

RELEASE OF SECURITY INTEREST

THIS RELEASE OF SECURITY INTEREST ("this Release") is made as of the 1 day of January, 1999, by FLEET PRECIOUS METALS INC. and FLEET NATIONAL BANK (jointly and severally, "Lenders") in favor of ARDIAN JEWELRY CORP., a New York corporation with a principal place of business 70 Randall Avenue, Rockville Centre, New York (the "Company").

WITNESSETH:

WHEREAS, pursuant to a certain Assignment of Trademarks and Tradenames dated as of June 27, 1997 and recorded with the U.S. Patent and Trademark Office on August 18, 1997 at reel 1623/frame 707 (the "Assignment"), the Company assigned and transferred and granted a lien and security interest in certain trademarks and service marks (as described in the Assignment, and the exhibits thereto) (collectively the "Intellectual Property") unto the Lenders as security for performance by the Company, Klein Jewelry Co., Inc. and Noble Jewelry, Inc. of their obligations under certain agreements; and

WHEREAS, each of the Lenders has agreed to release its security interest in and lien upon the Intellectual Property to the Company:

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which hereby are acknowledged, the Lenders and the Company hereby agree as follows:

1. Each of the Lenders hereby releases its security interest in the Intellectual Property, together with the goodwill associated therewith.
2. Each of the Lenders hereby assigns and transfers to the Company, without recourse or warranty, its entire right, title and interest in to and to the Intellectual Property, together with the goodwill associated therewith.
3. Each of the Lenders hereby acknowledges and agrees that the Assignment is terminated as of the date of this Release.
4. This Release is and shall be deemed to be a contract entered into and made pursuant to the laws of the State of Rhode Island and shall in all respects be governed, construed, applied and enforced in accordance with the laws of the State of Rhode Island, without reference to its conflicts of laws principles.
5. This Release may be executed in one or more counterparts hereof, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Release to be executed by their duly authorized officers as of the date and year first above written.

FLEET PRECIOUS METALS INC.

By W. Timothy Coggins
Title: _____

By Karen M. Sheil
Title: VP

FLEET NATIONAL BANK

By W. Timothy Coggins
Title: _____

By Karen M. Sheil
Title: _____

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

On the 11 day of January, 1999, before me personally W. Timothy Coggins, Vice President and Karen M. Sheil, Vice President of Fleet Precious Metals Inc., to me known and known by me to be the persons executing the foregoing instrument, and acknowledged said instrument by them executed to be their free act and deed in said capacities and the free act and deed of said Fleet Precious Metals Inc.

Diane L. Haley
Notary Public
My commission expires: 8/30/2001

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

On the 11 day of January, 1999, before me personally
W. Timothy Coggins, Vice President and Karen M. Sheil,
Vice President of Fleet National Bank, to me known and known by me to be the
persons executing the foregoing instrument, and acknowledged said instrument by
them executed to be their free act and deed in said capacities and the free act and
deed of said Fleet National Bank.

Diane J. Halley
Notary Public
My commission expires: 8/30/2001

PRO: 39214_1

Int. Cl.: 14

Prior U.S. Cl.: 28

United States Patent and Trademark Office

Reg. No. 1,701,684
Registered July 21, 1992

**TRADEMARK
PRINCIPAL REGISTER**

ARDIAN

ARDIAN CORPORATION (NEW YORK CORPORATION)
724 FIFTH AVENUE
NEW YORK, NY 10019

FOR: JEWELRY; NAMELY, RINGS, EARRINGS, BRACELETS, PENDANTS, BROOCHES, STICK PINS AND NECKLACES MADE IN WHOLE OR SIGNIFICANT PART OF PRECIOUS METALS CONTAINING PRECIOUS

AND SEMI-PRECIOUS STONES; IMITATION STONES FOR USE IN JEWELRY, IN CLASS 14 (U.S. CL. 28).

FIRST USE 1-1-1990; IN COMMERCE 12-1-1990.

SER. NO. 74-144,743, FILED 3-5-1991.

KATHLEEN COONEY, EXAMINING ATTORNEY