

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Andin International Inc.		04/29/2009	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	Richline Group, Inc.
<b>Street Address:</b>	115 South MacQuesten Parkway
<b>City:</b>	Mount Vernon
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10550
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 74**

Property Type	Number	Word Mark
Serial Number:	78968909	SWEETHEART DUO
Serial Number:	78873365	TWO
Serial Number:	78968897	JEFFREY DAVID
Serial Number:	78873353	JOURNEY
Serial Number:	78627487	XENON
Serial Number:	78971909	THE POWER OF TWO
Serial Number:	78968900	SWEETHEART
Serial Number:	78946442	JOURNEY
Registration Number:	3354144	DUO
Registration Number:	3354143	IT TAKES TWO
Registration Number:	3354142	TWO IS THE ESSENCE OF ROMANCE
Registration Number:	3341793	DUO
Registration Number:	3327472	WITH NO BEGINNING AND NO END, CIRCLES ARE THE PERFECT WAY TO EXPRESS YOUR ENDLESS LOVE

OP \$1865.00 78968909

Registration Number:	3370353	REWARD YOURSELF!
Registration Number:	3199523	P P PALLADIUM
Serial Number:	78492276	WORLD PALLADIUM COUNCIL
Serial Number:	78499310	PALLADIUM GUILD
Serial Number:	78492230	PALLADIUM GUILD
Registration Number:	3410303	SOFIA
Registration Number:	3177918	NOT ALL GEMS ARE CREATED EQUAL
Registration Number:	3091323	THE NEW WAY TO SAY I LOVE YOU
Registration Number:	3256881	CHEVIOT CREATED SAPPHIRE
Registration Number:	3197334	CHEVIOT
Registration Number:	2979768	ALL YOU NEED IS LOVE
Registration Number:	2979767	LUCKY IN LOVE
Registration Number:	2979766	THE GIFT OF LOVE
Registration Number:	2979765	ALL YOU NEED IS LOVE
Registration Number:	2979763	THE GIFT OF LOVE
Serial Number:	78347695	HOPE
Serial Number:	77245846	C CLASSIQUE 14 KARAT GOLD
Serial Number:	77245835	CLASSIQUE 14 KARAT GOLD
Serial Number:	77678386	TREE OF LIFE
Serial Number:	77661922	HOPE
Serial Number:	77576300	MIDNIGHT SAPPHIRE
Serial Number:	77209920	CANDIDE
Serial Number:	77204886	ROYALE
Serial Number:	77162937	DUET
Serial Number:	77647523	EMOTIONS
Serial Number:	77647521	EMOTION
Serial Number:	77157520	DUETS
Serial Number:	77403177	LAUREN TAYLOR
Serial Number:	77006536	THE MANHATTAN DIAMOND
Serial Number:	77002063	MANHATTAN
Serial Number:	77612982	MN
Serial Number:	77142267	CLASSIQUE
Serial Number:	77064476	DUETTE
Serial Number:	77402565	LAUREN TAYLOR
Registration Number:	3479331	609 GREENWICH

Serial Number:	77420792	ECO GLAM GEMS
Serial Number:	77405199	THE MARRIAGE OF TWO PRECIOUS METALS
Serial Number:	77006607	SOFIA
Serial Number:	77420786	ECO GLAM GEMS
Serial Number:	77337610	FOREVER CLASSIQUE
Serial Number:	77337606	CLASSIQUE FOREVER
Registration Number:	3373557	XPY
Serial Number:	77029873	EXPRESS YOURSELF
Registration Number:	2693851	CANDIDE
Registration Number:	3047369	ASTROLOGIE
Registration Number:	2983585	MANHATTAN COLLECTION
Registration Number:	2589087	MOTHER'S JEWEL
Serial Number:	75757952	THE MILLENNIUM CLOVER
Registration Number:	2312589	
Registration Number:	2764490	THE MILLENNIUM HEART 2000
Registration Number:	2255483	JTL JOTALY
Registration Number:	2288456	KURGAN & CHEVIOT
Registration Number:	1903511	MANHATTAN DIAMONDS
Registration Number:	1831276	
Registration Number:	1858150	XENON
Registration Number:	1832709	AYA AZRIELANT 18K GOLD
Registration Number:	1817419	AYA
Registration Number:	1692868	JTL
Registration Number:	1660356	JOTALY
Registration Number:	1493043	A
Registration Number:	1285176	ANDIN

**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:	05/19/2009
Total Attachments: 6 source=Trademark Assignment#page 1.tif source=Trademark Assignment#page2.tif source=Trademark Assignment#page3.tif source=Trademark Assignment#page4.tif source=Trademark Assignment#page5.tif source=Trademark Assignment#page6.tif	

**ASSIGNMENT OF TRADEMARKS**

THIS ASSIGNMENT OF TRADEMARKS is made this 29<sup>th</sup> day of April 2009 by ANDIN INTERNATIONAL INC., a New York corporation with its principal place of business at 609 Greenwich Street, New York, New York 10014 ("Assignor"), in favor of RICHLINE GROUP, INC., a Delaware corporation with its principal place of business at 115 South MacQuesten Parkway, Mount Vernon, New York 10550 ("Assignee").

WHEREAS, Assignor has adopted, used and is using all of the trademarks and service marks as applied for and/or registered with the United States Patent and Trademark Office as listed on Exhibit A annexed hereto and all common law rights associated therewith (the "Marks"); and

WHEREAS, Assignor desires to assign all the right, title and interest of Assignor in and to the Marks together with the goodwill of the business symbolized by the Marks to Assignee, and Assignee desires to accept such assignment in accordance herewith.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and set unto Assignee all right, title and interest of Assignor in and to the Marks, together with the good will of the business symbolized by the Marks, including but not limited to any registrations and applications therefor, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States or any foreign country, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, as well as all rights to sue and recover damages for past, present or future infringements or misappropriations thereof.


Assignor and its successors and assign shall execute and deliver to Assignee any reasonably necessary further documents and instruments and shall take any reasonable further actions which may be necessary to effect the foregoing assignment or the recordation or perfection thereof at Assignee's expense. This Assignment may be executed in counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives effective on the date first above written.

ANDIN INTERNATIONAL INC.

By:   
Ofer Azreliant, President

RICHLINE GROUP, INC.

By:   
Dennis Ulrich, Chief Executive Officer

**EXHIBIT A**

24	78433034	3410303	SOFIA	TARR	LIVE
25	78456472	3177918	NOT ALL GEMS ARE CREATED EQUAL	TARR	LIVE
26	78456468	3091323	THE NEW WAY TO SAY I LOVE YOU	TARR	LIVE
27	78433050	3256881	CHEVIOT CREATED SAPPHIRE	TARR	LIVE
28	78433049	3197334	CHEVIOT	TARR	LIVE
29	78355011	2979768	ALL YOU NEED IS LOVE	TARR	LIVE
30	78355004	2979767	LUCKY IN LOVE	TARR	LIVE
31	78354994	2979766	THE GIFT OF LOVE	TARR	LIVE
32	78354984	2979765	ALL YOU NEED IS LOVE	TARR	LIVE
33	78354939	2979763	THE GIFT OF LOVE	TARR	LIVE
34	78347695		HOPE	TARR	LIVE
35	77616378		JEWELRY INSIDER	TARR	LIVE
36	77681112		JEWELRY.COM	TARR	LIVE
37	77245846		C CLASSIQUE 14 KARAT GOLD	TARR	LIVE
38	77245835		CLASSIQUE 14 KARAT GOLD	TARR	LIVE
39	77678386		TREE OF LIFE	TARR	LIVE
40	77484775		SG	TARR	LIVE
41	77661922		HOPE	TARR	LIVE
42	77576300		MIDNIGHT SAPPHIRE	TARR	LIVE
43	77209920		CANDIDE	TARR	LIVE
44	77204886		ROYALE	TARR	LIVE
45	77162937		DUET	TARR	LIVE
46	77647523		EMOTIONS	TARR	LIVE
47	77647521		EMOTION	TARR	LIVE
48	77157520		DUETS	TARR	LIVE
49	77403177		LAUREN TAYLOR	TARR	LIVE
50	77006536		THE MANHATTAN DIAMOND	TARR	LIVE

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