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original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):

Citicorp USA, Inc., as Agent

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release of Trademark Security Agreement
- Merger
- Change of Name

Execution Date: March 31, 2004

2. Name and address of receiving party(ies)

Name: Harry Winston, Inc.

Internal Address:

Street Address: 718 Fifth Avenue

City: New York State: NY ZIP: 10019

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State NEW YORK
- 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

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

A. Trademark Application No.(s)

See Schedule I for list of Trademarks being released

B. Trademark Registration No.(s)

See Schedule I for list of Trademarks being released

Additional numbers attached? Yes No

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

Name:

Attn: Penelope J.A. Agodoa
Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005
202.783.2700

Street Address:

City: State: ZIP:

6. Total number of applications and registrations involved: 28

7. Total fee (37 CFR 3.41): \$ 715.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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01 FC: 8521 40.00 DP
02 FC: 8522 675.00 DP

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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.

Elizabeth Szklarz
Name of Person Signing

Elizabeth Szklarz
Signature

4/6/04
Date

Total number of pages including cover sheet, attachments, and document: 4

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

1337102

TRADEMARK
REEL: 002946 FRAME: 0322

SCHEDULE 1

UNITED STATES FEDERAL TRADEMARK APPLICATIONS AND REGISTRATIONS						
No.	Trademark	Application Number	Application Date	Registration Number	Registration Date	Goods and Services
1.	Harry Winston	73-643,416	February 6, 1987	1,457,928	September 22, 1987	International Class 3: Perfume, Eau De Toilette and Cologne.
2.	HW	73-643,386	February 6, 1987	1,461,581	October 20, 1987	International Class 3: Perfume, Eau De Toilette and Cologne.
3.	HW	73-643,407	February 6, 1987	1,457,926	September 22, 1987	International Class 3: Perfume, Eau De Toilette and Cologne.
4.	Ronald Winston	73-643,406	February 6, 1987	1,457,111	September 15, 1987	International Class 3: Perfume, Eau De Toilette and Cologne.
5.	HW	73-643,415	February 6, 1987	1,457,112	September 15, 1987	International Class 3: Perfume, Eau De Toilette and Cologne.
6.	Winston	73-643,414	February 6, 1987	1,457,927	September 22, 1987	International Class 3: Perfume, Eau De Toilette and Cologne.
7.	Churchill	73-091,779	June 28, 1976	1,071,391	August 16, 1977	International Class 4: Clocks.
8.	Churchill	73-662,165	May 21, 1987	1,520,797	January 17, 1989	International Class 14: Jewelry containing precious or semi-precious diamonds.
9.	HW	74-546,842	July 7, 1994	1,929,448	October 24, 1995	International Class 14: Jewelry.
10.	Luminosa	74-533,411	June 6, 1994	1,970,496	April 23, 1996	International Class 14: Jewelry, polished diamonds and semi-precious and precious gemstones.

11.	Northern Lights By Diamonds From Russia	74-299,418	July 30, 1992	1,782,594	July 20, 2003	International Class 14: Jewelry, polished diamonds and gemstones.
12.	Petit Salon	74-120,002	December 4, 1990	1,734,669	November 24, 1992	International Class 14: Jewelry composed of precious metals and precious stones, excluding watches.
13.	Rodeo Mile	74-046,048	April 5, 1990	1,678,085	March 3, 2002	International Class 14: Jewelry, polished diamonds and gemstones.
14.	Seven Eighteen Collection	74-111,256	November 1, 1990	1,706,592	August 11, 1992	International Class 14: Jewelry.
15.	The A Cut	74-341,670	December 21, 1992	1,912,458	August 15, 1995	International Class 14: Polished diamonds and precious and semi-precious gemstones.
16.	The Court of Jewels	75-090,734	April 18, 1996	2,116,878	November 25, 1997	International Class 14: Jewelry, polished diamonds and semi-precious and precious gemstones.
17.	The Nursery Rhyme Collection	74-322,045	October 13, 1992	1,776,447	June 15, 1993	International Class 14: Jewelry, polished diamonds and gemstones.
18.	Winalloy	74-612,932	December 19, 1994	2,022,465	December 10, 1996	International Class 14: Precious metals used in jewelry manufacture.
19.	Winston	72-274,801	June 26, 1967	848,629	May 7, 1968	International Class 14: Jewelry and polished diamonds.


20.	Design Only	74-102,926	October 4, 1990	1,654,296	August 20, 1991	International Class 14: Jewelry.
21.	Design Only	74-102,927	October 4, 1990	1,657,347	September 17, 1991	International Class 14: Jewelry.
22.	718 Seven Eighteen Collection	74-111,257	November 1, 1990	1,711,558	September 1, 1992	International Class 14: Jewelry.
23.	718	74-111,258	November 1, 1990	1,701,673	July 21, 1992	International Class 14: Jewelry.
24.	Castelani	74-376,868	April 8, 1993	1,813,229	December 21, 1993	International Class 14: Jewelry, polished diamonds and semi-precious and precious gemstones.
25.	Penhancer	74-719,089	August 22, 1995	2,063,965	May 20, 1997	International Class 14: Jewelry, polished diamonds and semi-precious and precious gemstones.
26.	Jeweler to the Stars	75-295,923	May 21, 1997	2,200,587	October 27, 1998	International Class 14: Retail store services in the field of diamonds and jewelry.
27.	Rare Pearls of the World	75-406,880	December 16, 1997	2,235,531	March 23, 1999	International Class 14: Retail store and wholesale distributorship services in the field of jewelry.
28.	Rare Jewels of the World	73-568,165	November 12, 1985	1,400,799	July 8, 1986	International Class 14: Retail jewelry store services.

RELEASE OF TRADEMARK SECURITY AGREEMENT

KNOW ALL PEOPLE BY THESE PRESENTS that Citicorp USA, Inc., a Delaware Corporation, as agent for the Lenders and the Issuing Banks (the "Agent"), with a place of business at 399 Park Avenue, Sixth Floor, New York, NY 10022 (c/o Citicorp Securities Inc.), for good and valuable consideration, the receipt of which is hereby acknowledged, does hereby release and discharge the security interest in the trademarks, shown in Schedule 1 attached hereto and incorporated in this Release by reference, granted to it by Harry Winston, Inc., which security interest was created by a Trademark Security Agreement dated April 10, 1998 and was recorded on August 27, 1998, at Reel 1775, Frame 0657 in the United States Patent and Trademark Office, to which reference may be had, the debt secured thereby having been paid and satisfied in full.

IN WITNESS WHEREOF, Citicorp USA, Inc., as Agent, has hereunto caused its corporate name to be subscribed by MILES D. McMANUS, its VICE PRESIDENT & DIRECTOR, thereby duly and authorized, as of this 31st day of March 2004.

CITICORP USA, INC.,
as Agent for the Lenders and
the Issuing Banks

By: 
Name: MILES D. McMANUS
Title: Vice President and Director