
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇨ ⇨ ⇨ ▼ ▼

07-19-2001

101782107

U.S DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of P

▼ ▼ ▼ original documents or copy thereof.

1. Name of conveying party(ies):

Fleet Precious Metals, Inc.

7.12.01

☐ Individual(s) ☐ Association

☐ General Partnership ☐ Limited Partnership

☒ Corporation-State Rhode Island

☐ Other See Attached

Additional name(s) of conveying party(ies) attached? ☒ Yes ☐ No

2. Name and address of receiving party(ies)

Name: Jerry Madison Jewelry, Inc.

Internal Address:

Street Address: 443 North Varney St.

City: Burbank State CA Zip 91502

☐ Individual(s) citizenship

☐ Association

☐ General Partnership

☐ Limited Partnership

☒ Corporation-State California

☐ Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment ☐ Merger

☐ Security Agreement ☐ Change of Name

☒ Other Release of Security Interest

Execution Date: June 19, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,467,254; 1,178,015

Additional number(s) attached ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Schuyla M. Goodson

Internal Address: Troutman Sanders LLP

Suite 5200

Street Address: 600 Peachtree Street NE

City: Atlanta State GA Zip: 30308

6. Total number of applications and registrations involved:..... 2

7. Total fee (37 CFR 3.41)..... $ 65.00

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number:

20-1507

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Schuyla M. Goodson — Name of Person Signing

Signature

7/12/01 — Date

Total number of pages including cover sheet, attachments, and document: 25

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments,
Washington, D.C. 20231

0751851

JERRY MADISON JEWELRY, INC.

NO.	COMPANY NAME	TYPE
1.	ABN Amro Bank N.V. , New York Branch	Limited Liability Company (Netherlands)
2.	Bank of America, National Association	National Association
3.	Banque Paribas	Corporation (France)
4.	The Chase Manhattan Bank	Bank and Trust Company (NY)
5.	Credit Suisse First Boston	Corporation (Switzerland)
6.	Fleet National Bank	National Association
7.	HSBC Bank USA	Banking Institution (NY)
8.	Mitsui & Co. (USA), Inc.	Corporation (NY)

RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (the "Release") is entered into as of the 19th day of June, 2001 by and 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; **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; **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; **HSBC BANK USA** (formerly known as Republic National Bank of New York), a New York state banking institution ("HSBC"); and **MITSUI & CO. (U.S.A.), INC.**, a New York corporation ("Mitsui") (each of the foregoing 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 Intercreditor Agreement dated as of February 25, 1994, as the same may have been amended and/or amended and restated from time to time; and **JERRY MADISON JEWELRY, INC.**, a California corporation (the "Company").

W I T N E S S E T H:

WHEREAS, the Lenders, the Agent and the Company 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, by a Fourth Amendment to Trademark Collateral Assignment dated as of September 27, 1999, and by a Fifth Amendment to Trademark Collateral Assignment dated as of March 6, 2000 (as amended, the "Trademark Assignment"), pursuant to which the Company granted to the Lenders and the Agent an interest in and to those certain trademarks identified on Schedule A attached hereto and made a part hereof (the "Trademarks"); and

WHEREAS, the Lenders and the Agent have agreed to release their security interest in the Trademarks and reassign such interest to the Company.

NOW, THEREFORE, in consideration of the premises and the agreements hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lenders, the Agent and the Company hereby agree as follows:

1. The Lenders and the Agent hereby assign and transfer to the Company, without recourse or warranty, their entire right, title and interest in and to the Trademarks and the United

States Trademark Serial Numbers and Registration Numbers identified in Schedule A hereto, together with the goodwill associated therewith.

2. The Lenders and the Agent hereby release their security interest in the Trademarks and the United States Trademark Numbers and Serial Numbers identified in Schedule A hereto, together with the goodwill associated therewith.

3. The Lenders, the Agent and the Company hereto hereby acknowledge and agree that, as of the date hereof, the Assignment is terminated and shall be of no further force or effect.

4. This Release 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 shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have caused this Release to be executed by their duly authorized officers as of the day and year first above written.

ABN AMRO BANK N.V.,
NEW YORK BRANCH

By: _____
Jeffrey Sarfaty
Vice President

By: _____
Name: _____
Title: _____

BANK OF AMERICA,
NATIONAL ASSOCIATION

By: _____
Andrea A. Tunks
Vice President

TRADEMARK
REEL: 002331 FRAME: 0368

States Trademark Serial Numbers and Registration Numbers identified in Schedule A hereto, together with the goodwill associated therewith.

2. The Lenders and the Agent hereby release their security interest in the Trademarks and the United States Trademark Numbers and Serial Numbers identified in Schedule A hereto, together with the goodwill associated therewith.

3. The Lenders, the Agent and the Company hereto hereby acknowledge and agree that, as of the date hereof, the Assignment is terminated and shall be of no further force or effect.

4. This Release 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 shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have caused this Release to be executed by their duly authorized officers as of the day and year first above written.

ABN AMRO BANK N.V.,
NEW YORK BRANCH

By: _____
Jeffrey Sarfaty
Vice President

By: _____
Name: _____
Title: _____

BANK OF AMERICA,
NATIONAL ASSOCIATION

By: _____
Andrea A. Tunks
Vice President

BANQUE PARIBAS

By: _____
Anne-Catherine Mathiot
Director

By: _____
Name: MARCIE WEISS
Title: Managing Director

THE CHASE MANHATTAN BANK

By: _____
Irene B. Spector
Vice President

CREDIT SUISSE FIRST BOSTON

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

FLEET NATIONAL BANK

By: _____
Paul H. Boghosian
Vice President

By: _____
Name: _____
Title: _____

TRADEMARK
REEL: 002331 FRAME: 0370

BANQUE PARIBAS

By: _____
Anne-Catherine Mathiot
Director

By: _____
Name: _____
Title: _____

THE CHASE MANHATTAN BANK

By: _____
Irene B. Spector
Vice President

CREDIT SUISSE FIRST BOSTON

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

FLEET NATIONAL BANK

By: _____
Paul H. Boghosian
Vice President

By: _____
Name: _____
Title: _____

TRADEMARK
REEL: 002331 FRAME: 0371

BANQUE PARIBAS

By: _____
Anne-Catherine Mathiot
Director

By: _____
Name: _____
Title: _____

THE CHASE MANHATTAN BANK

By: _____
Irene B. Spector
Vice President

CREDIT SUISSE FIRST BOSTON,
NEW YORK BRANCH

By: _____
Name: THOMAS P. IRWIN
Title: DIRECTOR

By: _____
Name: ANDREA E. SHKANE
Title: VICE PRESIDENT

FLEET NATIONAL BANK

By: _____
Paul H. Boghosian
Vice President

By: _____
Name: _____
Title: _____

BANQUE PARIBAS

By: _____
Anne-Catherine Mathiot
Director

By: _____
Name: _____
Title: _____

THE CHASE MANHATTAN BANK

By: _____
Irene B. Spector
Vice President

CREDIT SUISSE FIRST BOSTON

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

FLEET NATIONAL BANK

By: _____
Paul H. Boghosian
Vice President

By: _____
Name: _____
Title: _____

TRADEMARK
REEL: 002331 FRAME: 0373

FLEET PRECIOUS METALS INC.,
as Lender

By: _____
Paul H. Boghosian
Vice President

By: _____
Name: Anthony T Capuano
Title: SVP

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

By: _____
K. Okura
Senior Vice President

HSBC BANK USA

By: _____
Diane D'Erasmo
Senior Vice President

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

By: _____
Paul H. Boghosian
Vice President

By: _____
Name: Anthony T Capuano
Title: SVP

TRADEMARK
REEL: 002331 FRAME: 0374

FLEET PRECIOUS METALS INC.,
as Lender

By: _____
Paul H. Boghosian
Vice President

By: _____
Name: _____
Title: _____

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

By: _____
K. Okura
Senior Vice President

HSBC BANK USA

By: _____
Diane D'Erasmo
Senior Vice President

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

By: _____
Paul H. Boghosian
Vice President

By: _____
Name: _____
Title: _____

TRADEMARK
REEL: 002331 FRAME: 0375

FLEET PRECIOUS METALS INC.,
as Lender

By: _____
Paul H. Boghosian
Vice President

By: _____
Name: _____
Title: _____

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

By: _____
K. Okura
Senior Vice President

HSBC BANK USA

By: _____
Diane D'Erasmo
Senior Vice President

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

By: _____
Paul H. Boghosian
Vice President

By: _____
Name: _____
Title: _____

TRADEMARK
REEL: 002331 FRAME: 0376

JERRY MADISON JEWELRY, INC.

By: _____

Shiu Shao
Vice President

STATE OF ~~NEW YORK~~ Illinois
COUNTY OF ~~NEW YORK~~ Cook

In New York, on the 15 day of June, 2001, before me personally appeared Jeffrey 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 acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of ABN AMRO Bank N.V., New York Branch.

OFFICIAL SEAL
MAUREEN M FERRARA
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. OCT. 15,2003

Maureen M. Ferrara
Notary Public
My Commission Expires 10-15-03

STATE OF ~~NEW YORK~~ Illinois
COUNTY OF ~~NEW YORK~~ Cook

In New York, on the 15 day of June, 2001, before me personally appeared Ned Koppelson, 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.

OFFICIAL SEAL
MAUREEN M FERRARA
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. OCT. 15,2003

Maureen M. Ferrara
Notary Public
My Commission Expires 10-15-03

STATE OF CALIFORNIA
COUNTY OF

In _____, on the ___ day of June, 2001, before me personally appeared Andrea A. Tunks, 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 _____

TRADEMARK
REEL: 002331 FRAME: 0378

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of June, 2001, before me personally appeared Jeffrey 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 acknowledged said instrument by him executed to be his 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 June, 2001, 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 Los Angeles

In Los Angeles, on the 14th day of June, 2001, before me personally appeared Andrea A. Tunks, 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.

TAMMY R. BELLAMY
Commission # 1239898
Notary Public - California
Los Angeles County
My Comm. Expires Oct 28, 2003

Tammy R. Bellamy
_____
Notary Public
My Commission Expires October 28, 2003

TRADEMARK
REEL: 002331 FRAME: 0379

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 18th day of June, 2001, before me personally appeared Anne-Catherine Mathiot, Director of Banque Paribas to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of Banque Paribas.

ALIDA J. MOORE
Notary Public, State of New York
No. 24-4966845
Qualified in Kings County
Commission Expires August 12, 2002

Alida J. Moore
Notary Public
My Commission Expires 8/12/2002

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 18th day of June, 2001, before me personally appeared Marcia Weiss, Managing 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, State of New York
No. 24-4966845
Qualified in Kings County
Commission Expires August 12, 2002

Alida J. Moore
Notary Public
My Commission Expires 8/12/2002

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of June, 2001, before me personally appeared Irene B. Spector, Vice President of The Chase Manhattan Bank, to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of The Chase Manhattan Bank.

Notary Public
My Commission Expires _____

TRADEMARK
REEL: 002331 FRAME: 0380

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of June, 2001, before me personally appeared Anne-Catherine Mathiot, Director of Banque Paribas to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of Banque Paribas.

_____
Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of June, 2001, 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 18th day of June, 2001, before me personally appeared Irene B. Spector, Vice President of The Chase Manhattan Bank, to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of The Chase Manhattan Bank.

_____
Notary Public
My Commission Expires _____

DAVID MICHAELS
Notary Public, State of New York
No. 02-4[illegible]
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires Sept. 30, 2001

TRADEMARK
REEL: 002331 FRAME: 0381

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 19th day of June, 2001, before me personally appeared Thomas P. Irwin, Director of Credit Suisse First Boston, 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 Credit Suisse First Boston.

LOUIS J. IMPELLIZERI
Notary Public, State of New York
No. 01IM5044914
Qualified in Kings County
Certificate Filed in New York County
Commission Expires June 5, 2003

Notary Public
My Commission Expires June 5, 2003

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 19th day of June, 2001, before me personally appeared Andrea E. Shkane, Vice President of Credit Suisse First Boston, 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 Credit Suisse First Boston.

LOUIS J. IMPELLIZERI
Notary Public, State of New York
No. 01IM5044914
Qualified in Kings County
Certificate Filed in New York County
Commission Expires June 5, 2003

Notary Public
My Commission Expires June 5, 2003

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the ___ day of June, 2001, 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 _____

TRADEMARK
REEL: 002331 FRAME: 0382

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of June, 2001, before me personally appeared _____, _____ of Credit Suisse First Boston 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 Credit Suisse First Boston.

_____
Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of June, 2001, before me personally appeared _____, _____ of Credit Suisse First Boston 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 Credit Suisse First Boston.

_____
Notary Public
My Commission Expires _____

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the 18th day of June, 2001, 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 JOSEPH R. MILLER
NOTARY PUBLIC
MY COMMISSION EXPIRES: JUNE 30, 2001

TRADEMARK
REEL: 002331 FRAME: 0383

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the 18th day of June, 2001, before me personally appeared ANTHONY SCAMBIO, SR. 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

JOSEPH R. MILLER
NOTARY PUBLIC
MY COMMISSION EXPIRES: JUNE 30, 2001

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of June, 2001, before me personally appeared Diane D'Erasmo, Senior Vice President of HSBC Bank USA 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 HSBC Bank USA.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of June, 2001, before me personally appeared K. Okura, 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.

Notary Public
My Commission Expires _____

TRADEMARK
REEL: 002331 FRAME: 0384

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the ___ day of June, 2001, before me personally appeared _____, _____ 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 15th day of June, 2001, before me personally appeared Diane D'Erasmo, Senior Vice President of HSBC Bank USA 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 HSBC Bank USA.

Rosemary Degnan
Notary Public
My Commission Expires _____

ROSEMARY DEGNAN
No. 01DE4809658
Notary Public, State of New York
Qualified in Nassau County
Commission Expires Feb. 28, 2003

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of June, 2001, before me personally appeared K. Okura, 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.

_____
Notary Public
My Commission Expires _____

TRADEMARK
REEL: 002331 FRAME: 0385

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the ___ day of June, 2001, before me personally appeared _____, _____ 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 June, 2001, before me personally appeared Diane D'Erasmo, Senior Vice President of HSBC Bank USA 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 HSBC Bank USA.

_____
Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 14 day of June, 2001, before me personally appeared K. Okura, 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.

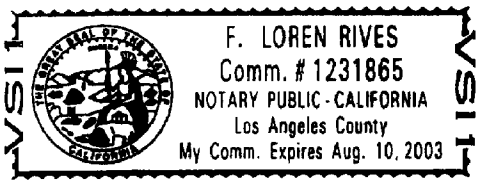
Stephen M. Goldstein
Notary Public
My Commission Expires _____

STEPHEN M. GOLDSTEIN
NOTARY PUBLIC, State of New York
No. 4916555
Qualified in New York County
Term Expires December 2001

TRADEMARK
REEL: 002331 FRAME: 0386

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

In Los Angeles, on the 14th day of June, 2001 before me personally appeared Shiu Shao, Vice President of Jerry Madison Jewelry, Inc. to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Jerry Madison Jewelry, Inc.



Notary Public
My Commission Expires 8-10-03

TRADEMARK
REEL: 002331 FRAME: 0387

SCHEDULE A
TRADEMARKS

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

H:\FLEETPM\OROAM\RELTM0794.DOC