

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest in Trademarks Recorded at Reel/Frame 3501/0042

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Credit Suisse AG, Cayman Islands Branch		07/08/2011	Bank: SWITZERLAND

RECEIVING PARTY DATA

Name:	Totes Isotoner Holdings, Inc.
Street Address:	9655 International Boulevard
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45246
Entity Type:	CORPORATION: DELAWARE

Name:	Totes Holdings, Inc.
Street Address:	9655 International Boulevard
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45246
Entity Type:	CORPORATION: DELAWARE

Name:	Totes Isotoner Corporation
Street Address:	9655 International Boulevard
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45246
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 164

Property Type	Number	Word Mark
Registration Number:	0979477	ARIS
Registration Number:	2070171	AUTO CLUB

900198054

TRADEMARK
REEL: 004590 FRAME: 0868

CH \$4115.00 0979477

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
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

	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

	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
Registration Number:	1081141	TOTES
Registration Number:	1138767	TOTES
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Registration Number:	2845202	TOTES
Registration Number:	2700817	TOTES
Registration Number:	2700818	TOTES
Registration Number:	2700819	TOTES
Registration Number:	2700820	TOTES

	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

	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:	78873393	WEATHER WORKS
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)777-4104
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-735-3000
Email: mmcguire@skadden.com
Correspondent Name: Skadden, Arps, Slate, Meagher & Flom LLP
Address Line 1: Four Times Square
Address Line 2: Attn: John Deming
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	217730/2034
NAME OF SUBMITTER:	John Deming
Signature:	/John Deming/
Date:	07/26/2011

Total Attachments: 24

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECURITY INTEREST IN TRADEMARKS, dated as of July 8, 2011 (this "Release"), is made by CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, a Swiss national bank with offices located at 11 Madison Avenue, New York, New York 10010, as collateral agent for the Secured Parties (the "Assignor"), in favor of TOTES ISOTONER HOLDINGS, INC., a Delaware corporation with offices located at 9655 International Boulevard, Cincinnati, Ohio 45246 ("Parent"), TOTES HOLDINGS, INC., a Delaware corporation with offices located at 9655 International Boulevard, Cincinnati, Ohio 45246 ("Holdings"), TOTES ISOTONER CORPORATION, an Ohio corporation with offices located at 9655 International Boulevard, Cincinnati, Ohio 45246, formerly known as Totes Inc. ("Borrower"), and the Guarantors (Borrower, Parent, Holdings and the Guarantors, collectively, the "Assignees").

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Trademark Security Agreement (as defined below).

WITNESSETH

WHEREAS, the Assignees and the Assignor, among other parties, are parties to that certain (i) Credit Agreement, dated as of January 31, 2007 (as amended, amended and restated, supplemented or otherwise modified, the "Credit Agreement"), (ii) Intercreditor Agreement, dated as of January 31, 2007 (as amended, amended and restated, supplemented or otherwise modified, the "Intercreditor Agreement"), (iii) Security Agreement, dated as of January 31, 2007, (as amended, amended and restated, supplemented or otherwise modified, the "Security Agreement") and (iv) Trademark Security Agreement, dated as of January 31, 2007 (the "Trademark Security Agreement");

WHEREAS, under the terms of the Trademark Security Agreement, as collateral security for the payment in full of the Secured Obligations, each Assignee pledged and granted to the Assignor for the benefit of the Secured Parties, a lien on and security interest in all of the right, title and interest of such Assignee in, to and under the following Collateral now owned or at any time hereafter acquired by such Assignee or in which such Assignee now or has 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 Assignee'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 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 application as provided in 9i) above, for which the creation by an Assignee 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 Assignee 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 Assignee'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 Assignee 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 Assignee from time to time with respect to any of the foregoing, and (ii) the goodwill connected with such Assignee's business including all goodwill connected with the use of and symbolized by any of the foregoing in which such Assignee has any interest;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on March 15, 2007 at Reel/Frame No. 3501/0042;

WHEREAS, the Assignor and the Assignees desire that the Assignor terminate and release its lien on and security interest in all right, title and interest of the Assignees in, to and under all of the Trademark Collateral, including, without limitation, the registrations, recordings, supplemental registrations and pending applications for registration set forth in Schedule A hereto.

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

The Assignor hereby terminates, releases and discharges fully, without representation, warranty or recourse, its lien on and security interest in all right, title and interest of the Assignees in, to and under all of the Trademark Collateral, including, without limitation, the registrations, recordings, supplemental registrations and pending applications for registration set forth on Schedule A hereto, and reassigns and transfers any right, title and interest that the Assignor may have in the Trademark Collateral to the Assignees.

The Assignor hereby authorizes the Assignees, or the Assignees' authorized representative to: (i) record this Release with the United States Patent and Trademark Office, (ii) file UCC financing statement amendments with the applicable filing office in order to memorialize the release of the security interest of the Assignor in the Trademark Collateral, and/or (iii) otherwise record or file this Release in the applicable governmental office or agency. The Assignor further agrees to execute and deliver to the Assignees any and all further documents and instruments, and do any and all further acts which the Assignees (or their agents or designees) reasonably request, at the Assignees' sole cost and expense, in order to confirm this Release and the Assignees' right, title, and interest in or to the Trademark Collateral.

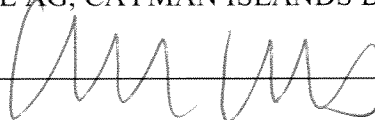
This Release shall be governed by, and construed in accordance with, the laws of the State of New York.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Assignor has caused this RELEASE OF SECURITY INTEREST IN TRADEMARKS to be duly executed and delivered by its duly authorized officer as of the date first written above.

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH

By:



Name:

ROBERT HETU
MANAGING DIRECTOR

Title:

By:



Name:

Rahul Parmar
Associate

Title:

[Release of Security Interest in Trademarks Reel 3501, Frame 0042]

TRADEMARK
REEL: 004590 FRAME: 0878

**SCHEDULE A
TO
RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

See attached.

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

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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
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totes Isotoner Corp.	2472457	CYBRRRR
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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
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totes Isotoner Corp.	2729641	IMAGES BY TOTES
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totes Isotoner Corp.	2729642	IMAGES BY TOTES
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totes Isotoner Corp.	2525861	POPTOP
totes Isotoner Corp.	1847742	RAIN ROLLS RIGHT OFF

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totes Isotoner Corp.	2737765	SUPERDOME
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totes Isotoner Corp.	2422261	THE LEATHER GLOVE WITH THE SPANDEX FIT
totes Isotoner Corp.	1620085	TOASTIES
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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>
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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

OWNER	REGISTRATION NUMBER	TRADEMARK
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:

OWNER	APPLICATION NUMBER	TRADEMARK
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

OWNER	APPLICATION NUMBER	TRADEMARK
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:

OWNER	REGISTRATION NUMBER	COUNTRY/STATE	TRADEMARK
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

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>COUNTRY/STATE</u>	<u>TRADEMARK</u>
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

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>COUNTRY/STATE</u>	<u>TRADEMARK</u>
totes Isotoner Corp.	1263433	Canada	ISOTONER LUXE
totes Isotoner Corp.	403859	Canada	ISOTONER SPORTS CLUB & DESIGN
totes Isotoner Corp.	604700	Canada	ISOTONER TOOL
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	SNUGGLESLIFFERS
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

OWNER	REGISTRATION NUMBER	COUNTRY/STATE	TRADEMARK
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

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>COUNTRY/STATE</u>	<u>TRADEMARK</u>
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. *	97/663620	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)

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>COUNTRY/STATE</u>	<u>TRADEMARK</u>
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

OWNER	REGISTRATION NUMBER	COUNTRY/STATE	TRADEMARK
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

OWNER	REGISTRATION NUMBER	COUNTRY/STATE	TRADEMARK
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
Totes 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

OWNER	REGISTRATION NUMBER	COUNTRY/STATE	TRADEMARK
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

OWNER	REGISTRATION NUMBER	COUNTRY/STATE	TRADEMARK
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:

<u>OWNER</u>	<u>APPLICATION NUMBER</u>	<u>COUNTRY/STATE</u>	<u>TRADEMARK</u>
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.	F12003C000304	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
Rainskids

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.