

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Totes Isotoner Holdings, Corp.		01/31/2007	CORPORATION: DELAWARE
Totes Holdings, Inc.		01/31/2007	CORPORATION: DELAWARE
Totes Isotoner Corporation		01/31/2007	CORPORATION: OHIO

**RECEIVING PARTY DATA**

<b>Name:</b>	Credit Suisse Cayman Islands Branch
<b>Street Address:</b>	One Madison Avenue
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10010
<b>Entity Type:</b>	Cayman Islands branch of a Swiss bank: SWITZERLAND

**PROPERTY NUMBERS Total: 163**

Property Type	Number	Word Mark
Registration Number:	0979477	ARIS
Registration Number:	2070171	AUTO CLUB
Registration Number:	2446972	BACKPACK UMBRELLA
Registration Number:	2743428	BASICS BY ISOTONER
Registration Number:	1462915	CASHMELLE
Registration Number:	1329582	CHROMATICS
Registration Number:	1569859	CHROMATICS
Registration Number:	3127553	CLIP IT BACKPACK UMBRELLA
Registration Number:	2931969	CLIP N' GO 'BRELLA
Registration Number:	2311054	COLORCOVERS
Registration Number:	2272054	CONTOURS BY ISOTONER
Registration Number:	2489056	CYBRRRR

CH \$4090.00 0979477

Registration Number:	2489408	CYBRRRR
Registration Number:	2472457	CYBRRRR
Registration Number:	1192171	
Registration Number:	1423962	
Registration Number:	1386797	
Registration Number:	1485320	
Registration Number:	1468411	
Registration Number:	2787756	
Registration Number:	2159693	
Registration Number:	2809531	EXCURSIONS BY ISOTONER
Registration Number:	1502032	EYE SCREENS
Registration Number:	2378137	EYE SCREENS TRENDS
Registration Number:	1673884	GATOR GRIPS
Registration Number:	2441634	GLOVEBOX
Registration Number:	2418478	HIDEAWAY
Registration Number:	2541545	HIP CLIP
Registration Number:	2579495	IMAGES BY TOTES
Registration Number:	2724791	IMAGES BY TOTES
Registration Number:	2729639	IMAGES BY TOTES
Registration Number:	2729640	IMAGES BY TOTES
Registration Number:	2729641	IMAGES BY TOTES
Registration Number:	2735105	IMAGES BY TOTES
Registration Number:	2729642	IMAGES BY TOTES
Registration Number:	2809515	IMPRESSIONS FROM ISOTONER
Registration Number:	0909643	ISOTONER
Registration Number:	1249912	ISOTONER
Registration Number:	1263689	ISOTONER
Registration Number:	1473314	ISOTONER
Registration Number:	1807666	ISOTONER
Registration Number:	2695176	ISOTONER
Registration Number:	2918156	ISOTONER ERGO CASUAL
Registration Number:	0885094	ISOTONER GLOVES
Registration Number:	2996026	ISOTONER ISOFLEX
Registration Number:	3152260	ISOTONER LUXE
Registration Number:	2805917	ISOTONER PILLOWSTEP

Registration Number:	2589910	ISOTONER SPORTS CLUB
Registration Number:	2667098	ISOTONER TOO!
Registration Number:	3014038	JUST CLIP
Registration Number:	2300733	KID SCREENS
Registration Number:	3116708	MICRO MINI
Registration Number:	2885285	MICRON
Registration Number:	2902490	MY FIRST UMBRELLA
Registration Number:	2189912	NIGHTLIGHTER
Registration Number:	2416835	POCKET WONDER
Registration Number:	2525861	POPTOP
Registration Number:	1847742	RAIN ROLLS RIGHT OFF
Registration Number:	2044998	RAINDROPS
Registration Number:	2285124	RAINES
Registration Number:	2658041	RAINESPORT
Registration Number:	2201820	SECRET SOLE
Registration Number:	2902305	SENSATIONS BY ISOTONER
Registration Number:	3017836	SENSATIONS BY ISOTONER
Registration Number:	1870559	SMALL WONDER
Registration Number:	1575115	SNUGGLESOX
Registration Number:	2402629	SPLASH FLASH
Registration Number:	2430680	SPLASHFLASH
Registration Number:	2580205	STORMBEATER
Registration Number:	3014191	STRETCH LEATHERS
Registration Number:	2566159	SUNDROPS
Registration Number:	1702255	SUNGLASS STATION
Registration Number:	3092553	SUNGUARD
Registration Number:	3023756	SUNGUARD
Registration Number:	1532175	SUPER GRIP
Registration Number:	2737765	SUPERDOME
Registration Number:	1889285	THE BIG TOP
Registration Number:	2586343	THE GO-ANYWHERE UMBRELLA
Registration Number:	2422261	THE LEATHER GLOVE WITH THE SPANDEX FIT
Registration Number:	1620085	TOASTIES
Registration Number:	0925164	TOTES
Registration Number:	1061743	TOTES

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Registration Number:	2700819	TOTES
Registration Number:	2700820	TOTES
Registration Number:	2784567	TOTES
Registration Number:	2716370	TOTES
Registration Number:	0524181	TOTES
Registration Number:	2890438	TOTES . . . WE'VE GOT YOU COVERED
Registration Number:	0983116	TOTES COAT
Registration Number:	2856900	TOTES ELEMENTS
Registration Number:	2385152	TOTES KIDS
Registration Number:	2445056	TOTES KIDS
Registration Number:	2460079	TOTES SIGNATURE
Registration Number:	2305847	TOTES SPORT

Registration Number:	1510241	TOTES TOASTIES
Registration Number:	1666245	TOTES TOASTIES
Registration Number:	2181473	TOTESPORT
Registration Number:	2945301	TOTESPORT
Registration Number:	1419302	ULTRA-THERM
Registration Number:	2044588	WEATHER PROTECTORS BY TOTES
Registration Number:	2592204	WEATHER READY
Registration Number:	2454065	WEATHER READY
Registration Number:	1199644	WEATHERSHED
Registration Number:	2419969	WINDMASTER
Registration Number:	2289243	WONDER LIGHT
Registration Number:	2931936	YOU HAVE TO WEAR THEM TO BELIEVE THEM!
Registration Number:	2866912	YOU HAVE TO WEAR THEM TO BELIEVE THEM!
Registration Number:	1783019	SUNGLASS WORLD
Registration Number:	2980105	
Registration Number:	2480999	ONE SIZE LEATHERS
Registration Number:	2273181	RAINES
Registration Number:	2060154	SUPERTREADS
Registration Number:	2386503	A TREAT FOR YOUR FEET
Registration Number:	1336835	COMMUTER
Registration Number:	2313733	EYE SCREENS CLASSICS
Registration Number:	1400332	HENRYSON
Registration Number:	2349044	ISOSPORT
Registration Number:	2330264	ISOTONER GO ANYWHERE
Registration Number:	2335015	ISOTONER IMPRESSIONS
Registration Number:	0815920	RAIN-TOTE
Registration Number:	0942851	TOTES
Registration Number:	1313581	TOTES
Registration Number:	2337638	TOTES PACK-IT
Registration Number:	1992152	WATERCOLORS
Registration Number:	2333702	WEATHER PROTECTORS BY TOTES
Registration Number:	2331921	YOUR FOOT...YOUR FIT
Registration Number:	3182144	TOTES
Registration Number:	3180666	WARM YOUR WINTER
Serial Number:	74176977	ESNY

Serial Number:	76622728	ES NY
Serial Number:	78920899	SUNGLASS STATION & MORE
Serial Number:	78598846	ISO
Serial Number:	78598859	ISO
Serial Number:	78624170	MINICLIP
Serial Number:	78305156	GRIPSTER
Serial Number:	78807580	ISO-FORME
Serial Number:	78826019	LIGHT N GO BRELLA
Serial Number:	78806562	MEMORYSTEP
Serial Number:	78623269	TRAVELER BY TOTES
Serial Number:	78713467	ISOTONER COMFORT CLUB SLIPPERS

**CORRESPONDENCE DATA**

Fax Number: (917)777-2517  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-735-2517  
Email: oepstein@skadden.com  
Correspondent Name: Oren Epstein  
Address Line 1: 4 Times Square  
Address Line 2: 30-112  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	217730/2034
NAME OF SUBMITTER:	Oren Epstein
Signature:	/oe/
Date:	03/15/2007

**Total Attachments: 29**

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## TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT, dated as of January 31, 2007 (as amended, amended and restated, supplemented or otherwise modified from time to time in accordance with the provisions hereof, this "Trademark Security Agreement") among TOTES ISOTONER HOLDINGS, CORP., a Delaware corporation ("Parent"), TOTES HOLDINGS, INC., a Delaware corporation ("Holdings"), TOTES ISOTONER CORPORATION, an Ohio corporation, formerly known as Totes, Inc. (the "Borrower"), and the Guarantors from time to time party hereto (the "Guarantors"), as pledgors, assignors and debtors (the Borrower, Parent and Holdings, together with the Guarantors, in such capacities and together with any successors in such capacities, the "Pledgors," and each, a "Pledgor"), in favor of CREDIT SUISSE CAYMAN ISLANDS BRANCH, in its capacity as collateral agent pursuant to the Credit Agreement (as hereinafter defined), as pledgee, assignee and secured party (in such capacities and together with any successors in such capacities, the "Collateral Agent"). Terms defined in the Credit Agreement or the Security Agreement (as each are hereinafter defined) and not otherwise defined herein are used herein as defined in the Credit Agreement or the Security Agreement (as each are hereinafter defined), as applicable;

WHEREAS, the Borrower, Parent, Holdings, the Guarantors, Credit Suisse, acting through its Cayman Islands Branch, as administrative agent (the "Administrative Agent"), the Collateral Agent and the lending institutions listed therein (the "Lenders") have, in connection with the execution and delivery of the Security Agreement, entered into that certain credit agreement, dated as of January 31, 2007 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement");

WHEREAS, the Lenders have entered into that certain Intercreditor Agreement dated as of the date hereof by and among Parent, Holdings, the Borrower, the subsidiary guarantors party thereto, and the Administrative Agent, amongst others, (as amended, restated, supplemented or otherwise modified from time to time, the "Intercreditor Agreement")

WHEREAS, the Pledgors are party to a Security Agreement of even date herewith (as amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

WHEREAS, under the terms of the Security Agreement, as collateral security for the payment in full of all the Secured Obligations, each Pledgor pledged and granted to the Collateral Agent for the benefit of the Secured Parties, a lien on and security interest in all of the



right, title and interest of such Pledgor in, to and under certain property, including the Intellectual Property Collateral.

NOW THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Pledgor hereby agrees as follows:

SECTION 1. Grant of Security. As collateral security for the payment in full of all the Secured Obligations, each Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties, a lien on and security interest in all of the right, title and interest of such Pledgor in, to and under all of the following Collateral now owned or at any time hereafter acquired by such Pledgor or in which such Pledgor now has or at any time in the future may acquire any right, title or interest (other than (i) any Trademark applications filed in the United States Patent and Trademark Office on the basis of such Grantor's "intent-to-use" such trademark, unless and until acceptable evidence of use of the Trademark has been filed with the United States Patent and Trademark Office pursuant to Section 1(c) or Section 1(d) of the Lanham Act (15 U.S.C. 1051, et seq.), (x) except to the extent there is a change in law such that granting a lien in such Trademark application prior to such filing would not adversely affect the enforceability or validity of such Trademark application; and (y) provided that any such Trademark applications shall automatically be included in the Collateral upon the filing of acceptable evidence of use of such Trademark, and (ii) any Intellectual Property, including without limitation, intent-to-use trademark applications as provided in (i) above, for which the creation by a Pledgor of a security interest therein is prohibited without the consent of a third party (to the extent such consent is not obtained or by law (other than to the extent that any restriction on such assignment would be rendered ineffective pursuant to Sections 9-406, 9-407, 9-408 or 9-409 of the UCC (or any successor provision or provisions) or any relevant jurisdiction or any other applicable law)) (collectively, the "Trademark Collateral"):

(a) all U.S. and foreign trademarks (including service marks), slogans, logos, certification marks, trade dress, uniform resource locations (URL's), domain names, corporate names, trade names and other source or business identifiers, whether registered or unregistered, owned by or assigned to such Pledgor and all registrations and applications for the foregoing (whether statutory or common law and whether established or registered in the United States or any other country or any political subdivision thereof), including but not limited to the trademarks and applications for any of the foregoing listed in Schedule A hereto, together with any and all (i) rights and privileges arising under applicable law with respect to such Pledgor's use of any trademarks, (ii) reissues, continuations, extensions and renewals thereof and amendments thereto, (iii) proceeds thereof, including, without limitation, all income, fees, royalties, damages and payments now and hereafter due and/or payable thereunder and with respect thereto, including damages, claims and payments for past, present or future infringements, dilution or other violation thereof, (iv) rights corresponding thereto throughout the world and (v) rights to sue for past, present and future infringements, dilution or other violation thereof;

(b) all Intellectual Property Licenses of such Pledgor relating to any trademarks or service marks; and

(c) to the extent not covered by the foregoing, (i) all Proceeds and products of each of the foregoing and all accessions to, substitutions and replacements for, and rents, profits and products of, each of the foregoing, and, except as otherwise provided in the Credit Agreement, any and all Proceeds of any insurance, indemnity, warranty or guaranty payable to such Pledgor from time to time with respect to any of the foregoing, and (ii) the goodwill connected with such Pledgor's business including all goodwill connected with the use of and symbolized by any of the foregoing in which such Pledgor has any interest.

SECTION 2. Security for Obligations. The grant of a lien on and security interest in, the Trademark Collateral by each Pledgor under this Trademark Security Agreement secures the payment in full and performance of all the Secured Obligations of such Pledgor now or hereafter existing under or in respect of the Loan Documents.

SECTION 3. Recordation. Each Pledgor authorizes and requests that the Commissioner of Trademarks and any other applicable government officer record this Trademark Security Agreement in the United States Patent and Trademark Office, or other applicable government office or registrar.

SECTION 4. Execution in Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

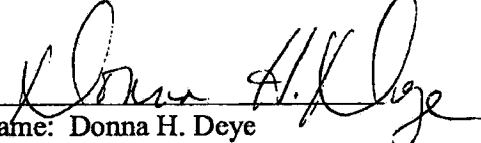
SECTION 5. Grants, Rights and Remedies. This Trademark Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each Pledgor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

SECTION 6. Termination. When all the Secured Obligations have been paid in full and the Commitments of the Lenders to make any Loan or to issue any Letter of Credit under the Credit Agreement shall have expired or been sooner terminated and all Letters of Credit have been terminated or cash collateralized in accordance with the provisions of the Credit Agreement and the Intercreditor Agreement, this Agreement shall terminate. Upon termination of this Agreement the Trademark Collateral shall be released from lien and security interest pledged and granted herein.

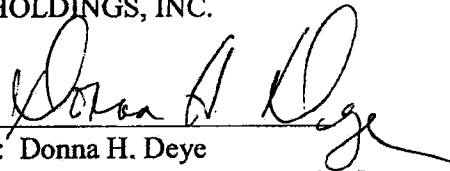
SECTION 7. Governing Law. This Trademark Security Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be duly executed and delivered by their duly authorized officers as of the date first above written.

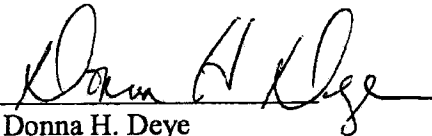
TOTES ISOTONER HOLDINGS CORP.

By:   
Name: Donna H. Deye  
Title: Senior Vice President, Chief  
Financial Officer and Secretary

TOTES HOLDINGS, INC.

By:   
Name: Donna H. Deye  
Title: Senior Vice President, Chief  
Financial Officer and Secretary

TOTES ISOTONER CORPORATION

By:   
Name: Donna H. Deye  
Title: Senior Vice President, Chief  
Financial Officer and Secretary

**Schedule A to Trademark Security Agreement**

**Schedule 12(a)**

**Patents and Trademarks**

**UNITED STATES PATENTS:**

**Registrations:**

<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>DESCRIPTION</b>
totes Isotoner Corp.	6164304	Umbrella
totes Isotoner Corp.	D473708	Umbrella Handle
totes Isotoner Corp.	D485056	Umbrella Handle
totes Isotoner Corp.	D378320	Moccasin Vamp
totes Isotoner Corp.	D379710	Umbrella Handle
totes Isotoner Corp.	D398145	Sandal Insert
totes Isotoner Corp.	D369238	Umbrella Case Design
totes Isotoner Corp.	D369462	Umbrella Handle Design
totes Isotoner Corp.	D374545	Neck Wrap
totes Isotoner Corp.	D384491	Overshoe Upper Design
totes Isotoner Corp.	D375616	Footwear Tread Design
totes Isotoner Corp.	D370775	Umbrella Handle Design
totes Isotoner Corp.	D394539	Overshoe Upper
totes Isotoner Corp.	D404156	Combined Umbrella Handle and Flashlight
totes Isotoner Corp.	D415299	Combined Flashlight and Umbrella Handle
totes Isotoner Corp.	D430726	Umbrella Handle with Flashlight (Children's version)
totes Isotoner Corp.	D491349	Umbrella Handle
totes Isotoner Corp.	7010870	Tufted foam insole and tufted footwear (disclosed as Pillow Step)

totes, Inc.\*

5373283

Alarm system for a card holder

Applications:

<u>OWNER</u>	<u>APPLICATION NUMBER</u>	<u>DESCRIPTION</u>
totes Isotoner Corp.	29/267118	Umbrella Handle
totes Isotoner Corp.	29/267129	Umbrella Handle

Licenses: None.

**OTHER PATENTS:**

Registrations:

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>COUNTRY/STATE</u>	<u>DESCRIPTION</u>
totes Isotoner Corp.	966665	France	Slipper Design
totes Isotoner Corp.	559020-559022	France	Glove Palm Strips
totes Isotoner Corp.	555909-11	France	Slipper Sock Tread Design
totes Isotoner Corp.	559003-559007	France	Mule-tupe Slipper
totes Isotoner Corp.	559008-559012	France	Tug Boat Slipper
totes Inc.*	893987	France	Umbrella Handle Design
totes Inc.*	893655	France	Umbrella Handle Design
totes Inc.*	893653	France	Umbrella Handle Design
totes Inc.*	893654	France	Umbrella Handle Design
totes Inc.*	89 3984	France	Umbrella Handle Design
totes Inc.*	89 3173	France	Umbrella Handle Design
totes Inc.*	893656	France	Umbrella Handle Design
totes Isotoner Corp.	EP 1031295	Great Britain (European Patent)	Umbrella

\* Title to be updated as required under Section 6.5 of the Security Agreement.

totes Isotoner Corp.	2000621	Great Britain	Tread Design For Footwear
totes Isotoner Corp.	2000623	Great Britain	Tread Design For Footwear
totes Isotoner Corp.	2060359	Great Britain	Display Packaging for Umbrellas
totes Isotoner Corp.	1170861	Japan	Umbrella Handle
Display System Fabrications Limited; totes Isotoner UK Ltd.	2367743	Great Britain	Article display device

Applications:

<u>OWNER</u>	<u>APPLICATION NUMBER</u>	<u>COUNTRY/STATE</u>	<u>DESCRIPTION</u>
totes Isotoner Corp.	2454729	Canada	TUFTED FOAM INSOLE AND TUFTED FOOTWEAR
totes Isotoner Corp.	0414683.3	Great Britain	TUFTED FOAM INSOLE AND TUFTED FOOTWEAR
totes Isotoner UK Ltd.	200215660	Great Britain	RIGID CASE FOR AN UMBRELLA

Licenses: None.

**UNITED STATES TRADEMARKS:**

Registrations:

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>TRADEMARK</u>
totes Isotoner Corp.	0979477	ARIS
totes Isotoner Corp.	2070171	AUTO CLUB
totes Isotoner Corp.	2446972	BACKPACK UMBRELLA
totes Isotoner Corp.	2743428	BASICS BY ISOTONER
totes Isotoner Corp.	1462915	CASHMELLE
totes Isotoner Corp.	1329582	CHROMATICS
totes Isotoner Corp.	1569859	CHROMATICS
totes Isotoner Corp.	3127553	CLIP IT BACKPACK UMBRELLA



<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>TRADEMARK</b>
totes Isotoner Corp.	2931969	CLIP N' Go 'BRELLA
totes Isotoner Corp.	2311054	COLORCOVERS
totes Isotoner Corp.	2272054	CONTOURS BY ISOTONER
totes Isotoner Corp.	2489056	CYBRRRR
totes Isotoner Corp.	2489408	CYBRRRR
totes Isotoner Corp.	2472457	CYBRRRR
totes Isotoner Corp.	1192171	DESIGN ONLY
totes Isotoner Corp.	1423962	DESIGN ONLY
totes Isotoner Corp.	1386797	DESIGN ONLY
totes Isotoner Corp.	1485320	DESIGN ONLY
totes Isotoner Corp.	1468411	DESIGN ONLY
totes Isotoner Corp.	2787756	DESIGN ONLY
totes Isotoner Corp.	2159693	DESIGN ONLY
E.S. Originals, Inc. *	74176977	ESNY
E.S. Originals, Inc. *	76622728	ESNY & FLOWER
totes Isotoner Corp.	2809531	EXCURSIONS BY ISOTONER
totes Isotoner Corp.	1502032	EYE SCREENS
totes Isotoner Corp.	2378137	EYE SCREENS TRENDS
totes Isotoner Corp.	1673884	GATOR GRIPS
totes Isotoner Corp.	2441634	GLOVEBOX
totes Isotoner Corp.	2418478	HIDEAWAY
totes Isotoner Corp.	2541545	HIP CLIP
Totes Isotoner Corp.	2579495	IMAGES BY TOTES
totes Isotoner Corp.	2724791	IMAGES BY TOTES
totes Isotoner Corp.	2729639	IMAGES BY TOTES
totes Isotoner Corp.	2729640	IMAGES BY TOTES

<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>TRADEMARK</b>
totes Isotoner Corp.	2729641	IMAGES BY TOTES
totes Isotoner Corp.	2735105	IMAGES BY TOTES
totes Isotoner Corp.	2729642	IMAGES BY TOTES
totes Isotoner Corp.	2809515	IMPRESSIONS FROM ISOTONER
totes Isotoner Corp.	0909643	ISOTONER
totes Isotoner Corp.	1249912	ISOTONER
totes Isotoner Corp.	1263689	ISOTONER
totes Isotoner Corp.	1473314	ISOTONER
totes Isotoner Corp.	1807666	ISOTONER
totes Isotoner Corp.	2695176	ISOTONER
totes Isotoner Corp.	2918156	ISOTONER ERGO CASUAL
totes Isotoner Corp.	0885094	ISOTONER GLOVES
totes Isotoner Corp.	2996026	ISOTONER ISOFLEX
totes Isotoner Corp.	3152260	ISOTONER LUXE
totes Isotoner Corp.	2805917	ISOTONER PILLOWSTEP
totes Isotoner Corp.	2589910	ISOTONER SPORTS CLUB
totes Isotoner Corp.	2667098	ISOTONER TOO!
totes Isotoner Corp.	3014038	JUST CLIP
totes Isotoner Corp.	2300733	KID SCREENS
totes Isotoner Corp.	3116708	MICRO MINI
totes Isotoner Corp.	2885285	MICRON
totes Isotoner Corp.	2902490	MY FIRST UMBRELLA
totes Isotoner Corp.	2189912	NIGHTLIGHTER
totes Isotoner Corp.	2416835	POCKET WONDER
totes Isotoner Corp.	2525861	POPTOP
totes Isotoner Corp.	1847742	RAIN ROLLS RIGHT OFF

<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>TRADEMARK</b>
totes Isotoner Corp.	2044998	RAINDROPS
totes Isotoner Corp.	2285124	RAINES
totes Isotoner Corp.	2658041	RAINESPORT
totes Isotoner Corp.	2201820	SECRET SOLE
totes Isotoner Corp.	2902305	SENSATIONS BY ISOTONER
totes Isotoner Corp.	3017836	SENSATIONS BY ISOTONER
totes Isotoner Corp.	1870559	SMALL WONDER
totes Isotoner Corp.	1575115	SNUGGLESOX
totes Isotoner Corp.	2402629	SPLASH FLASH
totes Isotoner Corp.	2430680	SPLASHFLASH
totes Isotoner Corp.	2580205	STORMBEATER
totes Isotoner Corp.	3014191	STRETCH LEATHERS
totes Isotoner Corp.	2566159	SUNDROPS
totes Isotoner Corp.	1702255	SUNGLASS STATION
totes Isotoner Corp.	3092553	SUNGUARD
totes Isotoner Corp.	3023756	SUNGUARD
totes Isotoner Corp.	1532175	SUPER GRIP
totes Isotoner Corp.	2737765	SUPERDOME
totes Isotoner Corp.	1889285	THE BIG TOP
totes Isotoner Corp.	2586343	THE GO-ANYWHERE UMBRELLA
totes Isotoner Corp.	2422261	THE LEATHER GLOVE WITH THE SPANDEX FIT
totes Isotoner Corp.	1620085	TOASTIES
totes Isotoner Corp.	0925164	TOTES
totes Isotoner Corp.	1061743	TOTES
totes Isotoner Corp.	1081141	TOTES
totes Isotoner Corp.	1138767	TOTES

<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>TRADEMARK</b>
totes Isotoner Corp.	1154884	TOTES
totes Isotoner Corp.	1149822	TOTES
totes Isotoner Corp.	1315771	TOTES
totes Isotoner Corp.	1309481	TOTES
totes Isotoner Corp.	1327159	TOTES
totes Isotoner Corp.	1326980	TOTES
totes Isotoner Corp.	1375994	TOTES
totes Isotoner Corp.	1354368	TOTES
totes Isotoner Corp.	1525716	TOTES
totes Isotoner Corp.	1530893	TOTES
totes Isotoner Corp.	1528120	TOTES
totes Isotoner Corp.	1557776	TOTES
totes Isotoner Corp.	1587955	TOTES
totes Isotoner Corp.	1700210	TOTES
totes Isotoner Corp.	2124107	TOTES
totes Isotoner Corp.	2211666	TOTES
totes Isotoner Corp.	2280041	TOTES
totes Isotoner Corp.	2621805	TOTES
totes Isotoner Corp.	2845202	TOTES
totes Isotoner Corp.	2700817	TOTES
totes Isotoner Corp.	2700818	TOTES
totes Isotoner Corp.	2700819	TOTES
totes Isotoner Corp.	2700820	TOTES
totes Isotoner Corp.	2784567	TOTES
totes Isotoner Corp.	2716370	TOTES
totes Isotoner Corp.	0524181	TOTES

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>TRADEMARK</u>
totes Isotoner Corp.	2890438	TOTES ... WE'VE GOT YOU COVERED
totes Isotoner Corp.	0983116	TOTES COAT
totes Isotoner Corp.	2856900	TOTES ELEMENTS
totes Isotoner Corp.	2385152	TOTES KIDS
totes Isotoner Corp.	2445056	TOTES KIDS
totes Isotoner Corp.	2460079	TOTES SIGNATURE
totes Isotoner Corp.	2305847	TOTES SPORT
totes Isotoner Corp.	1510241	TOTES TOASTIES
totes Isotoner Corp.	1666245	TOTES TOASTIES
totes Isotoner Corp.	2181473	TOTESPORT
totes Isotoner Corp.	2945301	TOTESPORT
totes Isotoner Corp.	1419302	ULTRA-THERM
totes Isotoner Corp.	2044588	WEATHER PROTECTORS BY TOTES
totes Isotoner Corp.	2592204	WEATHER READY
totes Isotoner Corp.	2454065	WEATHER READY
totes Isotoner Corp.	1199644	WEATHERSHED
totes Isotoner Corp.	2419969	WINDMASTER
totes Isotoner Corp.	2289243	WONDER LIGHT
totes Isotoner Corp.	2931936	YOU HAVE TO WEAR THEM TO BELIEVE THEM!
totes Isotoner Corp.	2866912	YOU HAVE TO WEAR THEM TO BELIEVE THEM!
totes Isotoner Corp.	1783019	SUNGLASS WORLD
totes Isotoner Corp.	2980105	DESIGN ONLY
totes Isotoner Corp.	2480999	ONE SIZE LEATHERS
totes Isotoner Corp.	2273181	RAINES
totes Isotoner Corp.	2060154	SUPERTREADS

<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>TRADEMARK</b>
totes Isotoner Corp.	2386503	A TREAT FOR YOUR FEET
totes Isotoner Corp.	1336835	COMMUTER
totes Isotoner Corp.	2313733	EYE SCREENS CLASSICS
totes Isotoner Corp.	1400332	HENRYSON
totes Isotoner Corp.	2349044	ISOSPORT
totes Isotoner Corp.	2330264	ISOTONER GO ANYWHERE
totes Isotoner Corp.	2335015	ISOTONER IMPRESSIONS
totes Isotoner Corp.	R17199	RAIN SCARF
totes Isotoner Corp.	0815920	RAIN-TOTE
totes Isotoner Corp.	0942851	TOTES
totes Isotoner Corp.	1313581	TOTES
totes Isotoner Corp.	2337638	TOTES PACK-IT
totes Isotoner Corp.	1992152	WATERCOLORS
totes Isotoner Corp.	2333702	WEATHER PROTECTORS BY TOTES
totes Isotoner Corp.	2331921	YOUR FOOT... YOUR FIT
totes Isotoner Corp.	3182144	TOTES
totes Isotoner Corp.	3180666	WARM YOUR WINTER

Applications:

<b>OWNER</b>	<b>APPLICATION NUMBER</b>	<b>TRADEMARK</b>
totes Isotoner Corp.	78920899	SUNGLASS STATION & MORE
totes Isotoner Corp.	78598846	ISO
totes Isotoner Corp.	78598859	ISO
totes Isotoner Corp.	78624170	MINICLIP
totes Isotoner Corp.	78873393	WEATHER WORKS
totes Isotoner Corp.	78305156	GRIPSTER

<b>OWNER</b>	<b>APPLICATION NUMBER</b>	<b>TRADEMARK</b>
totes Isotoner Corp.	78807580	ISO-FORME
totes Isotoner Corp.	78826019	LIGHT N GO BRELLA
totes Isotoner Corp.	78806562	MEMORYSTEP
totes Isotoner Corp.	78623269	TRAVELER BY TOTES
totes Isotoner Corp.	78713467	ISOTONER COMFORT CLUB SLIPPERS

Licenses: None.

**OTHER TRADEMARKS:**

Registrations:

<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>COUNTRY/STATE</b>	<b>TRADEMARK</b>
totes Isotoner Corp.	A266412	Australia	ISOTONER
totes Isotoner Corp.	A558420	Australia	TOTES
totes Isotoner Corp.	A558419	Australia	TOTES
totes Isotoner Corp.	169064	Austria	CASHMELLE
totes Isotoner Corp.	170196	Austria	ISOFORM
totes Isotoner Corp.	170195	Austria	ISOSOFT
totes Isotoner Corp.	169061	Austria	ISOSTEP
totes Isotoner Corp.	74272	Austria	ISOTONER
totes Isotoner Corp.	169062	Austria	MIRACLE MINI
totes Isotoner Corp.	608143	Benelux	ISOFORM
totes Isotoner Corp.	608144	Benelux	ISOSOFT
totes Isotoner Corp.	315556	Benelux	ISOTONER
totes Isotoner Corp.	452944	Benelux	TOTES
totes Isotoner Corp.	467711	Benelux	TOTES
totes Isotoner Corp.	57494	Benelux	TOTES
totes Isotoner Corp.	820621170	Brazil	ISOTONER

<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>COUNTRY/STATE</b>	<b>TRADEMARK</b>
totes Isotoner Corp.	09483	Canada	ARIS
totes Isotoner Corp.	333428	Canada	ARIS
totes Isotoner Corp.	431828	Canada	ARIS TOO
totes Isotoner Corp.	465537	Canada	BORD DU MER
totes Isotoner Corp.	457966	Canada	CHROMATICS
totes Isotoner Corp.	474850	Canada	CHROMATICS
totes Isotoner Corp.	312319	Canada	CHROMATICS
totes Isotoner Corp.	565510	Canada	CHROMATICS
totes Isotoner Corp.	431529	Canada	CLOUD-FOAM
totes Isotoner Corp.	532139	Canada	CONTOURS BY ISOTONER
totes Isotoner Corp.	268960	Canada	DOUBLE CHEVRON DESIGN
totes Isotoner Corp.	329485	Canada	DOUBLE V DESIGN
totes Isotoner Corp.	466177	Canada	EN VILLE
E.S. Originals, Inc. *	556704	Canada	ESNY
totes Isotoner Corp.	466170	Canada	FLANERIE
totes Isotoner Corp.	394860	Canada	HOT CUFFS
totes Isotoner Corp.	550824	Canada	ISOFLEX
totes Isotoner Corp.	554062	Canada	ISOSPORT
totes Isotoner Corp.	471906	Canada	ISOSTEP
totes Isotoner Corp.	445470	Canada	ISOTONER
totes Isotoner Corp.	450041	Canada	ISOTONER
totes Isotoner Corp.	332537	Canada	ISOTONER
totes Isotoner Corp.	194202	Canada	ISOTONER
totes Isotoner Corp.	456616	Canada	ISOTONER CLASSICS
totes Isotoner Corp.	456615	Canada	ISOTONER COUNTRY
totes Isotoner Corp.	454308	Canada	ISOTONER KNITS



<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>COUNTRY/STATE</b>	<b>TRADEMARK</b>
totes Isotoner Corp.	1263433	Canada	ISOTONER LUXE
totes Isotoner Corp.	403859	Canada	ISOTONER SPORTS CLUB & DESIGN
totes Isotoner Corp.	604700	Canada	ISOTONER TOO!
totes Isotoner Corp.	457249	Canada	MICRO-MINI
totes Isotoner Corp.	327911	Canada	MINATURE DOUBLE V
totes Isotoner Corp.	445908	Canada	OUTBACK COUNTRY
totes Isotoner Corp.	487475	Canada	PURE COMFORT
totes Isotoner Corp.	519060	Canada	PURE COMFORT CASUALS
totes Isotoner Corp.	521427	Canada	RAINDROPS
totes Isotoner Corp.	517226	Canada	RAINDROPS
totes Isotoner Corp.	465538	Canada	SHORELINE
totes Isotoner Corp.	445739	Canada	SIMPLY NATURAL
totes Isotoner Corp.	410271	Canada	SNUGGLESLEIPPERS
totes Isotoner Corp.	551675	Canada	SPLASH FLASH
totes Isotoner Corp.	462641	Canada	STAY DRI
totes Isotoner Corp.	514889	Canada	STAY DRI & DESIGN
totes Isotoner Corp.	465802	Canada	STEPPING OUT
totes Isotoner Corp.	440591	Canada	THE "DRY" UMBRELLA
totes Isotoner Corp.	416916	Canada	THERMAL-PUFFED
totes Isotoner Corp.	502457	Canada	TOTES
totes Isotoner Corp.	32239	Canada	TOTES
totes Isotoner Corp.	185432	Canada	TOTES
totes Isotoner Corp.	458988	Canada	TOTES
totes Isotoner Corp.	480560	Canada	TOTES
totes Isotoner Corp.	334741	Canada	TOTES

<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>COUNTRY/STATE</b>	<b>TRADEMARK</b>
totes Isotoner Corp.	502448	Canada	TOTES & UMBRELLA DESIGN
totes Isotoner Corp.	406587	Canada	TOTES TOASTIES
totes Isotoner Corp.	416897	Canada	TOTES TOASTIES
totes Isotoner Corp.	399307	Canada	ULTRA THERM
totes Isotoner Corp.	408900	Canada	WEATHER SHED
totes Isotoner Corp.	479796	Canada	WEATHERSHED
totes Isotoner Corp.	512436	Canada	WEATHERSHED
totes Isotoner Corp.	512440	Canada	WEATHERSHED & DESIGN
totes Isotoner Corp.	508182	Canada	WEATHERSTOPPERS BY TOTES
totes Isotoner Corp.	551678	Canada	WONDER LIGHT
totes Isotoner Corp.	492811	Chile	DOUBLE CHEVRON DESIGN
totes Isotoner Corp.	402206	Chile	ISOTONER
totes Isotoner Corp.	531905	China	ARIS
totes Isotoner Corp.	531904	China	ISOTONER
totes Inc. *	298480	China	TOTES
totes Inc. *	311971	China	TOTES
totes Inc. *	360904	China	TOTES
E.S. Originals, Inc. *	2527778	CTM	ESNY
totes Isotoner Corp.	444/97	Denmark	CASHMELLE
totes Isotoner Corp.	02299/97	Denmark	ISOFORM
totes Isotoner Corp.	2298/97	Denmark	ISOSOFT
totes Isotoner Corp.	00321/1997	Denmark	ISOSTEP
totes Isotoner Corp.	1691/87	Denmark	ISOTONER
totes Isotoner Corp.	00320/97	Denmark	MIRACLE MINI
totes Isotoner Corp.	2551/90	Denmark	TOTES
totes Isotoner Corp.	05468/90	Denmark	TOTES

<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>COUNTRY/STATE</b>	<b>TRADEMARK</b>
totes Isotoner Corp.	790600	European Community	ISO LIGHT
totes Isotoner Corp.	1013564	European Community	ISOTONER
totes Isotoner Corp.	1013507	European Community	ISOTONER FIRST
totes Isotoner Corp.	798009	European Community	ISOTONER TOSTIES
totes Isotoner Corp.	66209	European Community	TOTES
totes Isotoner Corp.	66258	European Community	TOTES
totes Isotoner Corp.	66241	European Community	TOTES
totes Isotoner Corp.	207694	Finland	CASHMELLE
totes Isotoner Corp.	208305	Finland	ISOFORM
totes Isotoner Corp.	208304	Finland	ISOSOFT
totes Isotoner Corp.	207692	Finland	ISOSTEP
totes Isotoner Corp.	66440	Finland	ISOTONER
totes Isotoner Corp.	208850	Finland	MIRACLE MINI
totes Isotoner Corp.	96/656542	France	CASHMELLE
totes Isotoner Corp.	1267814	France	DOUBLE V (DESIGN)
totes Isotoner Corp.	1363038	France	DOUBLE V (DESIGN)
Sara Lee Corp. *	1294538	France	GANT ARIS
Sara Lee Corp. *	97/663619	France	ISOFORM
Sara Lee Corp. *	97663620	France	ISOSOFT
totes Isotoner Corp.	94/521129	France	ISOTONER
totes Isotoner Corp.	1342766	France	ISOTONER
totes Isotoner Corp.	98/752678	France	ISOTONER ACTIV
totes Isotoner Corp.	96/641916	France	ISOTONER BALLERINA SLIPPER DESIGN
Sara Lee Corp. *	97/667281	France	ISOTONER PACKAGING (RED)
Sara Lee Corp. *	97/667280	France	ISOTONER PACKAGING (TURQUOISE)

<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>COUNTRY/STATE</b>	<b>TRADEMARK</b>
Sara Lee Corp. *	97670230	France	RELAX C'EST ISOTONER
totes Isotoner Corp.	99/796989	France	SLIPPER SOCK TREAD DESIGN
totes Inc. *	1542611	France	TOTES
totes Inc. *	1500991	France	TOTES
totes Inc. *	1624892	France	TOTES
totes Isotoner Corp.	1035497	Germany	ARIS
totes Isotoner Corp.	DD648512	Germany	ARIS + DOUBLE CHEVRON LOGO
totes Isotoner Corp.	39655679	Germany	CASHMELLE
totes Isotoner Corp.	39706164	Germany	ISOFORM
totes Isotoner Corp.	39706163	Germany	ISOSOFT
totes Isotoner Corp.	1096146	Germany	ISOTONER
totes Isotoner Corp.	914919	Germany	ISOTONER
totes Isotoner Corp.	DD648513	Germany	ISOTONER
totes Inc. *	1179857	Germany	TOTES
totes Inc. *	1151178	Germany	TOTES
totes Inc. *	1567239	Great Britain	APOLLO
totes Isotoner Corp.	1190608	Great Britain	ARIS
totes Isotoner Corp.	1525594	Great Britain	ARIS LOGO
totes Isotoner Corp.	1421702	Great Britain	ARIS W/DOUBLE CHEVRON DESIGN
totes Isotoner Corp.	B1139305	Great Britain	DOUBLE "V" DEVICE
totes Isotoner Corp.	1270254	Great Britain	DOUBLE CHEVRON DESIGN
totes Isotoner Corp.	1421700	Great Britain	DOUBLE CHEVRON LOGO
totes Inc. *	1297358	Great Britain	HENRYSON
totes Isotoner Corp.	1000224	Great Britain	ISOTONER
totes Isotoner Corp.	1490380	Great Britain	ISOTONER

<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>COUNTRY/STATE</b>	<b>TRADEMARK</b>
totes Inc. *	1570279	Great Britain	JUNGLE GRIPS
totes Isotoner Corp.	2156293	Great Britain	NIGHTLIGHTER
totes Inc. *	1297359	Great Britain	RAINDROPS
totes Isotoner Corp.	2152730	Great Britain	SMALL WONDER
totes Inc. *	528435	Great Britain	SNUGGLERS
totes Inc. *	1451324	Great Britain	TOTES
totes Inc. *	B1316171	Great Britain	TOTES
totes Inc. *	1152422	Great Britain	TOTES
totes Inc. *	968771	Great Britain	TOTES
totes Inc. *	1407360	Great Britain	TOTES
totes Inc. *	1569315	Great Britain	TOTES TOASTIES
totes Isotoner Corp.	1137806	Great Britain	WEATHERSHED
totes Isotoner Corp.	2152725	Great Britain	WONDERLIGHT
totes Inc. *	96571	Greece	TOTES
totes Inc. *	96572	Greece	TOTES
totes Isotoner Corp.	1082/73	Hong Kong	ISOTONER
totes Isotoner Corp.	BO1069/93	Hong Kong	TOTES
totes Isotoner Corp.	19832517	Hong Kong	TOTES
totes Isotoner Corp.	19840299	Hong Kong	TOTES
totes Isotoner Corp.	149305	Hungary	ISOFORM
totes Isotoner Corp.	149306	Hungary	ISOSOFT
totes Isotoner Corp.	82111	Ireland	ISOTONER
totes Isotoner Corp.	140419	Ireland	TOTES
totes Isotoner Corp.	140420	Ireland	TOTES
totes Inc. *	889823	Italy	TOTES
totes Inc. *	264800	Italy	TOTES

<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>COUNTRY/STATE</b>	<b>TRADEMARK</b>
totes Isotoner Corp.	1405732	Japan	ARIS
totes Isotoner Corp.	2385140	Japan	ARIS ISOTONER
totes Isotoner Corp.	2395388	Japan	ARIS ISOTONER
totes Isotoner Corp.	4132025	Japan	DOUBLE CHEVRON DESIGN
totes Isotoner Corp.	2721311	Japan	DOUBLE V
totes Isotoner Corp.	2085549	Japan	ISOTONER
totes Isotoner Corp.	1498795	Japan	ISOTONER
totes Inc. *	4974346	Japan	SUNGUARD & DESIGN
totes Inc. *	1012807	Japan	TOTES
totes Inc. *	2141772	Japan	TOTES
totes Inc. *	2148730	Japan	TOTES (IN JAPANESE CHARACTERS)
totes Isotoner Corp.	3232528	Japan	WEATHERSHED
totes Isotoner Corp.	677195	Korea Republic of	MINICLIP
totes Inc. *	93327	Korea Republic of	TOTES
Totes Isotoner Corp.	871943	Mexico	CHROMATICS
Totes Isotoner Corp.	875912	Mexico	ISOTONER
totes Inc. *	871942	Mexico	TOTES
totes Inc. *	639456	Mexico	TOTES
Totos Sotonor * Corporation [sic]	552476	Mexico	TOTES PLUS UMBRELLA DESIGN
Sara Lee Corp. *	187227	Norway	CASHMELLE
Sara Lee Corp. *	186689	Norway	ISOFORM
Sara Lee Corp. *	186688	Norway	ISOSOFT
Sara Lee Corp. *	187224	Norway	ISOSTEP
Sara Lee Corp. *	88828	Norway	ISOTONER
Sara Lee Corp. *	128219	Norway	ISOTONER

<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>COUNTRY/STATE</b>	<b>TRADEMARK</b>
Sara Lee Corp. *	187225	Norway	MIRACLE MINI
totes Inc. *	139971	Norway	TOTES
totes Isotoner Corp.	101211	Panama	ISOTONER
E.S. Originals, Inc. *	52578	Puerto Rico	ESNY
totes Isotoner Corp.	88086	Russia	ARIS
totes Isotoner Corp.	167405	Russia	CASHMELLE
totes Isotoner Corp.	16142	Russia	ISOSTEP
totes Isotoner Corp.	87769	Russia	ISOTONER
totes Inc. *	134535	Russia	TOTES
totes Inc. *	134534	Russia	TOTES
totes Inc. *	93327	South Korea	TOTES
totes Isotoner Corp.	1136934	Spain	ISOTONER
totes Inc. *	625199	Spain	TOTES
totes Inc. *	625198	Spain	TOTES
totes Inc. *	1299253	Spain	TOTES
totes Inc. *	1299254	Spain	TOTES
totes Isotoner Corp.	327605	Sweden	CASHMELLE
totes Isotoner Corp.	327995	Sweden	ISOFORM
totes Isotoner Corp.	327994	Sweden	ISOSOFT
totes Isotoner Corp.	327365	Sweden	ISOSTEP
totes Isotoner Corp.	143837	Sweden	ISOTONER
totes Isotoner Corp.	333305	Sweden	MIRACLE MINI
totes Inc. *	222548	Sweden	TOTES
totes Isotoner Corp.	443947	Switzerland	CASHMELLE
totes Inc. *	381569	Switzerland	GRAFFITI GEAR
totes Isotoner Corp.	454599	Switzerland	ISO LIGHT

<b>OWNER</b>	<b>REGISTRATION NUMBER</b>	<b>COUNTRY/STATE</b>	<b>TRADEMARK</b>
totes Isotoner Corp.	443920	Switzerland	ISOFORM
totes Isotoner Corp.	443921	Switzerland	ISOSOFT
totes Isotoner Corp.	344750	Switzerland	ISOTONER
totes Isotoner Corp.	443949	Switzerland	MIRACLE MINI
totes Isotoner Corp.	461830	Switzerland	TOTES
totes Isotoner Corp.	461829	Switzerland	TOTES
totes Isotoner Corp.	461831	Switzerland	TOTES
Totes Isotoner Corp.	1226068	Taiwan	MICRO MINI
Totes Isotoner Corp.	1214196	Taiwan	MINICLIP
totes Inc. *	248690	Taiwan	TOTES
totes Inc. *	205919	Taiwan	TOTES
totes Isotoner Corp.	TM 86187	Thailand	ISOTONER
totes Isotoner Corp.	UZ-133	Uzbekistan	ISOTONER
totes Isotoner SAS	03 3259276	France	ISOTONER
totes Isotoner Corp.	972704	Italy	TOTES



Applications:

<b>OWNER</b>	<b>APPLICATION NUMBER</b>	<b>COUNTRY/STATE</b>	<b>TRADEMARK</b>
totes Isotoner Corp.	1309556	Canada	CONTOURED SOLE
totes Isotoner Corp.	1284757	Canada	ISOFIT BY ISOTONER
totes Isotoner Corp.	1284761	Canada	ISOSPA BY ISOTONER
totes Isotoner Corp.	1197456	Canada	ISOTONER PILLOWSTEP
totes Isotoner Corp.	747459	Chile	TOTES
totes Isotoner Corp.	747460	Chile	TOTES
totes Isotoner Corp.	5138757	China (Peoples Republic)	MINICLIP
totes Isotoner Corp.		China (Peoples Republic)	STORM BEATER
totes Isotoner Corp.	4984498	European Community	ISOTONER
totes Isotoner Corp.	4984531	European Community	ISOTONER AND DESIGN
totes Isotoner Corp.	4783585	European Community	SILVERSOX
totes Isotoner Corp.	FI2003C000304	Italy	ISOTONER
totes Isotoner Corp.	2006-70605	Japan	LIGHT N GO BRELLA
totes Isotoner Corp.	2006-19990	Japan	LUXE
totes Isotoner Corp.	2005-110380	Japan	MICRO MINI
totes Isotoner Corp.	2005-110381	Japan	MINICLIP
totes Isotoner Corp.	42140/2006	Korea South	LIGHT N GO BRELLA
totes Isotoner Corp.	679/2006	Korea South	MICRO MINI
totes Isotoner Corp.	95038683	Taiwan	LIGHT N GO BRELLA
E.S. Originals, Inc. *	3903328	China	ESNY

Unregistered Trademarks

Superlight  
Raineskids

**Trade and Corporate Names**

**Totes Isotoner Holdings Corp. f/k/a Totes Acquisition Corporation**

**Totes Holdings Inc.**

**Totes Isotoner Corp.**

**Totes Isotoner International Inc.**

**FAPI Holdings Inc.**

**totes Isotoner Canada Limited**

**totes Isotoner (UK) Limited**

**Totes Isotoner S.A.S.**

**Totes Isotoner Holdings I S.A.R.L.**

**Totes Isotoner Holdings II S.A.R.L.**

**Totes Isotoner España**

**Licenses: None.**

**Schedule 12(b)**

**Copyrights**

**UNITED STATES COPYRIGHTS**

Registrations:

<b>OWNER</b>	<b>TITLE</b>	<b>REGISTRATION NUMBER</b>
totes Inc. *	The Totes umbrella-automatic no. 7432	VA357956
totes Inc. *	And you thought "Totes" only made beautiful umbrellas.	VA152105
totes Inc. *	The Totes cap box.	VA120940
totes Inc. *	Totes shopping bag box [sic]	VA115414
totes Inc. *	Totes 16" travel bag box.	VA115413
totes Inc. *	Totes expanding garment bag box.	VA106507
totes Inc. *	Totes 17" duffel bag box.	VA106506
totes Inc. *	Totes 50" garment bag box.	VA106505
totes Inc. *	Totes cosmetic case box.	VA106504
totes Inc. *	Totes executive travel kit box.	VA106503
totes Inc. *	Totes expanding duffel bag box.	VA106502
totes Inc. *	Totes 20" carry-on bag box.	VA106501
totes Inc. *	Totes expanding travel bag box	VA106500
totes Inc. *	Totes expanding bag box	VA101590
totes Isotoner Corp.	Construction Zone Continuous Rotary Print	VA1209456
totes Isotoner Corp.	Crazy Daisy Continuous Rotary Print	VA1209455
Aris Isotoner, Inc. *	Isotoner classic glove.	VA595525

\* Title to be updated as required under Section 6.5 of the Security Agreement.

Aris Isotoner, Inc. *	Isotoner brand gloves & comfort slippers.	TX3637063
Aris Isotoner, Inc. *	Ribbon and roses design.	VA408388
Aris Isotoner, Inc. *	Isotoner warm lined men's fine gloves : style no. 24028.	VA371853
Aris Isotoner, Inc. *	Aris package insert guarantee	TX2680010

Applications: None.

Licenses: None.

**OTHER COPYRIGHTS:** None.