

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Donald Bruce & Co.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Citizenship (see guidelines) Illinois

Execution Date(s) June 21, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Princess Acquisition LLC

Internal

Address: _____

Street Address: 100 Niantic Avenue

City: Providence

State: RI

Country: US Zip: 02907

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other Limited Liability Company RI Citizenship

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,798,986; 2,156,658 and others

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Angelite - filed September 6, 2002

Loved Ones - filed April 18, 1997

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

Name: Karen L. Feisthamel

Internal Address: Hinckley, Allen & Snyder LLP

Street Address: 1500 Fleet Center

City: Providence

State: RI Zip: 02903

Phone Number: 401-274-2000

Fax Number: 401-277-9600

Email Address: kfeisthamel@baslaw.com

6. Total number of applications and registrations involved:

32

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$815

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
 Expiration Date _____

b. Deposit Account Number 50-0485
 Authorized User Name Karen L. Feisthamel

9. Signature: Karen L. Feisthamel

Signature

9/24/04

Date

Karen L. Feisthamel

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6996, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

CH \$815.00 600485 2798986

Schedule to Recordation Sheet

REG. NO. (REG. DATE)	SER. NO. (FILING DATE)	MARK
2,123,135 (12/23/1997)	75/146,883 (08/08/1996)	PRECIOUS JEWELS BY MILANO
2,116,243 (11/25/1997)	75/208,776 (11/27/1996)	CROSSFIRE
1,929,864 (10/24/1995)	74/593,742 (10/13/1994)	FAMILY TREASURES
1,216,634 (11/16/1982)	73/308,939 (05/06/1981)	LITTLE MISS PRIDE
1,213,861 (10/26/1982)	73/308,636 (05/01/1981)	Miscellaneous Design
960,399 (06/05/73)	72/430,896 (07/26/1972)	YOUNG LOVE
1,717,955 (09/22/1992)	74/243,940 (02/07/1992)	FOREVER ROSES
1,666,647 (12/03/1991)	74/121,213 (12/06/1990)	DEC
2,506,105 (11/13/2001)	76/084,314 (07/06/2000)	ORO DE DIOS (stylized)
2,402,122 (11/07/2000)	75/870,731 (12/13/1999)	STATIONS OF THE CROSS
2,402,121 (11/07/2000)	75/870,730 (12/13/1999)	WAY OF THE CROSS
2,332,023 (03/21/2000)	75/644,176 (02/16/1999)	EMBRACE THE WORLD WITH LOVE (stylized)
2,282,325 (09/28/1999)	75/566,186 (09/29/1998)	FINGERPRINT LOCKET
2,331,450 (03/21/2000)	75/562,675 (09/23/1998)	HOPE RIBBON
2,305,733 (01/04/2000)	75/535,721 (08/07/1998)	PAINTBRUSH OPALS
2,264,798 (07/27/1999)	75/492,974 (05/15/1998)	PAP
2,264,335 (07/27/1999)	75/405,650 (12/05/1997)	MIL
1,829,358 (04/05/1994)	74/404,173 (06/21/1993)	MOTHER'S JOY
1,665,798 (11/26/1991)	74/118609 (11/28/1990)	SKAL
1,452,062 (08/11/1987)	73/612,307 (07/28/1986)	MILANO
869,705 (05/20/1969)	72/300,470 (06/14/1968)	PPC
611,234 (08/23/1955)	71/668,400 (06/17/1954)	PRECIOUS JEWELRY BY MILANO and Design
2,282,731 (10/05/1999)	75/419,119 (01/16/1998)	PAPILLON
1,865,735 (12/06/1994)	74/424,415 (08/16/1993)	YOUNG LOVE
1,264,176 (01/17/1984)	73/395,951 (09/30/1982)	LOSE ME NOT

REG. NO. (REG. DATE)	SER. NO. (FILING DATE)	MARK
812,134 (08/02/1966)	72/216,963 (04/20/1965)	PJ and Design
734,160 (07/10/1962)	72/116,245 (03/22/1961)	RING KING
604,854 (04/19/1955)	71/668,401 (06/17/1954)	PRINCESS PRIDE CREATIONS
1,474,919 (02/02/1988)	73/667,109 (06/18/1987)	OCP (stylized)
551057 (11/21/51)	71/597,834 (05/20/50)	BRIDE'S PRIDE

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT, made as of June 21, 2004, between DONALD BRUCE & CO., an Illinois corporation ("Assignor"), and PRINCESS ACQUISITION, LLC, a Rhode Island limited liability company ("Assignee").

WHEREAS, Assignor and Assignee have executed an Asset Purchase Agreement dated as of June 2, 2004, as amended (the "Purchase Agreement"), pursuant to which Assignee is acquiring the Purchased Assets primarily related to the ownership and operation of the Business from the Assignor;

WHEREAS, Assignor, has adopted, used, is using and is the owner of all right, title, and interest in and to the trademarks, service marks and trade names used in connection with the Business, including those listed on Schedule A attached hereto (collectively, the "Marks") and is the owner of the registrations and pending applications, if any, listed on Schedule A;

WHEREAS, Assignee desires to acquire any and all rights that Assignor may have in and to the Marks and the registrations and applications thereof together with the goodwill relating to the Business in connection with which Marks are used; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, absolutely and forever, its entire right, title and interest, whether statutory or at common law, in and to these Marks throughout the world, together with the goodwill relating to the Business symbolized by them, and all registrations and pending applications therefor, including but not limited to all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

Assignor agrees to execute any further papers and to do such other acts (without the expenditure of funds) as may be necessary and proper to vest full rights, title and interest in and to the Marks in the Assignee.

All defined terms used herein shall have the meanings assigned to them in the Purchase Agreement.

IN WITNESS WHEREOF, the Assignor has executed this Trademark Assignment as of the date first written above.

DONALD BRUCE & CO.

By: 

Name: Gary B. Solomon

Title: President

**SCHEDULE A
TO
TRADEMARK ASSIGNMENT**

Registered Trademarks:

MARK	OWNER	SERIAL NO. (FILING DATE)	REGISTRATION NO. (REG. DATE)	DESCRIPTION OF GOODS AND SERVICES	STATUS
ANGELITE	Assignor	76/447,287 (09/06/2002)	N/A	IC 14: Finger rings, earrings, and pendants	Federal Application Published - ITU
LOVED ONES	Assignor	75/270,699 (04/08/1997)	2,156,658 (05/12/1998)	IC 14: Pendants, earrings, bracelets, jewelry pins, charms, rings, lockets, children's and religious jewelry	Federally Registered
PRECIOUS JEWELS BY MILANO	Assignor	75/146,883 (08/08/1996)	2,123,135 (12/23/1997)	IC 14: Costume jewelry consisting of necklaces, earrings, bracelets and sets thereof	Federally Registered
CROSSFIRE	Assignor	75/208,776 (11/27/1996)	2,116,243 (11/25/1997)	IC 14: Pendants, earrings, bracelets, jewelry pins, charms, rings, lockets, children's and religious jewelry	Federally Registered

MARK	OWNER	SERIAL NO (FILING DATE)	REGISTRATION NO (REG DATE)	DESCRIPTION OF MARKS AND SERVICES	STATUS
FAMILY TREASURES	Assignor	74/593,742 (10/13/1994)	1,929,864 (10/24/1995)	IC 14: Pendants, earrings, bracelets, jewelry pins, charms, rings, lockets, children's and religious jewelry	Federally Registered
RIQUEZA LATINA	Assignor	76/444,906 (08/19/2002)	N/A	IC 14: Religious jewelry, bracelets, rings, charms, crosses and in 14k	Federal Application Abandoned on 09/05/2003
LITTLE MISS PRIDE	Assignor	73/308,939 (05/06/1981)	1,216,634 (11/16/1982)	IC 14: Jewelry	Federally Registered
Miscellaneous Design	Assignor	73/308,636 (05/01/1981)	1,213,861 (10/26/1982)	IC 14: Jewelry	Federally Registered
YOUNG LOVE	Assignor	72/430,896 (07/26/1972)	960,399 (06/05/73)	IC 14: Engagement and wedding rings	Federally Registered
FOREVER ROSES	Assignor	74/243,940 (02/07/1992)	1,717,955 (09/22/1992)	IC 14: Pendants, earrings, bracelets, pins, charms, rings	Federally Registered
DEC	Assignor	74/121,213 (12/06/1990)	1,666,647 (12/03/1991)	IC 14: Ladies' jewelry	Federally Registered

MARK	OWNER	SERIAL NO. (FILING DATE)	REGISTRATION NO. (REG. DATE)	DESCRIPTION OF GOODS AND SERVICES	STATUS
ORO DE DIOS (stylized)	Assignor	76/084,314 (07/06/2000)	2,506,105 (11/13/2001)	IC 14: Gold jewelry, namely, necklaces, bracelets, earrings, pendants, and rings	Federally Registered
STATIONS OF THE CROSS	Assignor	75/870,731 (12/13/1999)	2,402,122 (11/07/2000)	IC 14: Necklaces, bracelets	Federally Registered
WAY OF THE CROSS	Assignor	75/870,730 (12/13/1999)	2,402,121 (11/07/2000)	IC 14: Necklaces, bracelets	Federally Registered
EMBRACE THE WORLD WITH LOVE (stylized)	Assignor	75/644,176 (02/16/1999)	2,332,023 (03/21/2000)	IC 14: Pendants, pins being jewelry	Federally Registered
FINGERPRINT LOCKET	Assignor	75/566,186 (09/29/1998)	2,282,325 (09/28/1999)	IC 14: Locketts	Federally Registered on the Supplemental Register
HOPE RIBBON	Assignor	75/562,675 (09/23/1998)	2,331,450 (03/21/2000)	IC 14: Pendants, earrings, and pins being jewelry	Federally Registered

MARK	OWNER	SERIAL NO (FILE DATE)	REGISTRATION NO (REG DATE)	DESCRIPTION OF GOODS OR SERVICES	STATUS
PAINTBRUSH OPALS	Assignor	75/535,721 (08/07/1998)	2,305,733 (01/04/2000)	IC 14: Pendants, earrings, bracelets, jewelry pins, charms, rings, lockets, and children's and religious jewelry, all containing opals	Federally Registered
PAP	Assignor	75/492,974 (05/15/1998)	2,264,798 (07/27/1999)	IC 14: Pendants, earrings, bracelets, jewelry pins, charms, rings, lockets, children's and religious jewelry	Federally Registered
MIL	Assignor	75/405,650 (12/05/1997)	2,264,335 (07/27/1999)	IC 14: Pendants, earrings, bracelets, jewelry pins, charms, rings, lockets, children's and religious jewelry	Federally Registered
MOTHER'S JOY	Assignor	74/404,173 (06/21/1993)	1,829,358 (04/05/1994)	IC 14: Pendants, earrings, bracelets, pins, charms, religious jewelry, rings, lockets	Federally Registered

MARK	OWNER	SERIAL NO. (FILING DATE)	REGISTRATION NO. (REG. DATE)	DESCRIPTION OF MARK (SERIES)	STATUS
SKAL	Assignor	74/118609 (11/28/1990)	1,665,798 (11/26/1991)	IC 14: Precious metal jewelry including, rings, pins, brooches, earrings, tie-tacks, charms, bracelets, pendants, necklaces	Federally Registered
MILANO	Assignor	73/612,307 (07/28/1986)	1,452,062 (08/11/1987)	IC 14: Jewelry	Federally Registered
PPC	Assignor	72/300,470 (06/14/1968)	869,705 (05/20/1969)	IC 14: Rings, pins, pendants, bracelets, and earrings	Federally Registered
PRECIOUS JEWELRY BY MILANO and Design	Assignor	71/668,400 (06/17/1954)	611,234 (08/23/1955)	IC 14: Costume jewelry consisting of necklaces, earrings, bracelets, and sets thereof	Federally Registered on the Supplemental Register
PAPILLON	Assignor	75/419,119 (01/16/1998)	2,282,731 (10/05/1999)	IC 14: Pendants, earrings, bracelets, pins, charms, religious jewelry, and rings	Federally Registered

MARK	OWNER	SERIAL NO. (FILING DATE)	REGISTRATION NO. (REG. DATE)	DESCRIPTION OF MARK AND SERVICES	STATES
YOUNG LOVE	Assignor	74/424,415 (08/16/1993)	1,865,735 (12/06/1994)	IC 14: Pendants, earrings, bracelets, pins being jewelry, charms, religious jewelry, rings, lockets	Federally Registered
LOSE ME NOT	Assignor	73/395,951 (09/30/1982)	1,264,176 (01/17/1984)	IC 14: Jewelry, consisting of earrings	Federally Registered
PJ and Design	Assignor	72/216,963 (04/20/1965)	812,134 (08/02/1966)	IC 14: Costume jewelry consisting of necklaces, earrings, bracelets, and sets thereof	Federally Registered
RING KING	Assignor	72/116,245 (03/22/1961)	734,160 (07/10/1962)	IC 14: Necklaces, earrings, pendants and finger rings	Federally Registered
PRINCESS PRIDE CREATIONS	Assignor	71/668,401 (06/17/1954)	604,854 (04/19/1955)	IC 14: Costume jewelry consisting of necklaces, earrings, bracelets, and sets thereof	Federally Registered

MARK	OWNER	SERIAL NO. (FILING DATE)	REGISTRATION NO. (REG. DATE)	DESCRIPTION OF GOODS AND SERVICES	STATUS
OCP (stylized)	Assignor	73/667,109 (06/18/1987)	1,474,919 (02/02/1988)	IC 14: Strands of cultured and/or freshwater pearls and other jewelry incorporating cultured and/or freshwater pearls	Federally Registered
BRIDE'S PRIDE	Assignor	71/597,834	551057	IC 14: Wedding Rings and Engagement rings.	Federally Registered
FLEUR DE L'OR	Assignor	60300178	088446 (02/25/2002)	IC 14: Bracelet, rings and religious jewelry	Registered with the State of Illinois
PAPILLON	Assignor	60300177	088445 (02/25/2002)	IC 14: Bracelets, rings, religious jewelry and pendants	Registered with the State of Illinois

Common Law Trademarks

INFLUENCES
 CURTIS
 CURTIS MANUFACTURING
 CURTIS JEWELRY MANUFACTURING
 SKALET
 SKALET GOLD