

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bel-Oro International, Inc.		07/03/2007	CORPORATION: NEW YORK
Michael Anthony Jewelers LLC		07/03/2007	LIMITED LIABILITY COMPANY: NEW YORK
Sardelli International LLC		07/03/2007	LIMITED LIABILITY COMPANY: RHODE ISLAND
Pace Designs, LLC		07/03/2007	LIMITED LIABILITY COMPANY: NEW YORK

RECEIVING PARTY DATA

Name:	Richline Group, Inc.
Street Address:	516 Fifth Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 93

Property Type	Number	Word Mark
Registration Number:	2667207	A
Registration Number:	1969590	B
Registration Number:	2610673	AQUILEIA
Registration Number:	3322353	BEL-ORO
Registration Number:	3124866	BEL-SHOES
Registration Number:	2705554	BELLA GEMMA
Registration Number:	3057296	BELLAROSA
Registration Number:	2588946	DIAMOND VELVET
Registration Number:	3252538	FACETNATION
Registration Number:	2622129	ORABELLA

OP \$2340.00 2667207

Registration Number:	3259612	ORO-BEL
Registration Number:	3293440	ORO VENETIA
Registration Number:	3300068	PASSIONE D'ORO
Registration Number:	3147678	SILVER-BEL
Registration Number:	3013541	TREASURES D'ITALIA
Registration Number:	1542445	ZZ
Registration Number:	0524036	
Registration Number:	1977656	BABY GOLD
Registration Number:	3133972	BABY GOLD
Registration Number:	1927170	BG 14K
Registration Number:	3127751	BG 10K
Registration Number:	3133954	BG 925
Registration Number:	2259859	KIDS 4 GOLD
Registration Number:	1045649	SARDE
Registration Number:	1757620	SWEET SOMETHINGS
Registration Number:	3240711	EXOTIC FIRE
Registration Number:	3220685	IMPERIAL EMERALD COLLECTION
Registration Number:	3146886	IMPERIAL GEMSTONE COLLECTION
Registration Number:	3301467	IMPERIAL PRECIOUS COLLECTION
Registration Number:	3146888	IMPERIAL RUBY COLLECTION
Registration Number:	3146887	IMPERIAL SAPPHIRE COLLECTION
Registration Number:	2443725	PACE
Registration Number:	1439113	P
Registration Number:	1729197	P10K
Registration Number:	1490106	P14K
Registration Number:	1734681	P18K
Registration Number:	2834367	A HEART FOR TODAY... A HEART FOR TOMORROW... A HEART FOR FOREVER...
Registration Number:	2318825	ANGEL PRAYER
Registration Number:	2881951	BEAUTI-GEM
Registration Number:	2992872	CHARMABLES
Registration Number:	2698553	FIGAROLO
Registration Number:	3107794	GIFTS OF LIFE
Registration Number:	3300095	GLAM ROPE
Registration Number:	2900689	GLITTER 24 FACET

Registration Number:	2649972	GLITTER ROPE
Registration Number:	2771767	LIFETIME OF LOVE
Registration Number:	2870318	LOCKET OF LIFE
Registration Number:	2180415	MA
Registration Number:	2871954	MA
Registration Number:	2871955	MA
Registration Number:	1267092	MA
Registration Number:	2169404	MICHAEL ANTHONY
Registration Number:	1478629	MICHAEL ANTHONY
Registration Number:	2165703	MICHAEL ANTHONY
Registration Number:	1641205	MICHAEL ANTHONY MA
Registration Number:	3218759	MYSTICALFUSION
Registration Number:	2852199	NEW YORK STYLE
Registration Number:	2698075	PRECIOUS OCCASIONS
Registration Number:	1527317	PREFERRED GOLD CLUB
Registration Number:	2157877	PREMIUM ROPE
Registration Number:	3228750	SONGS OF FLIGHT, AN ANGEL GETS ITS WINGS TONIGHT
Registration Number:	3206684	SUPREME ULTIMATE GLITTER ROPE
Registration Number:	1542444	T & C
Registration Number:	3075647	T&C
Registration Number:	2694608	THE PERFECTION OF GOLD
Registration Number:	2714777	TOWN & COUNTRY
Registration Number:	2898077	ULTIMATE GLITTER ROPE
Registration Number:	2564120	USA GOLD BY MICHAEL ANTHONY
Registration Number:	2737133	VERILYTE
Registration Number:	2989925	ADD-A-BANGLE
Registration Number:	2045208	ADD-A-RING
Registration Number:	2813670	CHARMED MEMORIES
Registration Number:	2089735	FINGER BANGLES
Registration Number:	2366988	FLEX APPEAL
Registration Number:	1682837	GFI
Registration Number:	1956862	SILK GOLD
Registration Number:	1826900	SPRING FLEX
Registration Number:	1713480	ULTRA FLEX
Registration Number:	1841298	ULTRA SPRING FLEX

Registration Number:	2422325	VALUE HOOPS
Registration Number:	2854438	BRILLIANTINA
Serial Number:	78859065	BABY SILVER
Serial Number:	78809937	FOREVER AMORÉ
Serial Number:	77211562	ADD-A-GEM
Serial Number:	77211620	ADD-A-JEWEL
Serial Number:	77110276	A MOTHER'S LOVE IS THE GREATEST GIFT OF ALL
Serial Number:	77110269	ALWAYS IN MY HEART
Serial Number:	77110316	AS A MOTHER WE HOLD THEIR HAND FOR A SHORT TIME, BUT THEIR HEARTS FOREVER
Serial Number:	78914566	EVERYDAY GOLD BY MICHAEL ANTHONY
Serial Number:	78889423	GLAMOUR ROPE
Serial Number:	77110273	I WILL ALWAYS BE AT YOUR SIDE
Serial Number:	77110310	LEARN FROM YESTERDAY, LIVE FOR TODAY, AND HOPE FOR TOMORROW
Serial Number:	78624456	DIAMOND TOUCH

CORRESPONDENCE DATA

Fax Number: (208)988-3912
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 7278651865
Email: velliot@tampabay.rr.com
Correspondent Name: Victoria Elliot
Address Line 1: 132 Sands Point Drive
Address Line 4: Tierra Verde, FLORIDA 33715

NAME OF SUBMITTER:	Victoria Elliot
Signature:	/Victoria Elliot/
Date:	12/06/2007

Total Attachments: 9
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ASSIGNMENT OF TRADEMARK REGISTRATIONS AND APPLICATIONS

WHEREAS, Bel-Oro International, Inc., a New York corporation ("Bel-Oro"), Michael Anthony Jewelers LLC, a New York limited liability company ("MAJ"), Sardelli International LLC, a Rhode Island limited liability company ("Sardelli") and Pace Designs, LLC, a New York limited liability company (collectively, "Assignors"), have adopted, used and are using (or intend to use, as the case may be) the marks listed in Exhibit A attached hereto (the "Marks"), which are registered in the United States Patent and Trademark Office with the registration numbers listed in Exhibit A or which are the subject of applications filed with the United States Patent and Trademark Office with the serial numbers listed in Exhibit A; and

WHEREAS, Richline Group, Inc., a Delaware corporation (the "Assignee"), is desirous of acquiring the Marks and the registrations of and applications for the Marks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignors do hereby assign, transfer and sell unto the Assignee, all right, title and interest in and to the Marks, including, but not limited to, the right to sue for infringement that occurred prior to the date hereof, together with the good will of the business symbolized by the Marks, and the above-identified registrations of the Marks.

BEL-ORO INTERNATIONAL, INC.



By: Dennis Ulrich
Title: President
Date: July 3, 2007
MICHAEL ANTHONY JEWELERS LLC



By: Dennis Ulrich
Title: Managing Member
Date: July 3, 2007
SARDELLI INTERNATIONAL LLC



By: Dennis Ulrich
Title: Managing Member
Date: July 3, 2007
PACE DESIGNS, LLC



By: Dennis Ulrich
Title: Managing Member
Date: July 3, 2007

TRADEMARKS FOR BEL-ORO INTERNATIONAL, INC.

<i>Mark Name</i>	<i>Serial Number</i>	<i>Registration Number</i>
A and Double Triangle Design	76/292999	2,667,207
A and Double Triangle Design Canada	1111234	584,296
Circle "B" Design	74/618543	1,989,590
Circle "B" Design Canada	1033266	561,208
Circle "B" Design Italy, Germany, Japan		865,491
AQUILEIA		2,610,673
BABY SILVER	78/859065	
BEL-ORO	77/017752	
BEL-SHOES	78/577274	
BELLA GEMMA	76/315301	2,705,554
BELLAROSA (and logo)	78/462606	3,057,296
DIAMOND VELVET		2,588,946
FACETnation	78/788702	3,252,538
FOREVER AMORE	78/809937	
ORABELLA	76/189024	2622129

<i>Mark Name</i>	<i>Serial Number</i>	<i>Registration Number</i>
ORO-BEL (Supp Register)	77/079106	3,259,612
ORO-VENETTA	77/094626	3,293,440
PASSIONE D'ORO	78/912430	3,300,068
PRO GOLD	78/853248	
SILVER-BEL New York	R-29190	
SILVER-BEL	78/588301	3,147,678
TREASURES D'ITALIA	76/354252	3013541
ZZ		1542445
ZZ Canada		TMA 361,677

TRADEMARKS FOR SARDELLI INTERNATIONAL, LLC

BABY GOLD & design (Supp. Register)	73/68384	524036
BABY GOLD & design (Principal Register)	74/548695	1977656
BABY GOLD & design	78/458424	3133972
BG 14K	74/498398	1927170
BG 10K	78/447215	3127751
BG 925	78/447229	3133954

<i>Mark Name</i>	<i>Serial Number</i>	<i>Registration Number</i>
KALEIDOSCOPE	78/810960	
KIDS 4 GOLD	75/291795	2259859
SARDE	72/386658	1045649
SARDE Canada	1212198	
SWEET SOMETHINGS	74/234519	1757620
TRADEMARKS FOR PACE DESIGNS, LLC		
EXOTIC FIRE	78/731282	3,240,711
IMPERIAL EMERALD COLLECTION	78/625807	3,220,685
IMPERIAL GEMSTONE COLLECTION	78/625542	3,146,886
IMPERIAL PRECIOUS COLLECTION	77/094670	
IMPERIAL RUBY COLLECTION	78/625585	3,146,888
IMPERIAL SAPPHIRE COLLECTION	78/625557	3146887
PACE		2,443,725
P (design)		1,439,113
P10K		1,729,187

P14K
P18K

1,490,106
1,734,681

TRADEMARKS FOR MICHAEL ANTHONY JEWELERS LLC

<i>Mark Name</i>	<i>Serial Number</i>	<i>Registration Number</i>
ADD-A-GEM	77/211662	
ADD-A-JEWEL	77/211620	
A HEART FOR TODAY... A HEART FOR TOMORROW... A HEART FOR FOREVER...	78/180215	2,834,367
A MOTHER'S LOVE IS THE GREATEST GIFT OF ALL	77/110276	
ALWAYS IN MY HEART	77/110269	
ANGEL PRAYER	75/607096	2,318,825
AS A MOTHER WE HOLD THEIR HAND FOR A SHORT TIME, BUT THEIR HEARTS FOREVER	77/110316	
BEAUTI-GEM	75/792,301	2,881,951
CHARMABLES	76/515,992	2,992,872
EVERYDAY GOLD BY MICHAEL ANTHONY	78/914566	

<i>Mark Name</i>	<i>Serial Number</i>	<i>Registration Number</i>
FIGAROLO	76/280026	2,698,553
GIFTS OF LIFE	78/422,926	3,107,794
GLAM ROPE	78/920315	
GLAMOUR ROPE	78/888423	
GLITTER 24 FACET	78/202727	2,900,689
GLITTER ROPE	75/901744	2,649,972
I WILL ALWAYS BE AT YOUR SIDE	77/110273	
LEARN FROM YESTERDAY, LOVE FOR TODAY, AND HOPE FOR TOMORROW	77/110310	
LIFETIME OF LOVE (and design)	78/180207	2,771,767
LOCKET OF LIFE (stylized)	76/604290	2,870,318
MA (stylized script)	75/309885	2,180,415
M/A (stylized block)	5/843064	2,871,954
MA	75/843,131	2,871,955

<i>Mark Name</i>	<i>Serial Number</i>	<i>Registration Number</i>
MA (stylized)	73/393829	1,267,092
MICHAEL ANTHONY	75/287990	2,169,404
MICHAEL ANTHONY	73/517284	1,478,629
MICHAEL ANTHONY (stylized)	75/287073	2,165,703
MICHAEL ANTHONY MA	74/005850	1,641,205
MYSTICAL FUSION	78/605,844	3,218,759
NEW YORK STYLE (Supp Register)	78/144626	2,852,199
PRECIOUS OCCASIONS	75/7/00838	2,698,075
PREFERRED GOLD CLUB	73/737751	1,527,317
PREMIUM ROPE (Supp Register)	75/221742	2,157,877
SONGS OF FLIGHT, AN ANGEL GETS ITS WINGS TONITE	78/639977	3,228,750
SUPREME ULTIMATE GLITTER ROPE	78/486,052	3,206,684
T & C (and design)	73/750407	1,542,444

<i>Mark Name</i>	<i>Serial Number</i>	<i>Registration Number</i>
T & C	78/397892	3,075,647
THE PERFECTION OF GOLD	76/169269	2,694,608
TOWN & COUNTRY	75/329984	2,714,777
ULTIMATE GLITTER ROPE	8/154631	2,898,077
USA GOLD BY MICHAEL ANTHONY	75/715999	2,564,120
VERILYTE	75/792300	2,737,133
ADD-A-BANGLE	76/304861	2,989,925
ADD-A-RING	75/036644	2,045,208
ADD-A-RING Canada		490159
BRILLIANTINA	76/366969	2,854,438
CHARMED MEMORIES	76/353741	2,813,670
DIAMOND TOUCH	78/624456	
FINGER BANGLES	74/715966	2,089,735
FLEX APPEAL	75/625247	2,366,988

GFI (and design)	74/113920	1,682,837
GFI (and design) Canada		466664
<i>Mark Name</i>	<i>Serial Number</i>	<i>Registration Number</i>
SILK GOLD	74/529420	1,956,862
SPRING FLEX	74/231665	1,826,900
ULTRA FLEX	74/233585	1,713,480
ULTRA SPRING FLEX	74/231666	1,841,298
VALUE HOOPS (Supp Register)	5/673320	2,422,325