

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Trademark Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Colibri Corporation		06/13/2005	CORPORATION: RHODE ISLAND
The Colibri Group, Inc.		06/13/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	HSBC Bank USA, National Association
<b>Street Address:</b>	452 Fifth Avenue
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10018
<b>Entity Type:</b>	National Association: NEW YORK

**PROPERTY NUMBERS Total: 95**

Property Type	Number	Word Mark
Registration Number:	68894	S.T.
Registration Number:	99055	KREMENTZ
Registration Number:	808483	KREMENTZ
Registration Number:	203945	KREMENTZ
Registration Number:	204226	
Registration Number:	219268	SETH THOMAS
Registration Number:	441305	COLIBRI
Registration Number:	442064	COLIBRI
Registration Number:	551057	BRIDE'S PRIDE
Registration Number:	604854	PRINCESS PRIDE CREATIONS
Registration Number:	611234	PRECIOUS JEWELS BY MILANO
Registration Number:	614158	COLIBRI
Registration Number:	630412	TRADITION

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Registration Number:	696759	HOMESTEAD
Registration Number:	700945	MANAGER
Registration Number:	734160	RING KING
Registration Number:	746894	LINDEN
Registration Number:	812134	PJ
Registration Number:	869705	PPC
Registration Number:	896720	FIREBIRD
Registration Number:	960399	YOUNG LOVE
Registration Number:	966375	ELECTRO-QUARTZ
Registration Number:	978549	SHIMAN
Registration Number:	999129	DUAL-FLAME
Registration Number:	1113559	COLIBRI
Registration Number:	1124283	AVEDON
Registration Number:	1213861	
Registration Number:	1216634	LITTLE MISS PRIDE
Registration Number:	1252860	KREMENTZ
Registration Number:	1263564	COLIBRI
Registration Number:	1264176	LOSE ME NOT
Registration Number:	1299484	COLIBRI
Registration Number:	1383640	PIPETTE
Registration Number:	1391538	DB
Registration Number:	1448130	DELVANI
Registration Number:	1452062	MILANO
Registration Number:	1457158	FOSTER
Registration Number:	1459465	QUANTUM
Registration Number:	1474919	O.C.P.
Registration Number:	1665798	SKAL
Registration Number:	1666647	DEC
Registration Number:	1717955	FOREVER ROSES
Registration Number:	1739785	KREISLER
Registration Number:	1762728	VAN DELL
Registration Number:	1823877	ELECTRO FLAME
Registration Number:	1829358	MOTHER'S JOY
Registration Number:	1865735	YOUNG LOVE
Registration Number:	1877553	MAGICAL YEARS

Registration Number:	1929864	FAMILY TREASURES
Registration Number:	2004444	LE GRAND
Registration Number:	2025227	FORCE V
Registration Number:	2026037	MOTHER'S ANGEL
Registration Number:	2044186	DOLAN BULLOCK
Registration Number:	2116243	CROSSFIRE
Registration Number:	2123135	PRECIOUS JEWELS BY MILANO
Registration Number:	2152694	MAESTRO
Registration Number:	2156658	LOVED ONES
Registration Number:	2161893	XTREME
Registration Number:	2264335	MIL
Registration Number:	2264798	PAP
Registration Number:	2282325	FINGERPRINT LOCKET
Registration Number:	2282731	PAPILLON
Registration Number:	2305733	PAINTBRUSH OPALS
Registration Number:	2313122	GEMINI COLLECTION
Registration Number:	2331450	HOPE RIBBON
Registration Number:	2332023	EMBRACE THE WORLD WITH LOVE...
Registration Number:	2402121	WAY OF THE CROSS
Registration Number:	2402122	STATIONS OF THE CROSS
Registration Number:	2414474	PLYMOUTH HOLLOW
Registration Number:	2506105	ORO DE DIOS
Registration Number:	2523507	COL
Registration Number:	2663944	FIRST LIGHT
Registration Number:	2758038	CX GEAR
Registration Number:	2795887	EDGE
Registration Number:	2798986	ANGELITE
Registration Number:	2826155	THE DEUCE
Registration Number:	2860736	SETH THOMAS
Registration Number:	2935431	DARING DIAMONDS
Registration Number:	2938697	STILETTO
Registration Number:	2946899	AUTOSET
Serial Number:	76089614	DIAMONELLE
Serial Number:	76441538	BEAM SENSOR
Serial Number:	76509867	DARING GEMS

Serial Number:	76511127	DARING HEARTS
Serial Number:	76511146	DARLING DIAMONDS
Serial Number:	76516858	DARING PENS
Serial Number:	76524259	DAUNTLESS DIAMONDS
Serial Number:	76524260	STEEL ICE
Serial Number:	76540319	DARING CHARMS
Serial Number:	76567119	CARING DIAMONDS
Serial Number:	76579284	ZD
Serial Number:	76591874	FLAT SCREEN
Serial Number:	78446610	COLIBRI
Serial Number:	78523678	DARING PEARLS
Registration Number:	1907288	DOLAN BULLOCK

**CORRESPONDENCE DATA**

Fax Number: (617)856-8201  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 617-856-8145  
Email: IP@brownrudnick.com  
Correspondent Name: Mark S. Leonardo  
Address Line 1: One Financial Center  
Address Line 2: Brown Rudnick Berlack Israels LLP  
Address Line 4: Boston, MASSACHUSETTS 02111

NAME OF SUBMITTER:	Mark S. Leonardo
Signature:	/s/Mark S. Leonardo
Date:	06/30/2005

Total Attachments: 7  
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## Trademark Security Agreement

Trademark Security Agreement, dated as of June 13, 2005, by COLIBRI CORPORATION (the "Pledgor"), a wholly owned subsidiary of The Colibri Group, Inc. (the "Corporation"), in favor of HSBC BANK USA, NATIONAL ASSOCIATION (the "Administrative Agent") for the benefit of the Agents, Issuer and Lenders parties to that certain Consignment and Loan Agreement with the Corporation of even date (the "Credit Agreement").

### WITNESSETH:

WHEREAS, Pledgor is party to a Continuing General Security Agreement of even date herewith (the "Security Agreement") in favor of the Administrative Agent for the benefit of the Agents, Issuer and Lenders pursuant to which the Pledgor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent for the benefit of the Agents, Issuer and Lenders to accept the Security Agreement, the Pledgor hereby agrees with the Administrative Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Pledgor hereby pledges and grants to the Administrative Agent for the benefit of the Agents, Issuer and Lenders a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

- (a) Trademarks of Pledgor listed on Schedule I attached hereto;
- (b) all business goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing.

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent for the benefit of the Agents, Issuer and Lenders pursuant to the Security Agreement and Pledgor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

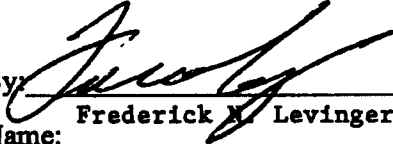
**SECTION 4. Termination.** Upon the full performance of the Obligations, the Administrative Agent (for the benefit of the Agents, Issuer and Lenders) shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing all collateral pledges, grants, liens and security interests in the Trademarks under this Trademark Security Agreement.

This Trademark Security Agreement may be executed in any number of separate counterparts, and all of said counterparts taken together shall be deemed to constitute one and the same instrument. Delivery of an executed counterpart of this Trademark Security Agreement by telecopier or electronic transmission shall be effective as delivery of a manually executed counterpart of this Trademark Security Agreement.

*Signature Page to Trademark Security Agreement*

IN WITNESS WHEREOF, Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

COLIBRI CORPORATION

By:   
Name: Frederick N. Levinger  
Title: President

[trademark security agreement]

Accepted and Agreed:

HSBC BANK USA, NATIONAL ASSOCIATION,  
as Administrative Agent

By: 

Name: Richard Sauer

Title: VJ



**Schedule I to the Trademark Security Agreement**

<b>No.</b>	<b>Trademark</b>	<b>Owner</b>	<b>Reg./App. Nos.</b>
1.	S.T.	Colibri Corp.	68894
2.	KREMENTZ	Colibri Corp.	99055
3.	KREMENTZ	Colibri Corp.	808483
4.	KREMENTZ	Colibri Corp.	203945
5.	DESIGN	Colibri Corp.	204226
6.	SETH THOMAS	Colibri Corp.	219268
7.	COLIBRI	Colibri Corp.	441305
8.	COLIBRI	Colibri Corp.	442064
9.	BRIDE'S PRIDE	Colibri Corp.	551057
10.	PRINCESS PRIDE CREATIONS	Colibri Corp.	604854
11.	PRECIOUS JEWELS BY MILANO	Colibri Corp.	611234
12.	COLIBRI	Colibri Corp.	614158
13.	TRADITION	Colibri Corp.	630412
14.	HOMESTEAD	Colibri Corp.	696759
15.	MANAGER	Colibri Corp.	700945
16.	RING KING	Colibri Corp.	734160
17.	LINDEN	Colibri Corp.	746894
18.	PJ	Colibri Corp.	812134
19.	PPC	Colibri Corp.	869705
20.	FIREBIRD	Colibri Corp.	896720
21.	YOUNG LOVE	Colibri Corp.	960399
22.	ELECTRO-QUARTZ	Colibri Corp.	966375
23.	SHIMAN	Colibri Corp.	978549
24.	DUAL-FLAME	Colibri Corp.	999129
25.	COLIBRI	Colibri Corp.	1113559
26.	AVEDON	Colibri Corp.	1124283
27.	DESIGN	Colibri Corp.	1213861
28.	LITTLE MISS PRIDE	Colibri Corp.	1216634
29.	KREMENTZ	Colibri Corp.	1252860
30.	COLIBRI	Colibri Corp.	1263564
31.	LOSE ME NOT	Colibri Corp.	1264176
32.	COLIBRI	Colibri Corp.	1299484
33.	PIPETTE	Colibri Corp.	1383640
34.	DB	Colibri Corp.	1391538
35.	DELVANI	Colibri Corp.	1448130
36.	MILANO	Colibri Corp.	1452062
37.	FOSTER	Colibri Corp.	1457158
38.	QUANTUM	Colibri Corp.	1459465

<b>No.</b>	<b>Trademark</b>	<b>Owner</b>	<b>Reg./App. Nos.</b>
39.	O.C.P	Colibri Corp.	1474919
40.	SKAL	Colibri Corp.	1665798
41.	DEC	Colibri Corp.	1666647
42.	FOREVER ROSES	Colibri Corp.	1717955
43.	KREISLER	Colibri Corp.	1739785
44.	VAN DELL	Colibri Corp.	1762728
45.	ELECTRO FLAME	Colibri Corp.	1823877
46.	MOTHER'S JOY	Colibri Corp.	1829358
47.	YOUNG LOVE	Colibri Corp.	1865735
48.	MAGICAL YEARS	Colibri Corp.	1877553
49.	DOLAN BULLOCK	Colibri Corp.	1907288
50.	FAMILY TREASURES	Colibri Corp.	1929864
51.	LE GRAND	Colibri Corp.	2004444
52.	FORCE V	Colibri Corp.	2025227
53.	MOTHER'S ANGEL	Colibri Corp.	2026037
54.	DOLAN BULLOCK	Colibri Corp.	2044186
55.	CROSSFIRE	Colibri Corp.	2116243
56.	PRECIOUS JEWELS BY MILANO	Colibri Corp.	2123135
57.	MAESTRO	Colibri Corp.	2152694
58.	LOVED ONES	Colibri Corp.	2156658
59.	XTREME	Colibri Corp.	2161893
60.	MIL	Colibri Corp.	2264335
61.	PAP	Colibri Corp.	2264798
62.	FINGERPRINT LOCKET	Colibri Corp.	2282325
63.	PAPILLON	Colibri Corp.	2282731
64.	PAINTBRUSH OPALS	Colibri Corp.	2305733
65.	GEMINI COLLECTION	Colibri Corp.	2313122
66.	HOPE RIBBON	Colibri Corp.	2331450
67.	EMBRACE THE WORLD WITH LOVE.	Colibri Corp.	2332023
68.	WAY OF THE CROSS	Colibri Corp.	2402121
69.	STATIONS OF THE CROSS	Colibri Corp.	2402122
70.	PLYMOUTH HOLLOW	Colibri Corp.	2414474
71.	ORO DE DIOS	Colibri Corp.	2506105
72.	COL	Colibri Corp.	2523507
73.	FIRST LIGHT	Colibri Corp.	2663944

No.	Trademark	Owner	Reg./App. Nos.
74.	CX GEAR	Colibri Corp.	2758038
75.	EDGE	Colibri Corp.	2795887
76.	ANGELITE	Colibri Corp.	2798986
77.	THE DEUCE	Colibri Corp.	2826155
78.	SETH THOMAS	Colibri Corp.	2860736
79.	DARING DIAMONDS	Colibri Corp.	2935431
80.	STILETTO	Colibri Corp.	2938697
81.	AUTOSET	Colibri Corp.	2946899
82.	DIAMONELLE	Colibri Corp.	76089614
83.	BEAM SENSOR	Colibri Corp.	76441538
84.	DARING GEMS	Colibri Corp.	76509867
85.	DARING HEARTS	Colibri Corp.	76511127
86.	DARLING DIAMONDS	Colibri Corp.	76511146
87.	DARING PENS	Colibri Corp.	76516858
88.	DAUNTLESS DIAMONDS	Colibri Corp.	76524259
89.	STEEL ICE	Colibri Corp.	76524260
90.	DARING CHARMS	Colibri Corp.	76540319
91.	CARING DIAMONDS	Colibri Corp.	76567119
92.	ZD	Colibri Corp.	76579284
93.	FLAT SCREEN	Colibri Corp.	76591874
94.	COLIBRI	Colibri Corp.	78446610
95.	DARING PEARLS	Colibri Corp.	78523678

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