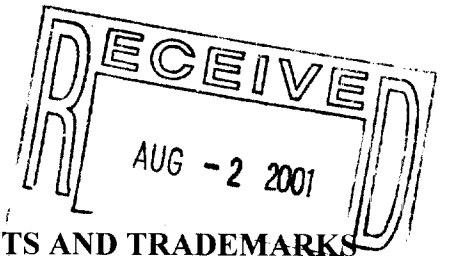


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08-10-2001



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TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS

1. **Mel Bernie and Company, Inc., also known as 1928 Jewelry Company,** is a corporation organized under and existing by virtue of the laws of the California, located and doing business at **3000 Empire Avenue, Burbank, California 91510**, hereinafter referred to as 'the assignor'.

2. **Aurora Gems, Inc.,** is a Corporation duly organized under and existing by virtue of the laws of **New York**, having its head office and principle place of business at **589 Fifth Avenue, Suite 806, New York, New York**, hereinafter referred to as 'the assignee'.

3. The interest conveyed is the entire, right, title and interest in and to the identified trademarks.

4. The attached document was executed on **February 27, 2001**.

5. The following trademark applications/registrations are involved:

AURORA

APPLICATION NUMBER	ISSUED	REGISTRATION NUMBER	FILING DATE
	October 10, 1995	1,926,407	

08/09/2001 TDIARZ1
01 FC:481

00000044 1926407

40.00 OP

6. All future correspondence concerning this identified trademark should be addressed to:

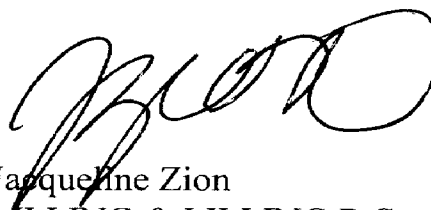
**Jacqueline Zion
LILLING & LILLING P.C.
Suite 460
Ten Bank Street
White Plains, New York 10606**

7. There is **one (1)** registration involved with this assignment.

8. A check in the amount of **forty dollars (\$40.00)** is enclosed to cover the recording fee.

9. 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.

Respectfully submitted,
LILLING & LILLING P.C.



Jacqueline Zion
LILLING & LILLING P.C.
Suite 460
Ten Bank Street
White Plains, NY 10606
Tel: (914) 684-0600
Fax: (914) 684-0304
Attorneys for Registrant

Dated: 7/30/01

ASSIGNMENT

WHEREAS, Mel Bernie and Company, Inc., also known as 1928 Jewelry Company, a corporation duly organized under and existing by virtue of the laws of California, located and doing business at 3000 Empire Avenue, Burbank, California 91510, adopted and used the trademarks AURORA R.S.V.P. and AURORA in connection with jewelry, and is the owner of the U.S. Trademark Registrations 1,811,513 and 1,926,407, respectively, on the Principal Register of the U.S. Patent and Trademark Office; and

WHEREAS, Aurora Gems, Inc., a corporation duly organized under and existing by virtue of the laws of New York, located and doing business at 589 Fifth Avenue, Suite 806, New York, New York, is desirous of acquiring the said trademarks AURORA R.S.V.P. and AURORA and the said U.S. Trademark Registrations 1,811,513 and 1,926,407;

WHEREAS, Mel Bernie and Company, Inc. represents and warrants that

(a) that the mark shown in U.S. Trademark Registration No. 1,811,513 has been in continuous use in interstate commerce within the United States in the ordinary course of trade, and not merely to reserve a right in the mark, for no less than five consecutive years from December 14, 1993 to the present, on or in connection with jewelry; that such mark is still in use in interstate commerce within the United States in the ordinary course of trade, and not merely to reserve a right in the mark, on or in connection with said goods; that there has been no final decision adverse to registrant's claim of ownership of such mark for such goods, or to registrant's right to register the same or to keep the same on the register, and that there is no proceeding involving said rights pending and not disposed of either in the U.S. Patent and Trademark Office or in the Courts, excluding proceedings brought by Gems;

(b) that the mark shown in U.S. Trademark Registration No. 1,926,407 has been in continuous use in interstate commerce within the United States in the ordinary course of trade, and not merely to reserve a right in the mark, for no less than five consecutive years from October 10, 1995 to the present, on or in connection with jewelry; that such mark is still in use in interstate commerce within the United States in the ordinary course of trade, and not merely to reserve a right in the mark, on or in connection with said goods; that there has been no final decision adverse to registrant's claim of ownership of such

mark for such goods, or to registrant's right to register the same or to keep the same on the register, and that there is no proceeding involving said rights pending and not disposed of either in the U.S. Patent and Trademark Office or in the Courts, excluding proceedings brought by Gems;

NOW, THEREFORE, for One Thousand Dollars (\$1,000), and other good and valuable consideration, the receipt of which is hereby acknowledged, said Mel Bernie and Company, Inc. does hereby assign, sell and transfer unto the said Aurora Gems, Inc., as of January 10, 2001, the entire right, title and interest in and to the said trademarks AURORA R.S.V.P. and AURORA in connection with jewelry, together with the good will of the business symbolized by the marks AURORA R.S.V.P. and AURORA, and the said U.S. Trademark Registrations 1,811,513 and 1,926,407.

The trademarks AURORA R.S.V.P. and AURORA and the said U.S. Trademark Registrations 1,811,513 and 1,926,407 to be held and enjoyed by the said Aurora Gems, Inc., for its own use and behoof and for its successors and assigns, as fully and entirely as the same would have been held by the said Mel Bernie and Company, Inc. had this assignment and sale not been made.

Mel Bernie and Company, Inc.

Mel Bernie
Mel Bernie
Title: Chief Executive Officer
Dated: 2-27-01

State of California)
)SS.:
County of Los Angeles)

Then personally appeared before me Mel Bernie who acknowledged that he is the duly authorized officer of Mel Bernie and Company, Inc. and that he executed the foregoing instrument on its behalf.

Witness my hand and seal this 27th day of February, 2001

Velta Sue Nelson
Notary Public

