

04-14-2004



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RE

102720559

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

4.9.04

IP Holdings LLC

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other limited liability company

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 04/05/2004

2. Name and address of receiving party(ies)

Name: Wilmington Trust Company

Internal Address: Rodney Square North

Street Address: 1100 North Market Street

City: Wilmington State: DE Zip: 19890

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76159600; 78258849; 78374589; 76466451; 76466459; 76466450

B. Trademark Registration No.(s) 1206758; 1255032 1217393; 1240430; 1157373; 1154885;

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Allison M. Villafane

Internal Address: Willkie Farr & Gallagher LLP

Street Address: 787 Seventh Avenue

City: New York State: NY Zip: 10019-6099

6. Total number of applications and registrations involved: 47

7. Total fee (37 CFR 3.41) \$ 1190

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

23-2405

DO NOT USE THIS SPACE

9. Signature.

Allison M. Villafane Name of Person Signing

Allison M. Villafane Signature

April 9, 2004 Date

Total number of pages including cover sheet, attachments, and document: 27

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

04/13/2004 6TON11 00000002 232405 76159600

01 FC:8521 40.00 DA 02 FC:8522 1150.00 DA

TRADEMARK REEL: 002944 FRAME: 0187

**Trademark Application No.(s)**

76466456

**Trademark Registration No.(s)**

1197875  
1429009  
1199658  
1378107  
1291227  
1423964  
1385233  
1447357  
1453290  
1354168  
2488422  
2427493  
2427492  
2424031  
2474173  
2458143  
2491235  
2494814  
2525675  
2594799  
2450207  
2754867  
2480934  
2610110  
2652693  
1500609  
2204391  
1960546  
1331004  
1974123  
2575543  
2225525  
2224026  
2522492

## **AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT**

This Amended and Restated Trademark Security Agreement (this "Agreement") is made between IP Holdings LLC, a Delaware limited liability company, having a place of business at 103 Foulk Road, Wilmington, Delaware 19803 ("Grantor") and Wilmington Trust Company, a Delaware banking corporation having a place of business at Rodney Square North, 1100 North Market Street Wilmington, Delaware 19890 ("Secured Party");

WHEREAS, Grantor is the owner of the trademarks and trademark applications and registrations identified on Schedule A attached hereto (collectively the "Trademarks"); and

WHEREAS, Grantor is obligated to Secured Party under the terms of a certain Amended and Restated Indenture, dated as of April 1, 2004, between Grantor and Secured Party (the "Amended and Restated Indenture"), which amends and restates in its entirety the Indenture, dated as of August 20, 2002, by and between the Grantor and the Secured Party;

WHEREAS, this Agreement amends and restates in its entirety the Trademark Security Agreement, dated as of August 20, 2002, by and between the Grantor and the Secured Party, and recorded in the U.S. Patent and Trademark Office on August 28, 2002, at Reel 2570, Frame 0745.

NOW THEREFORE, pursuant to the Amended and Restated Indenture and in order to induce the Secured Party to enter into the Amended and Restated Indenture, Grantor does hereby grant Secured Party a security interest in all Grantor's right, title and interest in and to: (i) the Trademarks, including all applications or registrations therefor and all goodwill pertaining thereto; (ii) all income, royalties, damages and payments now due or payable or which hereafter become due or payable in respect to thereto; (iii) all causes of action (in law or equity) and rights to sue, counterclaim and/or recover for past, present or future infringement of thereof; and (iv) all rights corresponding to the foregoing throughout the world.

Grantor hereby agrees to execute all papers and to perform all other proper acts requested by Secured Party or its successors or assigns to secure to Secured Party or its successors or assigns the rights hereby transferred.

Grantor does hereby acknowledge and affirm that the rights and remedies of Secured Party with respect to the foregoing security interest in the Trademarks made and granted hereby are more fully set forth in the Amended and Restated Indenture, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein, and that this document is subject to the terms and conditions of the Amended and Restated Indenture.

Notwithstanding anything contained herein to the contrary, it is expressly understood and agreed by the parties hereto that (a) this Agreement is executed and delivered by Wilmington Trust Company, not individually or personally but solely as Trustee (the "Trustee"), in the exercise of the powers and authority conferred and vested in it under the Amended and Restated Indenture, (b) each of the representations, undertakings and agreements herein made on the part of the Trustee is made and intended not as personal representations, undertakings and agreements by Wilmington Trust Company but is made and intended for the purpose for binding only the

Assets and (c) under no circumstances shall Wilmington Trust Company be personally liable for the payment of any indebtedness or expenses of the Trustee or be liable for the breach or failure of any obligation, representation, warranty or covenant made or undertaken by the Trustee under this Agreement or the other related documents.

[Signature page follows]



**Schedule A**

**Trademarks and Applications and Registrations Therefor**

**(i) Registrations and Applications of Candie's, Inc.**

<u>Country</u>	<u>Mark</u>	<u>Classes</u>	<u>App.#</u> <u>App. Dt.</u>	<u>Reg.#</u> <u>Reg.Dt</u>
Argentina	CANDIE'S (STYLIZED)	3	2.166.369 7/30/1998	1.760.011 11/ 1/1999
Argentina	CANDIE'S (STYLIZED)	25	2133774 2/26/1998	1.863.393  3/13/2002
Argentina	CANDIE'S (STYLIZED)	9	2.243.721 9/29/1999	1.832.147 6/ 4/2001
Aruba	CANDIE'S (STYLIZED)	3	990416.13 4/16/1999	20341 2/ 8/2000
Australia	CANDIE'S (STYLIZED)	9, 18	806603 9/9/1999	806603 9/9/1999
Bahamas	CANDIE'S (STYLIZED)	3	21588 4/21/1999	21588 11/22/2001
Bahrain	CANDIE'S (STYLIZED)	3	597/99 4/18/1999	25468 4/18/1999
Benelux	CANDIE'S (STYLIZED)	25	627430 11/23/1978	355784 11/23/1978
Bermuda	CANDIE'S (STYLIZED)	3	30640 4/23/1999	30,640 7/10/2000
Bolivia	CANDIE'S (STYLIZED)	25	06139 5/11/1998	
Brazil	CANDIE'S (STYLIZED)	9	821.699.547 10/ 7/1999	
Brazil	CANDIE'S (STYLIZED)	3	820.836.141 8/12/1998	820.836.141 4/3/2001

<u>Country</u>	<u>Mark</u>	<u>Classes</u>	<u>App.#</u> <u>App. Dt.</u>	<u>Reg.#</u> <u>Reg.Dt</u>	
Brazil	CANDIE'S (STYLIZED)	25	820030929 8/22/1997		
British Virgin Islands	CANDIE'S (STYLIZED)	3	3362 5/10/1999	3362 5/10/1999	
Brunei Darussalam	CANDIE'S (STYLIZED)	25	28885 1/22/1998		
Canada	CANDIE'S (STYLIZED)	3	885605 7/24/1998	518,832 10/28/1999	
Canada	CANDIE'S (BLOCK)	3, 8, 9, 11, 14, 20, 21, 25, 26	555917 1/21/1986	TMA 1/ 5/1990	364
Canada	CANDIE'S (STYLIZED)	18, 25	1,028,541 9/ 9/1999		
Chile	CANDIE'S (STYLIZED)	3	428849 10/2/1998	536.398 3/15/1999	
Chile	CANDIE'S (BLOCK)	25	244.639 6/28/1993	413.992 10/ 5/1993	
China (People's Republic of)	CANDIE'S (STYLIZED)	25	9800109583 9/25/1998	1746943 4/14/2002	
China (People's Republic of)	CANDIE'S (STYLIZED)	18	9900114550 9/24/1999	1532896 3/ 7/2001	
Colombia	CANDIE'S (BLOCK)	25	97001972 1/17/1997	230515 7/26/2000	
Czech Republic	CANDIE'S (STYLIZED)	18	00118665 1/20/1997	224,795 1/20/1997	
Czech Republic	CANDIE'S (STYLIZED)	3, 9, 14	147605 10/ 5/1999	230869 2/21/2001	
Dominican Republic	CANDIE'S (STYLIZED)	3	P12.08 (44337) 10/21/1999	0108902 12/15/1999	
European Union	CANDIE'S (STYLIZED)	3, 14, 18, 25	673533 11/12/1997	673533 11/12/1997	

<u>Country</u>	<u>Mark</u>	<u>Classes</u>	<u>App.#</u> <u>App. Dt.</u>	<u>Reg.#</u> <u>Reg.Dt</u>
European Union	CANDIE'S (STYLIZED)	9	1312396 9/17/1999	1312396 9/17/1999
Hong Kong	CANDIE'S (STYLIZED)	25	659/98 1/20/1998	2381/2001 1/20/1998
Hong Kong	CANDIE'S (STYLIZED)	3	12458/99 9/10/1999	12970/2000 9/10/1999
Hong Kong	CANDIE'S (STYLIZED)	9	12459/99 9/10/1999	6252/2000 9/10/1999
Hong Kong	CANDIE'S (STYLIZED)	25	1428/81 8/19/1980	1428/81 8/19/1980
Hong Kong	CANDIE'S (BLOCK)	25	1427/81 8/19/1980	1427/81 8/19/1980
Hungary	CANDIE'S (BLOCK)	25	3/17/1981	122912 10/23/1981
Hungary	CANDIE'S (STYLIZED)	3	M99 9/10/1999	04248 162940 12/12/2000
Indonesia	CANDIE'S (STYLIZED)	25	D97 6/26/1997	12511 414386 4/ 6/1998
Indonesia	CANDIE'S (STYLIZED)	18	D99 9/13/1999	16131 463177 9/13/1999
Israel	CANDIE'S (STYLIZED)	25	118178 2/27/1998	118178 2/27/1998
Israel	CANDIE'S (STYLIZED)	3	120941 7/14/1998	120941 7/14/1998
Israel	CANDIE'S (BLOCK)	25	52851 9/10/1981	52851 12/30/1984
Israel	CANDIE'S (STYLIZED)	18	130733 9/13/1999	130733 9/13/1999
Italy	CANDIE'S (BLOCK)	25	MI98C002013 3/ 3/1998	830250 1/10/2001



<u>Country</u>	<u>Mark</u>	<u>Classes</u>	<u>App.#</u> <u>App. Dt.</u>	<u>Reg.#</u> <u>Reg.Dt</u>
Italy	CANDIE'S (BLOCK)	25	MI2002C005444 5/28/2002	412,504 3/10/1986
Japan	CANDIE'S (STYLIZED)	3	H10-066189 8/ 5/1998	4564334 4/26/2002
Japan	CANDIE'S (BLOCK)	25	61-20983 3/ 5/1986	2664130 5/31/1994
Japan	CANDIE'S WITH KATAKANA	25	62-39206 4/10/1987	2250909 7/30/1990
Japan	CANDIE'S (STYLIZED)	9, 18, 25	11-83482 9/14/1999	4544696 2/22/2002
Kuwait	CANDIE'S (STYLIZED)	3	42916 4/18/1999	39260 4/18/1999
Kuwait	CANDIE'S (BLOCK)	25	43166 5/19/1999	390780 5/19/1999
Lebanon	CANDIE'S (STYLIZED)	3	96-01-0151619 11/ 9/1998	
Macao	CANDIE'S (STYLIZED)	25	003046 1/21/1998	N/003046 7/ 3/1998
Malaysia	CANDIE'S (STYLIZED)	25	96-12835 10/22/1996	
Malaysia	CANDIE'S (STYLIZED)	3	99/08990 9/14/1999	99008990 9/14/1999
Malaysia	CANDIE'S (STYLIZED)	9	99/08989 9/14/1999	99008989 9/14/1999
Mexico	CANDIE'S (STYLIZED)	25	322842 2/17/1998	690270 2/17/1998
Mexico	CANDIE'S (STYLIZED)	3	343669 8/14/1998	591155 10/27/1998

<u>Country</u>	<u>Mark</u>	<u>Classes</u>	<u>App.#</u> <u>App. Dt.</u>	<u>Reg.#</u> <u>Reg.Dt</u>
Mexico	CANDIE'S (STYLIZED)	25	362602 2/ 3/1999	690294 2/ 3/1999
Mexico	CANDIE'S (STYLIZED)	9	374233 5/ 6/1999	690299 5/ 6/1999
Mexico	CANDIE'S (STYLIZED)	18	375654 5/18/1999	
Netherlands Antilles	CANDIE'S (STYLIZED)	3	4/19/1999	2745 8/13/2001
New Zealand	CANDIE'S (STYLIZED)	9	316007 9/ 9/1999	316007 9/ 9/1999
New Zealand	CANDIE'S (STYLIZED)	14	316008 9/ 9/1999	316008 9/ 9/1999
New Zealand	CANDIE'S (STYLIZED)	25	316010 9/ 9/1999	316010 9/ 9/1999
New Zealand	CANDIE'S (STYLIZED)	18	316009 9/ 9/1999	316009 9/ 9/1999
New Zealand	CANDIE'S (BLOCK)	25	133157 6/27/1980	133157 6/27/1980
Norway	CANDIE'S (STYLIZED)	25	9800772 1/27/1998	204519 9/ 7/2000
Oman	CANDIE'S (STYLIZED)	3	21266 11/16/1999	
Panama	CANDIE'S (STYLIZED)	3	098581 1/28/1999	98,581 1/28/1999
Peru	CANDIE'S (STYLIZED)	25	057202 2/19/1998	73664 6/20/2001
Philippines	CANDIE'S (STYLIZED)	3	4-1998-05814 8/ 4/1998	

<u>Country</u>	<u>Mark</u>	<u>Classes</u>	<u>App.#</u> <u>App. Dt.</u>	<u>Reg.#</u> <u>Reg.Dt</u>
Philippines	CANDIE'S (STYLIZED)	25	43019 10/30/1980	
Philippines	CANDIE'S (BLOCK)	25	43932 2/ 6/1981	
Philippines	CANDIE'S (STYLIZED)	9	4-2000-05452 7/ 3/2000	
Poland	CANDIE'S (STYLIZED)	3	Z-207090 9/10/1999	
Qatar	CANDIE'S (STYLIZED)	3	21494 10/10/1999	
Russian Federation	CANDIES	25	122194 5/17/1990	93556 1/28/1991
Saudi Arabia	CANDIE'S (STYLIZED)	25	44202 6/6/1998	504/28 11/3/1999
Saudi Arabia	CANDIE'S (STYLIZED)	3	47366 12/27/1998	546/12 12/27/1998
Saudi Arabia	CANDIE'S (STYLIZED)	18	61109 11/22/1999	594/36 11/ 1/2001
Singapore	CANDIE'S (STYLIZED)	25	6353/97 5/30/1997	T97/06353H 5/30/1997
Singapore	CANDIE'S (STYLIZED)	3	S/7923/98 8/ 6/1998	T98/07923C 8/6/1998
Singapore	CANDIE'S (STYLIZED)	9	T99/10191G 9/15/1999	T99/10191G 9/15/1999
Slovak Republic	CANDIE'S (STYLIZED)	18, 25	POZ 0339-1997 1/30/1997	186734 8/13/1999
South Africa	CANDIE'S (STYLIZED)	25	10/ 3/1980	80/6494 10/ 3/1980

<u>Country</u>	<u>Mark</u>	<u>Classes</u>	<u>App.#</u> <u>App. Dt.</u>	<u>Reg.#</u> <u>Reg.Dt</u>
South Korea	CANDIE'S (STYLIZED)	25	84-14399 9/21/1984	125267 4/22/1986
South Korea	CANDIE'S (STYLIZED)	18	40-1999-35583 9/21/1999	487195 2/ 7/2001
Spain	CANDIE'S (STYLIZED)	25	2.057.367/7 11/12/1996	2.057.367 11/12/1996
Sweden	CANDIE'S (STYLIZED)	25	97-06186 7/ 1/1997	341330 10/20/2000
Switzerland	CANDIE'S (STYLIZED)	25	00297/1998 1/16/1998	452.201 1/16/1998
Taiwan	CANDIE'S (STYLIZED)	25		145325 12/15/1980
Taiwan	CANDIE'S (STYLIZED)	25		146223 1/ 1/1981
Taiwan	CANDIE'S (BLOCK)	25		145324 12/16/1980
Taiwan	CANDIE'S (BLOCK)	25		146222 1/ 1/1981
Turkey	CANDIE'S (STYLIZED)	3, 9, 25	99/17216 10/20/1999	99/017216 10/20/1999
United Arab Emirates	CANDIE'S (STYLIZED)	3	30602 3/31/1999	23551 2/ 5/2000
United Arab Emirates	CANDIE'S (STYLIZED)	25	33464 10/25/1999	24545 10/25/1999
United Kingdom	CANDIE'S (BLOCK)	25	2103900 6/28/1996	2103900 6/28/1996
United Kingdom	CANDIE'S (STYLIZED)	18	2226952 3/23/2000	2226952 3/23/2000
United Kingdom	CRAYONS	25	1112830 4/18/1979	1112830 4/18/1979

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United States	CANDIE'S (STYLIZED)	25	73213391 4/27/1979	1206758 8/31/1982
United States	CANDIE'S (STYLIZED)	3	73335241 11/ 2/1981	1255032 10/25/1983
United States	CANDIE'S (STYLIZED)	9	73335244 11/ 2/1981	1217393 11/23/1982
United States	CANDIE'S (STYLIZED)	25	73335242 11/ 2/1981	1240430 5/31/1983
United States	CANDIE'S (BLOCK)	25	73155005 1/11/1978	1157373 6/ 9/1981
United States	CANDIE'S (STYLIZED)	18, 25	73206403 3/ 7/1979	1154885 5/19/1981
United States	CANDIE'S (BLOCK)	16	73312796 6/ 1/1981	1197875 6/15/1982
United States	CANDIE'S (BLOCK)	7, 9, 11, 20	73554188 8/19/1985	1429009 2/17/1987
United States	CANDIE'S (BLOCK)	25	73306783 4/21/1981	1199658 6/29/1982
United States	CANDIE'S (BLOCK)	18	73541329 6/ 4/1985	1378107 1/14/1986
United States	CANDIE'S (BLOCK)	25	73423155 4/25/1983	1291227 8/21/1994
United States	CRAYONS	25	73479870 5/10/1984	1423964 1/ 6/1987
United States	CRAYONS	18	73479871 5/10/1984	1385233 3/ 4/1986
United States	CRAYONS	11	73632531 11/26/1986	1447357 7/14/1987
United States	CRAYONS	25	73632527 11/26/1986	1453290 8/18/1987

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United States	C (STYLIZED)	25	73379150 8/ 9/1992	1354168 8/13/1985
United States	BODY SLIP	3	75676810 4/ 7/1999	2488422 9/11/2001
United States	MIST YOU BABY	3	75676809 4/ 7/1999	2427493 2/ 6/2001
United States	MOTION POTION	3	75676706 4/ 7/1999	2427492 2/ 6/2001
United States	TAKE A POWDER	3	75677065 4/ 7/1999	2424031 1/23/2001
United States	BAR HOP	3	75676811 4/ 7/1999	2474173 7/31/2001
United States	KEEP YOUR COOL	3	75677063 4/ 7/1999	2458143 6/ 5/2001
United States	LUCKY STIFF	3	75677061 4/ 7/1999	2491235 9/18/2001
United States	CANDIE'S (BLOCK)	14	75704302 5/13/1999	2494814 10/ 2/2001
United States	C & DESIGN	14	75699118 5/ 6/1999	2525675 1/ 1/2002
United States	ANYWHERE DARE	YOU 3	75711558 5/21/1999	2594799 7/16/2002
United States	MANE TRAIN	3	75852027 11/18/1999	2450207 5/ 8/2001
United States	CANDIE'S (BLOCK)	35	76067132 6/ 8/2000	2754867 8/26/2003
United States	C & DESIGN	3, 9, 18, 25	75980656 5/ 6/1999	2480934 8/21/2001

<u>Country</u>	<u>Mark</u>	<u>Classes</u>	<u>App.#</u> <u>App. Dt.</u>	<u>Reg.#</u> <u>Reg.Dt</u>
United States	CANDIE'S (STYLIZED)	9	76159600 11/ 6/2000	
United States	DOWNHILLRAZOR	3	75676704 4/ 7/1999	2610110 8/20/2002
United States	CANDIE'S STREET & Design	25	76301264 8/16/2001	2652693 11/19/2002
United States	CRAYONS	25	78258849 6/5/2003	
United States	LET ME B.	3, 9, 14, 18	78374589 2/26/2004	
Uruguay	CANDIE'S (STYLIZED)	2, 3, 6, 7, 8, 16, 17, 18, 20, 21, 22, 23, 24,25, 26	167453 7/9/1979	236750 4/17/1980
Venezuela	CANDIE'S (STYLIZED)	3	98-014717 8/ 6/1998	
Venezuela	CANDIE'S (BLOCK)	25	12103-97 6/11/1997	
Vietnam	CANDIE'S (STYLIZED)	3, 18, 25	N993613 11/23/1999	36292 11/23/1999
Austria	BONGO	25	AM 7132/95 12/15/1995	165,106 7/11/1996
Benelux	BONGO	25	861,265 12/13/1995	584,467 12/13/1995
Canada	B LOGO	18	1,008,232	

<u>Country</u>	<u>Mark</u>	<u>Classes</u>	<u>App.#</u> <u>App. Dt.</u>	<u>Reg.#</u> <u>Reg.Dt</u>
			3/10/1999	
Denmark	BONGO	25	VA 03,742 1995	VR 04,709 1995
			5/17/1995	7/14/1995
European Union	BONGO	3, 18, 25	26310	26310
			4/1/1996	7/12/1999
European Union	DESIGN (PAIR OF 9, 18, 25 DRUMS)	9, 18, 25	26,369	26,369
			4/1/1996	2/4/1998
Germany	BONGO	25	C 46 879/25 WZ	2,095,060
			5/13/1994	4/20/1995
Greece	BONGO	25	123,897	123,897
			4/12/1995	12/17/1997
Italy	BONGO	25	MI93C 003357	669,321
			5/6/1993	2/6/1996
Japan	BONGO	18	2000-27279	4463484
			3/21/2000	3/30/2001
Japan	BONGO KATAKANA	WITH 25	61827/95	4082591
			6/22/1995	11/14/1997
Mexico	BONGO	25	112,947	
			5/15/1991	
Mexico	BONGO	25	280551	538,047
			11/22/1996	11/28/1996
Mexico	BONGO	18	376237	613168
			5/21/1999	5/21/1999



<u>Country</u>	<u>Mark</u>		<u>Classes</u>	<u>App.#</u> <u>App. Dt.</u>	<u>Reg.#</u> <u>Reg.Dt</u>
Panama	BONGO		25	5/29/1991	053,293 5/29/1991
Panama	BONGO	0	42	090086 5/29/1991	
Panama	BONGO	0	3	090087 9/19/1997	
Panama	BONGO		18	090088 9/19/1997	
Panama	BONGO		9	090089 9/19/1997	090089 9/19/1997
Panama	BONGO		14	090092 9/19/1997	
Panama	BONGO		25	070,212 3/17/1994	70212 3/17/1994
Panama	BONGO BY MONTESANO	GENE	25	090091 9/19/1997	090091 9/19/1997
Poland	BONGO		25	Z 140,785 11/30/1994	96,131 6/11/1997
Portugal	BONGO		25	311402 7/13/1995	311,402 5/23/1997
Spain	BONGO		25	335,254 6/12/1958	335,254 2/18/1959
Sweden	BONGO		25	95-05805	309,778

<u>Country</u>	<u>Mark</u>	<u>Classes</u>	<u>App.#</u> <u>App. Dt.</u>	<u>Reg.#</u> <u>Reg.Dt</u>
			5/15/1995	3/8/1996
Switzerland	BONGO	25	8498/1995.9	43 1119
			6/27/1995	6/27/1995
United Kingdom	B BONGO	25	1353303	B1,353,303
			7/29/1988	7/29/1988
United Kingdom	BONGO	25	1,573,687	1,573,687
			5/31/1994	5/31/1994
United States	B BONGO & DESIGN	25	73696818	1500609
			11/23/1987	8/16/1988
United States	BONGO	18	75217000	2204391
			12/23/1996	11/17/1998
United States	BONGO	18	74684172	1960546
			6/ 5/1995	3/ 5/1996
United States	BONGO	25	73488887	1331004
			7/ 9/1984	4/16/1985
United States	BONGO	25	74507927	1974123
			4/ 1/1994	5/14/1996
United States	BONGO	9	76140442	2575543
			10/ 5/2000	6/ 4/2002
United States	BONGO AN AMERICAN CLASSIC	25	75389219	2225525
			11/13/1997	2/23/1999
United States	BONGO BLUE JEANS ALWAYS AMERICA'S FAVORITES	25	75389220	2224026
			11/13/1997	2/16/1999

<u>Country</u>	<u>Mark</u>	<u>Classes</u>	<u>App.#</u> <u>App. Dt.</u>	<u>Reg.#</u> <u>Reg.Dt</u>
United States	LET ME B.	25	76244172 4/23/2001	2522492 12/25/2001
United States	BONGO	3	76466451 11/13/2002	
United States	BONGO	9	76466459 11/13/2002	
United States	BONGO	14	76466450 11/13/2002	
United States	BONGO	25	76466456 11/13/2002	

**(ii) Registrations and Applications of Michael Caruso & Co., Inc.**

<b>Country</b>	<b>Mark</b>	<b>Classes</b>	<b>App. App. Dt</b>	<b>#</b>	<b>Reg. Reg. Dt</b>	<b>#</b>
Argentina	BONGO	25	1,931,009		1,796,665	
					6/15/2000	
Argentina	BONGO BONGO	25	1,697,877		1,400,823	
			7/27/1989		7/31/1992	
Aruba	BONGO	3, 9, 14, 18	990705.13		20323	
			7/5/1999		1/28/2000	
Australia	BONGO	25	751023		751023	
			12/12/1997		12/12/1997	
Azerbaijan	BONGO	25	97.2766/3		990265	
			1/6/1997		2/23/1999	
Bahamas	BONGO	25	17,564		17,564	
			7/31/1995		7/31/1995	
Bahrain	BONGO	25	1450/95		10/25/1995	
			10/25/1995			
Barbados	BONGO	25	P.3074		81/10662	
			10/1/1996		1/17/2000	
Belarus	BONGO	25	970013		10052	
			1/8/1997		1/8/1997	
Belize	B BONGO	25	6987		6987	
			6/9/1994		7/9/1994	
Bolivia	BONGO	25	3/27/1993		C-64183	
					6/13/1997	
British Virgin Islands	BONGO	3, 9, 14, 18, 25			3404	
					12/21/1999	
China (People's Republic Of)	BONGO	25	94056133		1077106	
			6/15/1994		8/14/1997	
Colombia	BONGO	25	96-060043		264 087	
			11/14/1996		12/27/2002	

<u>Country</u>	<u>Mark</u>	<u>Classes</u>	<u>App. App. Dt</u>	<u>#</u>	<u>Reg. Reg. Dt</u>	<u>#</u>
Colombia	BONGO	25	93384403 4/29/1993			
Costa Rica	BONGO	25	101,191 4/19/1993		99,853 10/23/1997	
Czech Republic	BONGO	25	96,853 2/1/1995		190,806 5/21/1996	
Dominican Republic	BONGO	25	44564 11/26/1996		88,168 11/26/1996	
Ecuador	BONGO	25	37,849 3/18/1993		DNPI1422- 94MICIN 7/13/1994	
Egypt	BONGO	25	99613 1/2/1996		99613 1/2/1996	
El Salvador	BONGO	25	1118-94 3/ 7/1994		100 BOOK 52 4/17/1997	
Estonia	BONGO	25	9501365 6/26/1995		22284 2/7/1997	
Georgia	BONGO	25	011596/03 1/8/1997		8171 1/29/1998	
Guatemala	BONGO	25	N-10011-7 1/12/1997		009592 3/17/1999	
Guatemala	BONGO	25			58527/396/128 8/25/1989	
Guyana	BONGO	25	15873C 3/14/1997		15873C	
Hong Kong	BONGO	25	4522/94 4/25/1994		7819/95 4/25/1994	
Iceland	BONGO	25	550/1996 5/ 3/1996		1047/1996 9/26/1996	
India	BONGO	25	724163			

<u>Country</u>	<u>Mark</u>	<u>Classes</u>	<u>App. App. Dt</u>	<u>#</u>	<u>Reg. Reg. Dt</u>	<u>#</u>
			5/8/1996			
Indonesia	BONGO	25	D95 8/14/1995	14419	360018 5/30/1996	
Indonesia	BONGO	18	196597 7/30/1985		357,601 4/9/1996	
Indonesia	BONGO AND DESIGN	25	196597 7/30/1985		357,602 4/9/1996	
Israel	BONGO	25	91380 2/24/1994		91380 12/3/1995	
Jamaica	BONGO	25	25/1736 7/2/1996		30,138 7/2/1996	
Kazakhstan	BONGO	25	9461 1/5/1997		9785 11/30/1999	
Kuwait	BONGO	25	31,958 9/27/1995		28778 9/27/1995	
Kuwait	BONGO	25	35834 2/24/1997		33607 2/24/1997	
Latvia	BONGO	25	M-95-1048 6/27/1995		M 38174 8/20/1997	
Lebanon	BONGO	25	806/402,503 10/ 4/1995		67049 10/4/1995	
Lithuania	BONGO	25	95-1777 6/27/1995		27787 5/15/1998	
Macao	BONGO	25	15359 10/24/1995		15359 6/ 6/1997	
Malaysia	BONGO	25	94/10317 11/9/1994			
orocco	BONGO	25	9/22/1995		57,542 9/22/1995	

<u>Country</u>	<u>Mark</u>	<u>Classes</u>	<u>App. App. Dt</u>	<u>#</u>	<u>Reg. Reg. Dt</u>	<u>#</u>
New Zealand	BONGO	25	12/ 4/1989		198,053 12/ 4/1989	
New Zealand	BONGO	25			174,394 8/26/1987	
Nicaragua	BONGO	25	4956 5/28/1993		32,491 11/18/1996	C.C.
Nicaragua	BONGO	25	96-04176 11/27/1996		34,478 6/10/1997	C.C.
Oman	BONGO	25	12,918 1/27/1996		12918 12/29/2002	
Paraguay	BONGO	25	94/4105 3/15/1994		176,662 5/10/1995	
Peru	BONGO	25	247,389 7/22/1994		022162 11/14/1995	
Qatar	BONGO	25	14507 1/22/1996		14507 3/26/2003	
Russian Federation	BONGO	25	95700548 1/17/1995		140,061 3/29/1996	
Saudi Arabia	BONGO	25	28236 2/4/1995		366/50 2/4/1995	
Slovak Republic	BONGO	25	POZ-2647-95 9/20/1995		182609 10/15/1998	
South Korea	BONGO	25	94-27215 7/8/1994		322,902 9/25/1995	
South Korea	BONGO	25	96-52593 11/26/1996		394513 2/5/1998	
Suriname	BONGO	25	15846 10/17/1997		15846 10/17/1997	
Taiwan	BONGO	25	85060291 11/27/1996		859973 7/16/1999	
Tangier Zone	BONGO	25	10,633 9/15/1995		10,633 9/15/1995	

<u>Country</u>	<u>Mark</u>	<u>Classes</u>	<u>App. App. Dt</u>	<u>#</u>	<u>Reg. Reg. Dt</u>	<u>#</u>
Trinidad And Tobago	BONGO	25	22914 7/19/1994		22914 7/5/1995	
Turks And Caicos Islands	BONGO	25	11,319 6/20/1996		11,319 6/20/1996	
Ukraine	BONGO	25	94124262/T 12/13/1994		12790 7/19/1999	
United Arab Emirates	BONGO	25	17,684 8/ 7/1996		17,247 7/30/1998	
Uruguay	BONGO	25	271,422 7/19/1994		271,422 3/21/1996	
Venezuela	BONGO	25	8,307-93 5/12/1993		P-178445 7/10/1995	
Vietnam	BONGO	25	NH2012/96 11/15/1996		26296 11/15/1996	

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