

10-28-2004

Form PTO-1595 (Rev. 06/04)  
OMB No. 0651-0027 (exp. 6/30/2005)U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

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To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**Totes Isotoner Corporation  
9655 International Blvd.  
Cincinnati, OH 45246Execution Date(s) September 13, 2004Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No**3. Nature of conveyance:**

- ☐ Assignment ☐ Merger
- ☒ Security Agreement ☐ Change of Name
- ☐ Government Interest Assignment
- ☐ Executive Order 9424, Confirmatory License
- ☐ Other \_\_\_\_\_

**2. Name and address of receiving party(ies)**Name: General Electric Capital Corporation

Internal Address: \_\_\_\_\_

Street Address: 500 West Monroe StreetCity: ChicagoState: IllinoisCountry: U.S.A.Zip: 60661Additional name(s) & address(es) attached? ☐ Yes ☒ No**4. Application or patent number(s):**☒ This document is being filed together with a new application.

A. Patent Application No.(s)

B. Patent No.(s)

See Attached List

See Attached List

Additional numbers attached? ☒ Yes ☐ No**5. Name and address to whom correspondence concerning document should be mailed:**Name: Christina McClure

Internal Address: \_\_\_\_\_

Street Address: Latham & Watkins LLP

Sears Tower, 233 S. Wacker Drive, Suite 5800

City: ChicagoState: IllinoisZip: 60606Phone Number: 312/876-6557Fax Number: 312/993-9767Email Address: christina.mcclure@lw.com**6. Total number of applications and patents involved:**50**7. Total fee (37 CFR 1.21(h) & 3.41) \$ 2,000.00**

- ☐ Authorized to be charged by credit card
- ☐ Authorized to be charged to deposit account
- ☒ Enclosed
- ☐ None required (government interest not affecting title)

**8. Payment Information**a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**Christina McClure

Signature

October 22, 2004

Date

Christina McClure

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

9Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, V.A. 22313-1450

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PATENT  
REEL: 015293 FRAME: 0495

# ANNEX I-A

## Patents and Patent Applications

Title	Country	App. No.	Patent No.	Owner	Status
Umbrella	U.S.	09/257,515	6,164,304	totes Isotoner Corp.	Issued 12/26/00
Umbrella Handle	U.S.	29/191,896	D491,349	totes Isotoner Corp.	Issued 6/15/04
Umbrella Handle	U.S.	29/165,465	D473,708	totes Isotoner Corp.	Issued 4/29/03
Umbrella Handle	U.S.	29/174,218	D485,056	totes Isotoner Corp.	Issued 1/13/04
Moccasin Vamp	U.S.	053,243	D378,320	Sara Lee Corporation	Issued 3/11/97
Umbrella Handle	U.S.	035,032	D379,710	Sara Lee Corporation	Issued 6/10/97
Sandal Insert	U.S.	29/061,039	D398,145	totes Isotoner Corp.	Issued 9/15/98
Umbrella Case Design	U.S.	29/040,304	D369,238	totes Isotoner Corp.	Issued 4/30/96
Umbrella Handle Design	U.S.	29/040,962	D369,462	totes Isotoner Corp.	Issued 5/7/96
Neck Wrap	U.S.	29/047,508	D374,545	totes Isotoner Corp.	Issued 10/15/96
Overshoe Upper Design	U.S.	29/049,676	D384,491	totes Isotoner Corp.	Issued 10/7/97
Footwear Tread Design	U.S.	29/050,573	D375,616	totes Isotoner Corp.	Issued 11/19/96
Umbrella Handle	U.S.	07/649,807	D319,536	totes Isotoner Corp.	Issued 9/3/91
Umbrella Handle	U.S.	07/653,797	D317,976	totes Isotoner Corp.	Issued 7/9/91
Umbrella Handle	U.S.	07/649,806	D322,883	totes Isotoner Corp.	Issued 1/7/92
Umbrella Handle	U.S.	07/649,805	D317,975	totes Isotoner Corp.	Issued 7/9/91
Umbrella Handle	U.S.	07/649,808	D319,343	totes Isotoner Corp.	Issued 8/27/91
Umbrella Handle	U.S.	07/645,008	D321,592	totes Isotoner Corp.	Issued 11/19/91
Umbrella Handle	U.S.	07/809,055	D328,520	totes Isotoner Corp.	Issued 8/11/92
Umbrella Handle Design	U.S.	29/039,188	D370,775	totes Isotoner Corp.	Issued 6/18/96
Overshoe Upper	U.S.	29/061,411	D394,539	totes Isotoner Corp.	Issued 5/26/98
Combined Umbrella Handle and Flashlight	U.S.	29/083,048	D404,156	totes Isotoner Corp.	Issued 1/12/99
Combined Flashlight and Umbrella Handle	U.S.	29/096,290	D415,299	totes Isotoner Corp.	Issued 10/12/99
Umbrella Handle with Flashlight (Children's version)	U.S.	29/101,098	D430,726	totes Isotoner Corp.	Issued 9/12/00
Eyeglass Display Holder	U.S.	07/204,501	D312,538	totes Isotoner Corp.	Issued 12/4/90
Combined Shoe Shine Case and Pad	U.S.	07/189,532	D318,178	totes Isotoner Corp.	Issued 7/16/91
Umbrella Handle (Design)	U.S.	07/270,635	D312,348	totes Isotoner Corp.	Issued 11/27/90
Umbrella Handle Design	U.S.	07/280,738	D313,309	totes Isotoner Corp.	Issued 1/1/91
Umbrella Handle	U.S.	07/270,291	D321,780	totes Isotoner Corp.	Issued 11/26/91
Compact Grooming Kit	U.S.	07/280,736	D312,325	totes, Inc.	Issued 11/20/90
Tire Gauge Design	U.S.	07,348,672	D316,980	totes Isotoner Corp.	Issued 5/21/91

Title	Country	App. No.	Patent No.	Owner	Status
Umbrella Handle (Design)	U.S.	07,396,388	D315,637	totes Isotoner Corp.	Issued 3/26/91
Umbrella Handle Design	U.S.	07,395,948	D311,273	totes Isotoner Corp.	Issued 10/16/90
Umbrella Handle Design	U.S.	07/485,731	D325,467	totes Isotoner Corp.	Issued 4/21/92
Umbrella Handle Design	U.S.	07/485,732	D316,480	totes Isotoner Corp.	Issued 4/30/91
Umbrella Handle	U.S.	07/485,422	D319,342	totes Isotoner Corp.	Issued 8/27/91
Umbrella Handle (Design)	U.S.	07/493,866	D312,724	totes Isotoner Corp.	Issued 12/11/90
Umbrella Handle (Design)	U.S.	07,493,865	D311,811	totes Isotoner Corp.	Issued 11/6/90
Tread Design For A Glove	U.S.	07/505,004	D318,755	totes Isotoner Corp.	Issued 8/6/91
Tread Design for Footwear	U.S.	07/528,114	D316,476	totes Isotoner Corp.	Issued 4/30/91
Umbrella Handle	U.S.	07/521,164	D316,777	totes Isotoner Corp.	Issued 5/14/91
Combined Earmuffs and Headband (Design)	U.S.	07/555,303	D315,812	totes Isotoner Corp.	Issued 3/26/91
Umbrella Handle Design	U.S.	07/571,431	D316,630	totes Isotoner Corp.	Issued 5/7/91
Umbrella Handle	U.S.	07/578,132	D321,781	totes Isotoner Corp.	Issued 11/26/91
Umbrella Handle	U.S.	07/582,548	D321,428	totes Isotoner Corp.	Issued 11/12/91
Tread for a Glove	U.S.	07/588,314	D321,426	totes Isotoner Corp.	Issued 11/12/91
Footwear Tread Pattern	U.S.	07/609,219	D322,881	totes Isotoner Corp.	Issued 1/7/92
Eyeglasses with rear-view mirror	U.S.	07/464,429	D327,079	totes, Inc.	Issued 6/16/92
Combined telephone list finder, writing instrument and note pad holder	U.S.	07/280,734	D319,262	totes, Inc.	Issued 8/20/91
Pillow Step	U.S.	10/610,672		totes Isotoner Corp.	Filed 7/1/03
Slipper Design	France	966665	966665	totes Isotoner Corp.	Granted 11/27/96
Slippers	France	971622	971622	totes Isotoner Corp.	Granted 3/19/97
Glove Palm Strips	France	994317	559020-559022	totes Isotoner Corp.	Granted 10/29/99
Slipper Sock Tread Design	France	993772	555909-11	totes Isotoner Corp.	Granted 10/1/99
Mule-type Slipper	France	994318	559003-559007	totes Isotoner Corp.	Granted 10/29/99
Tug Boat Slipper	France	994319	559008-559012	totes Isotoner Corp.	Granted 10/29/99
Umbrella Handle Design	France	893987	89 3987	totes, Inc.	Granted 6/16/89
Umbrella Handle Design	France	893655	893655	totes, Inc.	Granted 6/5/89
Umbrella Handle Design	France	893653	893653	totes, Inc.	Granted 6/5/89
Umbrella Handle Design	France	893654	893654	totes, Inc.	Granted 6/5/89
Umbrella Handle Design	France	893984	89 3984	totes, Inc.	Granted 6/16/89
Umbrella Handle Design	France	893173	89 3173	totes, Inc.	Granted 5/12/89
Umbrella Handle Design	France	893656	893656	totes, Inc.	Granted 6/5/89
Umbrella	Great Britain	00301068	EP 1 031 295 B1	totes Isotoner Corp.	Granted 02/4/04
Tread Design For Footwear	Great Britain	2000621	2000621	totes, Inc.	Granted 2/14/90

<b>Title</b>	<b>Country</b>	<b>App. No.</b>	<b>Patent No.</b>	<b>Owner</b>	<b>Status</b>
Tread Design For Footwear	Great Britain	2000623	2000623	totes, Inc.	Granted 2/14/90
Tread Design for Footwear	Great Britain	2013019	2013019	totes, Inc.	Granted 3/2/92
Display Packaging for Umbrellas	Great Britain	2060359	2060359	totes, Inc.	Granted 2/13/97
Umbrella Handle	Japan	2002-023984	1170861	totes Isotoner Corp.	Issued 2/21/03
Tufted Foam Insole and Tufted Footwear	Canada	2454729		totes Isotoner Corp.	Filed 12/31/03
Tufted Foam Insole and Tufted Footwear	Great Britain	0414683.3		totes Isotoner Corp.	Filed 06/30/04

**AMENDED AND RESTATED**  
**PATENT SECURITY AGREEMENT**

AMENDED AND RESTATED PATENT SECURITY AGREEMENT, dated as of September 13, 2004, by totes Isotoner Corporation, an Ohio corporation ("Grantor"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, in its capacity as Agent for Lenders.

**W I T N E S S E T H:**

WHEREAS, pursuant to that certain Amended and Restated Credit Agreement dated as of the date hereof by and among Grantor, the Persons named therein as Credit Parties, Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to make the Loans and to incur Letter of Credit Obligations for the benefit of Borrower and guaranteed by Grantor;

WHEREAS, Grantor previously executed and delivered to Agent, for itself and the ratable benefit of Lenders, that certain Security Agreement dated as September 27, 2003 (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, Grantor previously executed that certain Patent Security Agreement, dated as of September 27, 2003 (the "Prior Patent Security Agreement"), in connection with the Prior Credit Agreement;

WHEREAS, the parties hereto desire to amend and restate the Prior Patent Security Agreement on the terms set forth herein; and

WHEREAS, pursuant to the Security Agreement, Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Patent Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

I. **DEFINED TERMS.** ALL CAPITALIZED TERMS USED BUT NOT OTHERWISE DEFINED HEREIN HAVE THE MEANINGS GIVEN TO THEM IN THE CREDIT AGREEMENT.

II. **GRANT OF SECURITY INTEREST IN PATENT COLLATERAL.** GRANTOR HEREBY GRANTS TO AGENT, ON BEHALF OF ITSELF AND LENDERS, A CONTINUING FIRST PRIORITY SECURITY INTEREST IN ALL OF GRANTOR'S RIGHT, TITLE AND INTEREST IN, TO AND UNDER THE FOLLOWING, WHETHER PRESENTLY EXISTING OR HEREAFTER CREATED OR ACQUIRED (COLLECTIVELY, THE "**PATENT COLLATERAL**"):

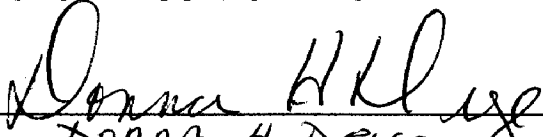
- A. all of its Patents including those referred to on Schedule I hereto;
- B. all reissues, continuations, continuations in part, divisionals or extensions of the foregoing; and
- C. all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement or dilution of any Patent.

III. **SECURITY AGREEMENT.** THE SECURITY INTERESTS GRANTED PURSUANT TO THIS PATENT SECURITY AGREEMENT ARE GRANTED IN CONJUNCTION WITH THE SECURITY INTERESTS GRANTED TO AGENT, ON BEHALF OF ITSELF AND LENDERS, PURSUANT TO THE SECURITY AGREEMENT. GRANTOR HEREBY ACKNOWLEDGES AND AFFIRMS THAT THE RIGHTS AND REMEDIES OF AGENT WITH RESPECT TO THE SECURITY INTEREST IN THE PATENT COLLATERAL MADE AND GRANTED HEREBY ARE MORE FULLY SET FORTH IN THE SECURITY AGREEMENT, THE TERMS AND PROVISIONS OF WHICH ARE INCORPORATED BY REFERENCE HEREIN AS IF FULLY SET FORTH HEREIN.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Patent Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

TOTES ISOTONER CORPORATION

By:   
Name: DONNA H DEYE  
Title: SUP/CEO

ACCEPTED AND ACKNOWLEDGED BY:  
GENERAL ELECTRIC CAPITAL CORPORATION,  
as Agent


By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, Grantor has caused this Patent Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

TOTES ISOTONER CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ACCEPTED AND ACKNOWLEDGED BY:  
GENERAL ELECTRIC CAPITAL CORPORATION,  
as Agent

By:  \_\_\_\_\_  
Name: CHRIS CROSEAU  
Title: DULY AUTHORIZED SIGNATORY - VP

S-1  
Patent Security Agreement

PATENT  
REEL: 015293 FRAME: 0502



# PATENT SECURITY AGREEMENT SCHEDULES

## SCHEDULE I

### I. Patents

A list of patents and patent applications is attached hereto as Annex I-A to this Patent Security Agreement Schedule I.