

07-19-2000



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0-23-w

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CONFIRMANCE RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment

Effective Date
Month Day Year

Handwritten: Please record second

Conveying Party

Name OROAMERICA, INC.

of conveying parties attached

Execution Date
Month Day Year

03062000

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other _____

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name FLEET PRECIOUS METALS INC., AS AGENT FOR EACH OF THE LENDERS ON EXHIBIT A ATTACHED

DBA/AKA/TA _____

Composed of _____

Address (line 1) 111 WESTMINSTER STREET

Address (line 2) _____

Address (line 3) PROVIDENCE

RI

02903

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other _____

Citizenship/State of Incorporation/Organization RHODE ISLAND

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

07/18/2000 NTHA11 00000217 74026169

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 1325.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="74026169"/>	<input type="text" value="74026155"/>	<input type="text" value="74026174"/>	<input type="text" value="1227453"/>	<input type="text" value="1266661"/>	<input type="text" value="1331971"/>
<input type="text" value="74068254"/>	<input type="text" value="74056369"/>	<input type="text" value="74068254"/>	<input type="text" value="1403943"/>	<input type="text" value="1409357"/>	<input type="text" value="1454143"/>
<input type="text" value="74068253"/>	<input type="text" value="74068255"/>	<input type="text" value="74068252"/>	<input type="text" value="1473067"/>	<input type="text" value="1473068"/>	<input type="text" value="1473069"/>

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

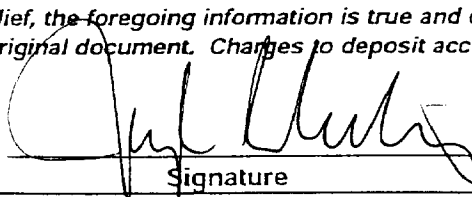
Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

JOSEPH R. MILLER, ESQ.

Name of Person Signing



Signature

6/20/00

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0551-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

74074660	74074663	74074661
74074662	74112670	74146695
74146694	74180191	74250458
74256038	74255974	74257604
74259656		

1528154	1528155	1528156
1544348	1550611	1533670
1556758	1560776	1569583
1563275	1597370	1611998
1623141	1687780	1614800
1614801	1614802	1614803
1628233	1619778	1688193

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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Individual General Partnership Limited Partnership Corporation Association

Other

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Enter Additional Receiving Party

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Name

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Address (line 1)

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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EXHIBIT A

ABN AMRO BANK N.V.,
NEW YORK BRANCH
500 Park Avenue, 3rd Floor
New York, NY 10022

BANK OF AMERICA
NATIONAL ASSOCIATION
5945 Canoga Avenue
Woodland Hills, CA 91367

BANQUE PARIBAS
New York Branch
787 Seventh Avenue
New York, NY 10019

HSBC BANK USA
(formerly known as
REPUBLIC NATIONAL
BANK OF NEW YORK)
Fifth Avenue at 40th Street, 3rd Floor
New York, NY 10018

THE CHASE MANHATTAN BANK
111 West 40th Street, 10th Floor
New York, NY 10018

CREDIT SUISSE FIRST BOSTON
Precious Metals Marketing
11 Madison Avenue
New York, NY 10010

FLEET PRECIOUS METALS INC.
111 Westminster Street
Providence, RI 02903

FLEET NATIONAL BANK
111 Westminster Street
Providence, RI 02903

MITSUI & CO. (U.S.A.), INC.
200 Park Avenue
New York, NY 10166

SIXTH AMENDMENT TO
TRADEMARK COLLATERAL ASSIGNMENT

THIS SIXTH AMENDMENT TO TRADEMARK COLLATERAL ASSIGNMENT, ("Amendment"), dated as of the 6th day of March, 2000 by and among **ABN AMRO BANK N.V., NEW YORK BRANCH**, a public company with limited liability organized and existing under the laws of the Netherlands; **BANK OF AMERICA, NATIONAL ASSOCIATION**, a national banking association organized and existing under the laws of the United States (formerly known as Bank of America National Trust and Savings Association); **BANQUE PARIBAS**, a corporation organized and existing under the laws of France; **CREDIT SUISSE FIRST BOSTON** (formerly known as Credit Suisse), a corporation organized and existing under the laws of Switzerland; **FLEET NATIONAL BANK**, a national banking association organized and existing under the laws of the United States; **FLEET PRECIOUS METALS INC.**, a Rhode Island corporation; **MITSUI & CO. (U.S.A.), INC.**; and **HSBC BANK USA** (formerly known as Republic National Bank of New York), a New York state banking institution (each a "Lender" and collectively, the "Lenders"); **FLEET PRECIOUS METALS INC.**, a Rhode Island corporation (the "Agent") as agent for each of the Lenders in accordance with the terms of an Amended and Restated Security Agreement dated as of February 25, 1994, as the same may be amended and/or amended and restated from time to time; **THE CHASE MANHATTAN BANK**, a New York state-chartered bank and trust company ("Chase"); and **OROAMERICA, INC.**, a Delaware corporation (the "Company").

W I T N E S S E T H:

WHEREAS, the Lenders, The Chase Manhattan Bank ("Chase"), Union Bank of Switzerland, New York Branch ("UBS"), the Agent and the Company are parties to a certain Trademark Collateral Assignment dated as of February 25, 1994, as amended by a First Amendment to Trademark Collateral Assignment dated as of July 22, 1994, by a Second Amendment to Trademark Collateral Assignment dated as of May 30, 1995, by a Third Amendment to Trademark Collateral Assignment dated as of March 15, 1996, by a Fourth Amendment to Trademark Collateral Assignment dated as of April 22, 1997, and by a Fifth Amendment to Trademark Collateral Assignment dated as of September 27, 1999 (as amended, the "Trademark Assignment") pursuant to which the Company granted to the Lenders and the Agent an interest in and to those certain trademarks as identified on Schedule A attached hereto and made a part hereof (the "Trademarks"); and

WHEREAS, the Company and Chase, formerly one of the "Lenders" hereunder, concurrently with the execution of this Amendment, are entering into a Consignment Agreement pursuant to which Chase may deliver precious metal on consignment for sale to the Company (the "Chase Consignment Agreement");

WHEREAS, Chase is willing to assume all of the obligations and liabilities under the Trademark Assignment as a Lender thereunder and agrees to comply with the covenants and terms of the Trademark Assignment and any documents executed by the Lenders in connection with the Trademark Assignment;

WHEREAS, Republic National Bank of New York ("Republic") has changed its name to HSBC Bank USA; and

WHEREAS, because of the entry of Chase as one of the Lenders and because of the name change of Republic, the parties hereto desire to amend the Trademark Assignment as hereinafter provided.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby amend the Trademark Assignment as follows:

1. The first paragraph of the Trademark Assignment is amended hereby in its entirety to read as follows:

AGREEMENT made as of the 25th day of February, 1994, as amended as of July 22, 1994, as of May 30, 1995, as of March 15, 1996, as of April 22, 1997, as of September 27, 1999 and as of March 6, 2000 between OROAMERICA, INC., a Delaware corporation (the "Company"), and FLEET PRECIOUS METALS INC., a Rhode Island corporation (the "Agent") as agent for each of the following lenders (the "Lenders") in accordance with the terms of an Amended and Restated Security Agreement dated as of February 25, 1994, as amended: ABN AMRO BANK N.V., NEW YORK BRANCH, a public company with limited liability organized and existing under the laws of the Netherlands ("ABN"); BANK OF AMERICA, NATIONAL ASSOCIATION (formerly known as Bank of America National Trust and Savings Association), a national banking association organized and existing under the laws of the United States ("Bank of America"); BANQUE PARIBAS, a corporation organized and existing under the laws of France ("Banque Paribas"); THE CHASE MANHATTAN BANK, a New York state-chartered bank and trust company ("Chase"); CREDIT SUISSE FIRST BOSTON (formerly known as Credit Suisse), a corporation organized and existing under the laws of Switzerland ("Credit Suisse"); FLEET NATIONAL BANK, a national banking association organized and existing under the laws of the United States ("FNB"); FLEET PRECIOUS METALS INC., a Rhode Island corporation ("FPM"); HSBC BANK USA, a New York state banking institution ("HSBC"); and MITSUI & CO. (U.S.A.), INC., a New York corporation ("Mitsui").

2. The second paragraph of the Trademark Assignment is amended hereby in its entirety to read as follows:

WHEREAS, the Company and each of the Lenders (except Bank of America) have entered into certain Consignment Agreements or Amended and Restated Consignment Agreements dated as of February 25, 1994 (as of March 15, 1996 in the case of Banque Paribas (the "Paribas Consignment Agreement"), as of September 27, 1999 in the case of Mitsui (the "Mitsui Consignment Agreement") and as of March 6, 2000 in the case of Chase (the "Chase Consignment Agreement")), as the same may be amended and/or amended and restated from time to time (the "Consignment Agreements"), pursuant to which the Lenders (except Bank of America) may deliver or have delivered precious metal on consignment for sale to the Company; and

3. The Lenders and the Company hereby acknowledge and agree that the Chase Consignment Agreement shall be included in the term "Consignment Agreements" as defined in this Trademark Assignment.

4. Any necessary, conforming changes to the Trademark Assignment occasioned by reason of this Amendment shall be deemed to have been made.

5. This Amendment shall be binding upon the parties and their respective successors and assigns.

6. Except as specifically amended hereby, the Trademark Assignment shall remain in full force and effect.

7. This Amendment may be executed in any number of counterparts and by the different parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all of which together constitute one and the same instrument.

IN WITNESS WHEREOF, this Sixth Amendment to Trademark Collateral Assignment has been executed by the parties hereto all as of the day and year first above written.

**ABN AMRO BANK N.V.,
NEW YORK BRANCH**

By: _____
Francesca Grazier
Vice President

By: _____
Name: _____
Title: _____

**BANK OF AMERICA,
NATIONAL ASSOCIATION**

By: _____
Con M. O'Neil
Vice President

BANQUE PARIBAS

By: _____
Anne-Catherine Mathiot
Director

By: _____
Name: _____
Title: _____

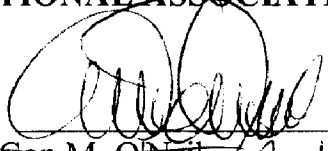
IN WITNESS WHEREOF, this Sixth Amendment to Trademark Collateral Assignment has been executed by the parties hereto all as of the day and year first above written.

**ABN AMRO BANK N.V.,
NEW YORK BRANCH**

By: _____
Francesca Grazier
Vice President

By: _____
Name: _____
Title: _____

**BANK OF AMERICA,
NATIONAL ASSOCIATION**

By:  _____
Con M. O'Neil
Vice President

Andrea Tunks

BANQUE PARIBAS

By: _____
Anne-Catherine Mathiot
Director

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, this Sixth Amendment to Trademark Collateral Assignment has been executed by the parties hereto all as of the day and year first above written.

**ABN AMRO BANK N.V.,
NEW YORK BRANCH**

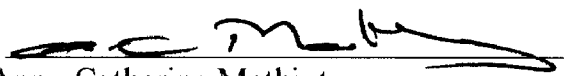
By: _____
Francesca Grazier
Vice President

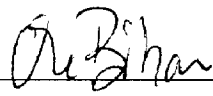
By: _____
Name: _____
Title: _____

**BANK OF AMERICA,
NATIONAL ASSOCIATION**


By: _____
Con M. O'Neil
Vice President

BANQUE PARIBAS

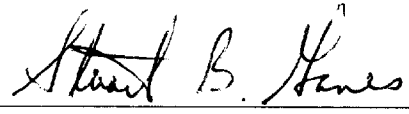
By: 
Anne-Catherine Mathiot
Director

By: 
Name: Olivier Le Bihan
Title: Vice President

CREDIT SUISSE FIRST BOSTON

By: 

Stanley R. Steinberg
Director

By: 

Stuart B. Ganes
Vice President

FLEET NATIONAL BANK

By: _____
Anthony J. Capuano
Senior Vice President

By: _____
Paul H. Boghosian
Vice President

FLEET PRECIOUS METALS INC.,
as Lender

By: _____
Anthony J. Capuano
Senior Vice President

By: _____
Paul H. Boghosian
Vice President

MITSUI & CO. (U.S.A.), INC.


By: _____
Yutaka Taka
Senior Vice President
Metals Division

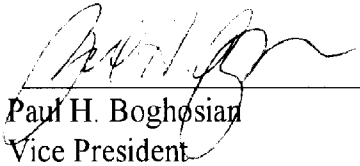
CREDIT SUISSE FIRST BOSTON

By: _____
Stanley R. Steinberg
Director


By: _____
Stuart B. Ganes
Vice President

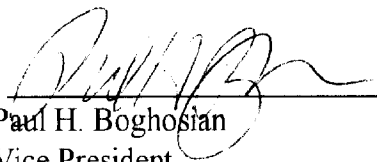
FLEET NATIONAL BANK

By:  _____
Anthony J. Capuano
Senior Vice President

By:  _____
Paul H. Boghosian
Vice President

FLEET PRECIOUS METALS INC.,
as Lender

By:  _____
Anthony J. Capuano
Senior Vice President

By:  _____
Paul H. Boghosian
Vice President

MITSUMI & CO. (U.S.A.), INC.

By: _____
Yutaka Taka
Senior Vice President
Metals Division

CREDIT SUISSE FIRST BOSTON

By: _____
Stanley R. Steinberg
Director

By: _____
Stuart B. Ganes
Vice President

FLEET NATIONAL BANK

By: _____
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Senior Vice President

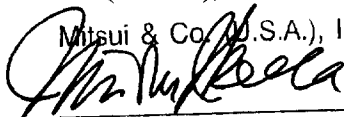
By: _____
Paul H. Boghosian
Vice President

**FLEET PRECIOUS METALS INC.,
as Lender**

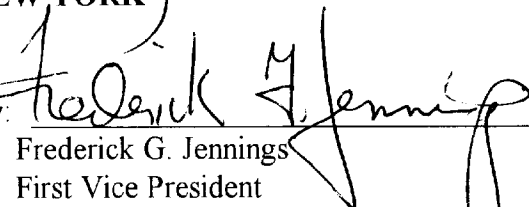
By: _____
Anthony J. Capuano
Senior Vice President

By: _____
Paul H. Boghosian
Vice President

MITSUI & CO. (U.S.A.), INC.

By: _____

Mitsui & Co. (U.S.A.), Inc.
Minoru Ikeda
Senior Vice President
METAL DIVISION

HSBC Bank USA (F/K/a
REPUBLIC NATIONAL BANK OF
NEW YORK)

By: 
Frederick G. Jennings
First Vice President

FLEET PRECIOUS METALS INC.,
as Agent for each of the Lenders

By: _____
Anthony J. Capuano
Senior Vice President

By: _____
Paul H. Boghosian
Vice President

THE CHASE MANHATTAN BANK

By: _____
Irene B. Spector
Vice President


OROAMERICA, INC.

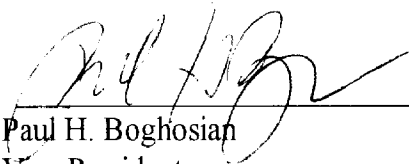
By: _____
Shiu Shao
Senior Vice President
Chief Financial Officer

**REPUBLIC NATIONAL BANK OF
NEW YORK**

By: _____
Frederick G. Jennings
First Vice President

FLEET PRECIOUS METALS INC.,
as Agent for each of the Lenders

By:  _____
Anthony J. Capuano
Senior Vice President

By:  _____
Paul H. Boghosian
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Senior Vice President

By: _____
Paul H. Boghosian
Vice President

THE CHASE MANHATTAN BANK

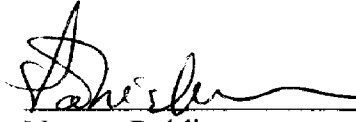
By: _____
Irene B. Spector
Vice President

OROAMERICA, INC.

By:  _____
Shiu Shao
Senior Vice President
Chief Financial Officer

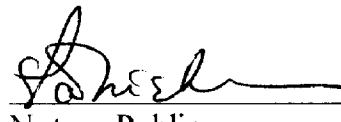
STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 4th day of April, 2000, before me personally appeared Francesca Grazier, Vice President of ABN AMRO Bank N.V., New York Branch to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of ABN AMRO Bank N.V., New York Branch.


Notary Public
My Commission Expires _____
PATRICIA McELVEEN
Notary Public, State of New York
No. 01MC5034929
Qualified in Westchester County
~~Certificate Filed in New York County~~
Commission Expires October 24, ~~2000~~

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 4th day of April, 2000, before me personally appeared Jeff Siefert, Vice President of ABN AMRO Bank N.V., New York Branch to me known and known by me to be the person executing the foregoing instrument, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed in said capacity and the free act and deed of ABN AMRO Bank N.V., New York Branch.


Notary Public
My Commission Expires _____
PATRICIA McELVEEN
Notary Public, State of New York
No. 01MC5034929
Qualified in Westchester County
~~Certificate Filed in New York County~~
Commission Expires October 24, ~~2000~~

STATE OF CALIFORNIA
COUNTY OF

In _____, on the ___ day of _____, before me personally appeared Con M. O'Neil, Vice President of Bank of America, National Association to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Bank of America, National Association.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared Francesca Grazier, Vice President of ABN AMRO Bank N.V., New York Branch to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of ABN AMRO Bank N.V., New York Branch.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared _____, _____ of ABN AMRO Bank N.V., New York Branch to me known and known by me to be the person executing the foregoing instrument, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed in said capacity and the free act and deed of ABN AMRO Bank N.V., New York Branch.

Notary Public
My Commission Expires _____

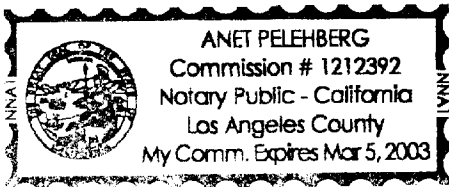
STATE OF CALIFORNIA
COUNTY OF

In 2000, on the 27 day of MARCH, before me personally appeared ~~Con M. O'Neil~~, Vice President of Bank of America, National Association to me known and known by me to be the person executing the foregoing instrument, and ~~he~~^{she} acknowledged said instrument by ~~him~~^{her} executed to be ~~his~~^{her} free act and deed in said capacity and the free act and deed of Bank of America, National Association.

Andrea Tanker

[Signature]

Notary Public
My Commission Expires March 5, 2003



STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 3rd day of April 2000, before me personally appeared Anne-Catherine Mathiot, Director of Banque Paribas to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of Banque Paribas.

ALIDA J. MOORE
Notary Public, State of New York
No. 24-4966845
Qualified in Kings County
Commission Expires August 12, 2000

Alida J. Moore
Notary Public
My Commission Expires 8/12/2000

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 3rd day of April 2000, before me personally appeared Olivier Le Beau, Vice President of Banque Paribas to me known and known by me to be the person executing the foregoing instrument, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed in said capacity and the free act and deed of Banque Paribas.

ALIDA J. MOORE
Notary Public, State of New York
No. 24-4966845
Qualified in Kings County
Commission Expires August 12, 2000

Alida J. Moore
Notary Public
My Commission Expires 8/12/2000

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared Stanley R. Steinberg, Director of Credit Suisse First Boston to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Credit Suisse First Boston.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared Anne-Catherine Mathiot, Director of Banque Paribas to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of Banque Paribas.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared _____, _____ of Banque Paribas to me known and known by me to be the person executing the foregoing instrument, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed in said capacity and the free act and deed of Banque Paribas.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 5th day of April, 2000, before me personally appeared ~~Jeffrey Ferrara, Vice President~~ of Credit Suisse First Boston to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Credit Suisse First Boston.

Barbara V. Nelson
Notary Public
My Commission Expires _____

BARBARA V. NELSON
Notary Public, State of New York
No. 01NEG014403
Qualified in New York County
Certificate Filed in New York
Commission Expires October 13, 20__

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 5th day of April, 2000, before me personally appeared Stuart B. Ganes, Vice President, of Credit Suisse First Boston to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Credit Suisse First Boston.

Barbara V. Nelson
Notary Public
My Commission Expires _____

BARBARA V. NELSON
Notary Public, State of New York
No. 01NE6014403
Qualified in New York County
Certificate Filed in New York
Commission Expires October 13, 2000

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the ___ day of _____, before me personally appeared Anthony J. Capuano, Senior Vice President of Fleet Precious Metals Inc. as Agent and Lender, and Fleet National Bank to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacities and the free act and deed of Fleet Precious Metals Inc. and Fleet National Bank.

Notary Public
My Commission Expires _____

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the ___ day of _____, before me personally appeared Paul H. Boghosian, Vice President of Fleet Precious Metals Inc. as Agent and Lender, and Fleet National Bank to me known and known by me to be the person executing the foregoing instrument, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed in said capacities and the free act and deed of Fleet Precious Metals Inc. and Fleet National Bank.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared Stuart B. Ganes, Vice President, of Credit Suisse First Boston to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Credit Suisse First Boston.

Notary Public
My Commission Expires _____

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the 10 day of March, before me personally appeared Anthony J. Capuano, Senior Vice President of Fleet Precious Metals Inc. as Agent and Lender, and Fleet National Bank to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacities and the free act and deed of Fleet Precious Metals Inc. and Fleet National Bank.

Diane L. Haley
Notary Public
My Commission Expires 8/30/2001

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

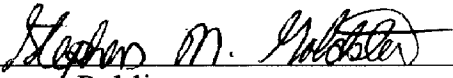
In Providence, on the 10 day of March, before me personally appeared Paul H. Boghosian, Vice President of Fleet Precious Metals Inc. as Agent and Lender, and Fleet National Bank to me known and known by me to be the person executing the foregoing instrument, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed in said capacities and the free act and deed of Fleet Precious Metals Inc. and Fleet National Bank.

Diane L. Haley
Notary Public
My Commission Expires 8/30/2001

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 26th day of April, 2000 before me personally appeared Minoru Ikeda, Senior Vice President, Metals Division, of Mitsui & Co. (U.S.A.), Inc. to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Mitsui & Co. (U.S.A.), Inc.

STEPHEN M. GOLDSTEIN
NOTARY PUBLIC, State of New York
No. 4916555
Qualified in New York County
Term Expires December 2001



Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____ 2000, before me personally appeared Frederick G. Jennings, First Vice President of Republic National Bank of New York to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Republic National Bank of New York.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____ 2000, before me personally appeared Irene B. Spector, Vice President of The Chase Manhattan Bank, to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of The Chase Manhattan Bank.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared Yutaka Taka, Senior Vice President, Metals Division, of Mitsui & Co. (U.S.A.), Inc. to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Mitsui & Co. (U.S.A.), Inc.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

HSBC Bank USA (F/K/a

In New York, on the 7th day of March, 2000, before me personally appeared Frederick G. Jennings, First Vice President of Republic National Bank of New York to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Republic National Bank of New York.

HSBC Bank USA (F/K/a

Rosemary Deegan

Notary Public
My Commission Expires _____

ROSEMARY DEEGAN
Notary Public, State of New York
No. 01DE4809658
Qualified in Nassau County
Commission Expires Feb. 23, 2001

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared Irene B. Spector, Vice President of The Chase Manhattan Bank, to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of The Chase Manhattan Bank.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared Yutaka Taka, Senior Vice President, Metals Division, of Mitsui & Co. (U.S.A.), Inc. to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Mitsui & Co. (U.S.A.), Inc.

Notary Public
My Commission Expires _____

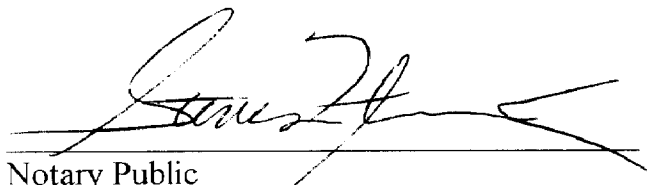
STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the ___ day of _____, before me personally appeared Frederick G. Jennings, First Vice President of Republic National Bank of New York to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Republic National Bank of New York.

Notary Public
My Commission Expires _____

STATE OF NEW YORK
COUNTY OF NEW YORK

In New York, on the 7 day of March 2001, before me personally appeared Irene B. Spector, Vice President of The Chase Manhattan Bank, to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed to be her free act and deed in said capacity and the free act and deed of The Chase Manhattan Bank.

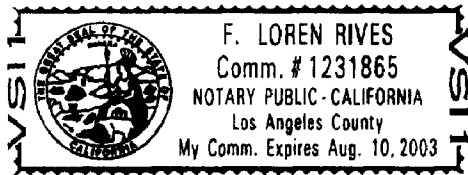


Notary Public
My Commission Expires _____

STEVEN FLEISCHER
Notary Public, State of New York
No. 31-4610093
Qualified in Nassau County
Commission Expires Aug. 31, 2001

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

In Los Angeles, on the 7th day of March, 2002, before me personally appeared Shiu Shao, Senior Vice President and Chief Financial Officer of OroAmerica, Inc. to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of OroAmerica, Inc.



[Signature]
Notary Public
My Commission Expires 5/10/03

SCHEDULE A**MARKS****A.ISSUED**

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
OR SUPERIMPOSED OVER A DESIGN OR A CROWN	1,227,453	2/15/83
THE CHAIN WITH A HEART LASERCHARM	1,266,661	2/7/84
OROAMERICA	1,331,971	4/23/85
OR AND DESIGN	1,403,943	8/5/86
SHAPE/LOCATION LOGO	1,409,357	9/16/86
OR AND CIRCLE AND HEART DESIGN.	1,454,143	8/25/87
OR AND HEART DESIGN	1,473,067	1/19/88
OR AND CIRCLE DESIGN	1,473,068	1/19/88
BEVERLY HILLS GOLD	1,473,069	1/19/88
BEVERLY HILLS SILVER	1,528,154	3/7/89
BEVERLY HILLS ROPE	1,528,155	3/7/89
SILKHERRINGBONE	1,528,156	3/7/89
SUPERROPE	1,544,348	6/20/89
SILKROPE	1,550,611	8/1/89
VELVETROPE	1,553,670	8/29/89
SUPERHERRINGBONE	1,556,758	9/19/89
TENNISROPE	1,560,776	10/17/89
SATIN TOUCH ROPE	1,569,583	12/5/89
MIRROR ROPE	1,563,275	10/31/89
DIAMOND DESIGN - OVAL	1,597,370	5/22/90
DIAMOND DESIGN - SCALLOP	1,611,998	9/4/90
ROSE ROPE	1,623,141	11/13/90
FIGAROHERRINGBONE	1,687,780	5/19/92
HERRINGROPE	1,614,800	9/25/90
ROPEHERRINGBONE	1,614,801	9/25/90
SILKHERRINGROPE	1,614,802	9/25/90
OR AND HEART DESIGN	1,614,803	9/25/90
SILK-HB (Stylized)	1,628,233	12/18/90
AT OROAMERICA THERE IS ALWAYS SOMETHING NEW (Service Mark)	1,619,778	10/30/90
SATINET PAVE	1,688,193	5/19/92
BEVERLY HILLS GOLD (Service Mark - Class 42)	1,636,866	3/5/91
	1,645,629	5/21/91

B. PENDING

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
LOOK FOR THE DIAMOND TAG	74/026,169	2/6/90
LOOK FOR THE ORIGINAL HEART TRADEMARK AND DESIGN	74/026,155	2/6/90
THE BRAND NAME IN GOLD JEWELRY AND DESIGN	74/026,174	2/6/90
BEVERLY HILLS KIDS	74/068,254	6/12/90
BEVERLY HILLS GOLD (Class 3)	74/056,369	5/7/90
BH KIDS	74/068,254	6/12/90
BEVERLY HILLS TIMEPIECE	74/068,253	6/12/90
BEVERLY HILLS GEM	74/068,255	6/12/90
BEVERLY HILLS JEWELS	74/068,252	6/12/90
BH GOLD (Class 18)	74/074,660	7/2/90
BEVERLY HILLS GOLD (Class 28)	74/074,663	5/27/92
BH GOLD (Class 34)	74/074,661	7/2/90
BH GOLD (Class 16)	74/074,662	7/2/90
BH GOLD (Class 42)	74/112,670	11/5/90
DIAMONDROPE (Class 14)	74/146,695	3/11/91
DIAMOND SPARKLE ROPE	74/146,694	3/11/91
DIAMONDROPE & DESIGN OR IN A HEART OUTLINE	74/180,191	6/27/91
BEVERLY HILLS 925	74/250,458	2/28/92
VENEZIAN	74/256,038	3/16/92
PRETTY IN PINK	74/255,974	3/16/92
PALLADIO	74/257,604	3/20/92
	74/259,656	3/27/92

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MILLER & CAINE, L.L.P.

ATTORNEYS AT LAW

JOSEPH R. MILLER, P.C.
PATRICK T. CAINE, P.C.

40 WESTMINSTER STREET, SUITE 305
PROVIDENCE, RHODE ISLAND 02903-2525
TELEPHONE 401-454-5000
FACSIMILE 401-454-1976
E-MAIL MCLAW@MILLERCAINE.COM

June 22, 2000

VIA EXPRESS MAIL

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

Re: Fleet Precious Metals Inc./OroAmerica, Inc.

Dear Sir or Madam:

Enclosed for recording please find four Amendments to Trademark Collateral Assignments along with Recordation Form Cover Sheets for each, together with four checks for the recording fees related to the same.

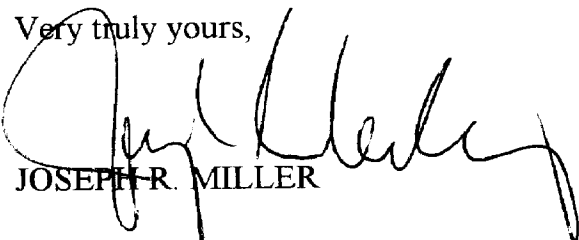
The Amendments are grouped in pairs, each containing an Amendment dated September 27, 1999 and an Amendment dated March 6, 2000. Each grouped pair relates to an earlier recorded Trademark Collateral Assignment. In each pair, please record the September 27 Amendment before recording the March 6 Amendment.

Please return the recorded Amendments to the undersigned at the above address.

Please do not hesitate to contact the undersigned should you have any questions.

Thank you.

Very truly yours,



JOSEPH R. MILLER

Enclosures

H:\FLEETPMOROAM\GENERAL\000622USPTO2.DOC

RECORDED: 06/23/2000

TRADEMARK
REEL: 002098 FRAME: 0494