

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A NAME & PHONE OF CONTACT AT FILER (optional) Amanda Gonzalez (212) 758-7700
B E-MAIL CONTACT AT FILER (optional) agonzalez@rusa.com
C SEND ACKNOWLEDGMENT TO (Name and Address) Rolex Watch U.S.A., Inc. 665 Fifth Avenue New York, NY 10022

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a INITIAL FINANCING STATEMENT FILE NUMBER **699688 07/29/1999** 1b THIS FINANCING STATEMENT AMENDMENT IS TO BE FILED (for record) (or recorded) in the REAL ESTATE RECORDS. For each Amendment Addendum (Form UCC3Ad) and provide Debtor's name in item 13.

2 TERMINATION Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement.

3 ASSIGNMENT (full or partial) Provide name of Assignee in item 7a or 7b and address of Assignee in item 7c and name of Assignor in item 9. For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8.

4 CONTINUATION Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

5 PARTY INFORMATION CHANGE
Check one of these two boxes AND Check one of these three boxes to
This Change affects Debtor or Secured Party of record CHANGE name and/or address. Complete item 6a or 6b; and item 7a or 7b and item 7c. ADD name. Complete item 7a or 7b and item 7c. DELETE name. Give record name to be deleted in item 6a or 6b.

6 CURRENT RECORD INFORMATION: Complete for Party Information Change - provide only one name (6a or 6b)

6a ORGANIZATION'S NAME

OR

6b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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7 CHANGED OR ADDED INFORMATION: Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact full name, do not omit, modify, or abbreviate any part of the Debtor's name)

7a ORGANIZATION'S NAME

OR

7b INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

7c MAILING ADDRESS

CITY	STATE	POSTAL CODE	COUNTRY
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8 COLLATERAL CHANGE: Also check one of these four boxes ADD collateral DELETE collateral RESTAINT covered collateral ASSIGN collateral. Indicate collateral.

9 NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT: Provide only one name (9a or 9b) (name of Assignor if this is an Assignment) if this is an Amendment authorized by a DEBTOR, check here and provide name of authorizing Debtor.

9a ORGANIZATION'S NAME
ROLEX WATCH USA, INC.

OR

9b INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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10 OPTIONAL FILER REFERENCE DATA
Filed with: RI - Secretary of State; Debtor: LUXURY BRAND HOLDINGS, INC. ACCT# 630284 **F#196946 A#932064**