

07-02-1998

FORM PTO-1594
1-31-92



R SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MRD 6-11-98

100753611

Tab settings >>>

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

1. Name of conveying party(ies):

PAUL SEBASTIAN, INC.
1540 WEST PARK AVENUE
OCEAN, NEW JERSEY 07712

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 10, 1998

2. Name and address of receiving party(ies):

Name: Jackson National Life Insurance
Company

Internal Address:

Street Address: 5401 Executive Drive

City: Lansing State: MI ZIP: 48909

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

B. Trademark registration No.(s)

1,595,978 for the mark DESIGN

Additional numbers attached? Yes No

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

Name: David A. Einhorn

Internal Address: ANDERSON KILL & OLICK, PC

Street Address: 1251 Avenue of the Americas

City: New York State: NY ZIP: 10020

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
01-1944

(Attach duplicate copy of this page if paying by deposit account)

07/01/1998 SSNITH 00000001 011944 1595978

DO NOT USE THIS SPACE

01 FD:461 40.00 CH

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

DAVID A. EINHORN

Name of Person Signing

TRADEMARK 6/10/98

Signature

REEL 747 FRAME: 0081

Date

AMENDED TRADEMARK COLLATERAL AGREEMENT

This 10th day of June 1998, Paul Sebastian, Inc., a New Jersey corporation ("Assignor") with its principal place of business and mailing address at 1540 West Park Avenue, Ocean, New Jersey 07712, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby confirms its grant to Jackson National Life Insurance Company, a Michigan insurance corporation, with its mailing address at 5901 Executive Drive, Lansing, MI 48909, and its successors and assign ("Assignee"), of a continuing security interest in, and, effective upon an "Event of Default" the Agreement (as defined below) and upon demand, its obligation to assign to Assignee the following property:

(i) Each trademark, trademark registration and trademark application listed on **Schedule A-I** hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) All proceeds of the foregoing, including without limitation, any claim by Assignor against third parties for damages by reason of past, present or future infringement of any trademark or trademark registration listed in **Schedule A-I** hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages;

to secure performance of all Senior Secured Obligations of Assignor as set out in that certain Intellectual Property Security Agreement dated as of June 7, 1996, as amended, by and between Assignor and Assignee (the "Agreement").

Assignor does hereby further acknowledge and affirm that the rights and remedies Assignee with respect to the assignment, mortgage, pledge and security interest in the trademarks, trademark registrations and trademark applications made and granted hereby more fully set forth in the Agreement, the terms and provisions of which are incorporated reference herein as if full set forth herein.

All terms defined in the Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

This Amendment may be executed in any number of counterparts and by different parties hereto on separate counterpart signature pages, each constituting an original but constituting, but all together one and the same instrument.

IN WITNESS WHEREOF, Assignor has caused this Agreement to be duly executed as of the date and year last above written.

PAUL SEBASTIAN, INC.

(CORPORATE SEAL)

By: Frank W. Miller
Its: CHAIRMAN

ATTEST:

Beverly A. Gruzinski
Its Secretary notary

JACKSON NATIONAL LIFE INSURANCE COMPANY

Notarial Seal
Beverly A. Gruzinski, Notary Public
Red Hill Boro, Montgomery County
My Commission Expires Nov. 22, 1999
Member, Pennsylvania Association of Notaries

By: PPM AMERICA, INC., as Agent

By: Jon C. Seegess
Attorney in-fact

STATE OF Pa)
) SS
COUNTY OF Montgomery

I, Beverly Gruzinski, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Frank Miller, Chairman of the Board of Directors of PAUL SEBASTIAN, INC., a New Jersey corporation, who is personally known to me to the same person whose name is subscribed to the foregoing instrument as such Chairman appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 10th day of June, 1998.

Beverly A. Gruzinski
Notary Public

(NOTARIAL SEAL)

Beverly A. Gruzinski
(Type or Print Name)

My Commission Expires:

Nov 22, 1999

Notarial Seal
Beverly A. Gruzinski, Notary Public
Red Hill Boro, Montgomery County
My Commission Expires Nov. 22, 1999
Member, Pennsylvania Association of Notaries

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

I, Sonia Bernstein a Notary Public in and for said County, in the State aforesaid, do hereby certify that Lori C. Seegers, as attorney-in-fact for PPM America, Inc., a Delaware corporation, the agent of JACKSON NATIONAL LIFE INSURANCE COMPANY, a Michigan insurance company, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such attorney-in-fact, appeared before me this day in person and acknowledged that she signed and delivered the said instrument as her own free and voluntary act and as the free and voluntary act and deed of said insurance company for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 11th day of June, 1998.

Sonia Bernstein
Notary Public

(NOTARIAL SEAL)

SONIA BERNSTEIN
NOTARY PUBLIC, State of New York
No. 41-4766204
Qualified in Queens County
Commission Expires Nov. 30, 1998

(Type or Print Name)

My Commission Expires:

SCHEDULE A-1

ALL PAUL-S TRADEMARKS
AS OF MAY 29, 1996

				MARK	ACT DUE	DUE DATE
PAUL-S 10.1-002	APPLICATION: REGISTRATION:	512,870 1,374,492	100E1984 100E1985	BROWNSTONE	LATERENEWL RENEWAL	10MR2000 100E2000
PAUL-S 10.1-003	APPLICATION: REGISTRATION:	542,581 1,379,973	12JE1985 28JA1986	DESIGN	LATERENEWL ANNIV. T&T RENEWAL	28AP2000 10MR1999 28JA2000
PAUL-S 10.1-003 ANTIGUA	APPLICATION: REGISTRATION:	N/A 3181	08AU1990 06NO1991	DESIGN	RENEWAL	08AU2000
PAUL-S 10.1-003 ARUBA	APPLICATION: REGISTRATION:	N/A 14972	20SE1990 31OC1990	DESIGN	LATERENEWL RENEWAL	200E2000 20SE2000
PAUL-S 10.1-003 AUSTRALIA I	APPLICATION: REGISTRATION:	673693	27SE1995	DESIGN		
PAUL-S 10.1-003 AUSTRALIA II	APPLICATION: REGISTRATION:	678,736	21NO1995	DESIGN		
PAUL-S 10.1-003 BAHAMAS	APPLICATION: REGISTRATION:		10AU1990 14165 10AU1990	DESIGN	LATERENEWL RENEWAL	10FE2005 10AU2004
PAUL-S 10.1-003 BAHRAIN	APPLICATION: REGISTRATION:	64/90 13126	04FE1990 15JL1990	DESIGN	RENEWAL LATERENEWL	04FE2005 04MY2005
PAUL-S 10.1-003 BARBADOS	APPLICATION: REGISTRATION:	N/A	21AU1990	DESIGN		
PAUL-S 10.1-003 BERMUDA	APPLICATION: REGISTRATION:	21072 21072	20SE1990 20SE1990	DESIGN	LATERENEWL RENEWAL	20MR1998 20SE1997
PAUL-S 10.1-003 BRAZIL	APPLICATION: REGISTRATION:	816618313	31JA1992	DESIGN	CONF RECD? AMENDMENT	06DE1999 06DE1999
PAUL-S 10.1-003 CANADA I	APPLICATION: REGISTRATION:	596,981 349,443	09DE1987 23DE1988	DESIGN	LATERENEWL RENEWAL	23JE2004 23DE2003
PAUL-S 10.1-003 CANADA II	APPLICATION: REGISTRATION:	797,630	17NO1995	DESIGN		

ALL PAUL-S TRADEMARKS
AS OF MAY 29, 1996

			MARK		ACT DUE	DUE DATE
PAUL-S 10.1-003 COSTA RICA	APPLICATION: REGISTRATION:	N/A 79,237	03AU1990 14AP1992	DESIGN	RENEWAL	14AP2002
PAUL-S 10.1-003 CTM	APPLICATION: REGISTRATION:	128025	01AP1996	DESIGN		
PAUL-S 10.1-003 DOMINICAN REP.	APPLICATION: REGISTRATION:	N/A 50,024	10SE1990 17NO1990	DESIGN	RENEWAL	17NO2010
PAUL-S 10.1-003 ECUADOR	APPLICATION: REGISTRATION:	28847 1942-92	20NO1991 28JL1992	DESIGN	AFFIDAVIT LATERENEWL RENEWAL	28JL1997 28JA2003 28JL2002
PAUL-S 10.1-003 FRANCE	APPLICATION: REGISTRATION:	227,315 1,615,221	23JL1990 23JL1990	DESIGN	LATERENEWL RENEWAL EXPIRES	23JA2001 22JL2000 23JL2000
PAUL-S 10.1-003 GR. BRITAIN	APPLICATION: REGISTRATION:	2020809	17MY1995	DESIGN	CONF RECD? RESPONSE	01JE1996 01JE1996
PAUL-S 10.1-003 GUATEMALA	APPLICATION: REGISTRATION:	4356/90	05OC1990	DESIGN		
PAUL-S 10.1-003 HAITI	APPLICATION: REGISTRATION:	N/A 267 REG 89	19JL1990 22AP1991	DESIGN	RENEWAL USE	22AP2001 22JL1996
PAUL-S 10.1-003 HONG KONG	APPLICATION: REGISTRATION:	93/03731	20AP1993	DESIGN	CONF RECD? AMENDMENT	05JL1996 05JL1996
PAUL-S 10.1-003 JAMAICA	APPLICATION: REGISTRATION:	3/2654	24JL1990	DESIGN		
PAUL-S 10.1-003 KUWAIT	APPLICATION: REGISTRATION:	24,043 22346	18FE1990 18FE1990	DESIGN	LATERENEWL RENEWAL	18MY2000 18FE2000
PAUL-S 10.1-003 MALAYSIA	APPLICATION: REGISTRATION:	93-02793	22AP1993	DESIGN	RENEWAL	22AP2000

ALL PAUL-S TRADEMARKS
AS OF MAY 29, 1996

				MARK	ACT DUE	DUE DAT
PAUL-S 10.1-003 MEXICO I	APPLICATION: REGISTRATION:	92459 401,189	27JL1990 27JL1990	DESIGN	RENEWAL AFF LATERENEWL USE RENEWAL	27JL2001 27JA2000 27JL1996 27JL2000
PAUL-S 10.1-003 MEXICO II	APPLICATION: REGISTRATION:	249762	07DE1995	DESIGN		
PAUL-S 10.1-003 METH. ANTILLES	APPLICATION: REGISTRATION:	N/A 16062	26SE1990 14DE1990	DESIGN	LATERENEWL RENEWAL	26DE2000 26SE2000
PAUL-S 10.1-003 NICARAGUA	APPLICATION: REGISTRATION:	N/A 20,338	15OC1990 30SE1991	DESIGN	RENEWAL EXPIRES	29SE2001 30SE2001
PAUL-S 10.1-003 OMAN	APPLICATION: REGISTRATION:	4021	21MR1990	DESIGN		
PAUL-S 10.1-003 PANAMA	APPLICATION: REGISTRATION:	054231 4831	16AU1990 18SE1991	DESIGN	LATERENEWL RENEWAL	18OC2001 18SE2001
PAUL-S 10.1-003 QATAR	APPLICATION: REGISTRATION:	7914	05MR1990 04AP1993	DESIGN	LATERENEWL RENEWAL	05SE2000 05MR2000
PAUL-S 10.1-003 RAS AL-KHAIMAH	APPLICATION: REGISTRATION:	6874 6706	18FE1990 18FE1990	DESIGN	LATERENEWL RENEWAL	18MY2000 18FE2000
PAUL-S 10.1-003 EL SALVADOR	APPLICATION: REGISTRATION:	1,203,911 81 VOL 13	17SE1990 05OC1992	DESIGN	RENEWAL	05OC2002
PAUL-S 10.1-003 SAUDI ARABIA	APPLICATION: REGISTRATION:	10,687 221/83	21JA1990 22JL1990	DESIGN	LATERENEWL RENEWAL	01JA2000 01OC1999
PAUL-S 10.1-003 SINGAPORE	APPLICATION: REGISTRATION:	2956/93	20AP1993	DESIGN	AMENDMENT CONF RECD?	22MR1996 22MR1996
PAUL-S 10.1-003 ST. LUCIA	APPLICATION: REGISTRATION:	N/A 131/90	29AU1990 19DE1990	DESIGN	RENEWAL	29AU2004
PAUL-S 10.1-003 TRINIDAD	APPLICATION: REGISTRATION:	19146 19146	24JL1990 24JL1990	DESIGN	RENEWAL	24JL2004

11 PAUL-S TRADEMARKS
S OF MAY 29, 1996

				MARK	ACT DUE	DUE DATE
AUL-S 10.1-003 URUGUAY	APPLICATION: REGISTRATION:	258,362	05NO1992	DESIGN		
AUL-S 10.1-003 VENEZUELA	APPLICATION: REGISTRATION:	25831/91	10OE1991	DESIGN		
AUL-S 10.1-007	APPLICATION: REGISTRATION:	614,556 1,450,275	13AU1986 04AU1987	PS (LOGO)	LATERENEWL ANNIV. T&T RENEWAL	04NO2007 10MR1997 04AU2007
AUL-S 10.1-007 ANTIGUA	APPLICATION: REGISTRATION:	N/A 3179	08AU1990 06NO1991	PS LOGO	RENEWAL	08AU2004
AUL-S 10.1-007 ARGENTINA	APPLICATION: REGISTRATION:	1,819,794 1,509,844	10OC1991 31MR1994	PS LOGO	RENEWALAFF RENEWAL	31MR2004 31MR2004
AUL-S 10.1-007 ARUBA	APPLICATION: REGISTRATION:	N/A 14967	20SE1990 31OC1990	PS LOGO	LATERENEWL RENEWAL	20DE2000 20SE2000
AUL-S 10.1-007 AUSTRALIA	APPLICATION: REGISTRATION:	678,734	21NO1995	PS (LOGO)		
AUL-S 10.1-007 BAHAMAS	APPLICATION: REGISTRATION:		20AU1990 14166 20AU1990	PS LOGO	LATERENEWL RENEWAL	20FE2005 20AU2004
AUL-S 10.1-007 BAHRAIN	APPLICATION: REGISTRATION:	67/90 13129	04FE1990 15JL1990	PS (LOGO)	LATERENEWL RENEWAL	04MY2005 04FE2005
AUL-S 10.1-007 BARBADOS	APPLICATION: REGISTRATION:	N/A	21AU1990	PS LOGO		
AUL-S 10.1-007 BERMUDA	APPLICATION: REGISTRATION:	21073 21073	20SE1990 16JL1993	PS LOGO	LATERENEWL RENEWAL	20MR1998 20SE1997
AUL-S 10.1-007 BRAZIL	APPLICATION: REGISTRATION:	816618330	31JA1992	PS LOGO		
AUL-S 10.1-007 CANADA	APPLICATION: REGISTRATION:	596,984 349,592	09DE1987 23DE1988	PS (DESIGN)	LATERENEWL RENEWAL	23JE2004 23DE2003

U.S. PATENT AND TRADEMARK OFFICE
 5 OF MAY 29, 1996

			MARK		ACT DUE	DUE DATE
AUL-S 10.1-007 COSTA RICA	APPLICATION: REGISTRATION:	N/A 74,265	03AU1990 31JA1991	PS LOGO	RENEWAL	31JA2001
AUL-S 10.1-007 CTM	APPLICATION: REGISTRATION:	128256	01AP1996	PS (LOGO)		
AUL-S 10.1-007 ECUADOR	APPLICATION: REGISTRATION:	28850 1944-92	20ND1991 28JL1992	PS LOGO	AFFIDAVIT LATERENEWL RENEWAL	28JL1997 28JA2003 28JL2002
AUL-S 10.1-007 FRANCE	APPLICATION: REGISTRATION:	227,316 1,603,651	23JL1990 23JL1990	PS LOGO	LATERENEWL RENEWAL EXPIRES	23JA2001 22JL2000 23JL2000
AUL-S 10.1-007 GR. BRITAIN	APPLICATION: REGISTRATION:	2020814	17MY1995	PS LOGO	CONF RECD7 AMENDMENT	22JE1996 22JE1996
AUL-S 10.1-007 GUATEMALA	APPLICATION: REGISTRATION:	4350/90 65143/499/141	05OC1990 10OC1991	PS LOGO	RENEWAL EXPIRES	09OC2001 10OC2001
AUL-S 10.1-007 HAITI	APPLICATION: REGISTRATION:	N/A 366	19JL1990 01JL1991	PS LOGO	RENEWAL USE	01JL2001 01OC1996
AUL-S 10.1-007 HONDURAS	APPLICATION: REGISTRATION:	N/A 53,390	21SE1990 30JA1991	PS LOGO	RENEWAL NON-USE TAX	30JA2001 30JA1997
AUL-S 10.1-007 JAMAICA	APPLICATION: REGISTRATION:	3/2655 B 25851	24JL1990 24JL1990	PS LOGO	RENEWAL	24JL1997
AUL-S 10.1-007 KUWAIT	APPLICATION: REGISTRATION:	24,044 22347	18FE1990 18FE1990	PS (LOGO)	LATERENEWL RENEWAL	18MY2000 18FE2000
AUL-S 10.1-007 MEXICO	APPLICATION: REGISTRATION:	92533 388,897	30JL1990 28DE1990	PS LOGO	RENEWALAFF LATERENEWL RENEWAL	30JL2005 30JA2006 30JL2005
AUL-S 10.1-007 NETH. ANTILLES	APPLICATION: REGISTRATION:	N/A 16059	26SE1990 14DE1990	PS LOGO	LATERENEWL RENEWAL	26DE2000 26SE2000
AUL-S 10.1-007 NICARAGUA	APPLICATION: REGISTRATION:	N/A 20,332	15OC1990 24SE1991	PS LOGO	RENEWAL EXPIRES	23SE2001 24SE2001

ALL PAUL-S TRADEMARKS
AS OF MAY 29, 1996

				MARK	ACT DUE	DUE DAT
PAUL-S 10.1-007 OMAN	APPLICATION: REGISTRATION:	4022	21MR1990	PS (LOGO)		
PAUL-S 10.1-007 PANAMA	APPLICATION: REGISTRATION:	054236 4836	16AU1990 18SE1991	PS LOGO	LATERENEWL RENEWAL	180C200 18SE200
PAUL-S 10.1-007 QATAR	APPLICATION: REGISTRATION:	7915 7915	05MR1990 05MR1990	PS (LOGO)	LATERENEWL RENEWAL	05SE200 05MR200
PAUL-S 10.1-007 RAS AL-KHAIMAH	APPLICATION: REGISTRATION:	6873 6705	18FE1990 18FE1990	PS (LOGO)	LATERENEWL RENEWAL	18MY200 18FE200
PAUL-S-10.1-007 EL SALVADOR	APPLICATION: REGISTRATION:	1,203,906	17SE1990	PS LOGO		
PAUL-S 10.1-007 SAUDI ARABIA	APPLICATION: REGISTRATION:	10,686 221/82	21JA1990 22JL1990	PS (LOGO)	LATERENEWL RENEWAL	01JA200 01OC1999
PAUL-S 10.1-007 ST. LUCIA	APPLICATION: REGISTRATION:	N/A 133/90	29AU1990 19DE1990	PS LOGO	RENEWAL	29AU2004
PAUL-S 10.1-007 TRINIDAD	APPLICATION: REGISTRATION:	19138 19138	24JL1990 24JL1990	PS LOGO	RENEWAL	24JL2004
PAUL-S 10.1-007 VENEZUELA	APPLICATION: REGISTRATION:	25835/91	10DE1991	PS LOGO		
PAUL-S 10.1-009	APPLICATION: REGISTRATION:	600,146 1,448,059	22MY1986 21JL1987	V.S.O.P.	LATERENEWL ANNIV. T&T RENEWAL	21OC2007 10MR1997 21JL2007
PAUL-S 10.1-009 ANTIGUA	APPLICATION: REGISTRATION:	N/A 3156	08AU1990 06NO1991	V.S.O.P.	RENEWAL	08AU2004
PAUL-S 10.1-009 ARUBA	APPLICATION: REGISTRATION:	N/A 14956	20SE1990 31OC1990	V.S.O.P.	LATERENEWL RENEWAL	20DE200 20SE200
PAUL-S 10.1-009 BAHRAIN	APPLICATION: REGISTRATION:	65/90 13127	04FE1990 15JL1990	V.S.O.P.	LATERENEWL RENEWAL	04MY200 04FE200

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				MARK		ACT DUE	DUE DATE
PAUL-S 10.1-009 BARBADOS	APPLICATION: REGISTRATION:	N/A	21AU1990	V.S.O.P.			
PAUL-S 10.1-009 BERMUJA	APPLICATION: REGISTRATION:	21070 821070	20SE1990 20SE1990	V.S.O.P.		LATERENEWL RENEWAL	20MR1996 20SE1997
PAUL-S 10.1-009 BRAZIL	APPLICATION: REGISTRATION:	816618321 816618321	31JA1992 24AU1993	V.S.O.P.		RENEWAL LATERENEWL	24AU2003 24FE2004
PAUL-S 10.1-009 CANADA	APPLICATION: REGISTRATION:	596,982 359,679	09DE1987 25AU1989	V.S.O.P.		LATERENEWL RENEWAL	25FE2005 25AU2004
PAUL-S 10.1-009 COSTA RICA	APPLICATION: REGISTRATION:	N/A 74,234	03AU1990 25JA1991	V.S.O.P.		RENEWAL	25JA2001
PAUL-S 10.1-009 EGYPT	APPLICATION: REGISTRATION:	76084 76084	08JA1990 08JA1990	V.S.O.P.		LATERENEWL RENEWAL	08AP2000 08JA2000
PAUL-S 10.1-009 FRANCE	APPLICATION: REGISTRATION:	227,313 1,666,868	23JL1990 23JL1990	V.S.O.P.		LATERENEWL RENEWAL EXPIRES	23JA2001 22JL2000 23JL2000
PAUL-S 10.1-009 GR. BRITAIN	APPLICATION: REGISTRATION:	1,433,050 1,443,050	25JL1990 25JL1990	V.S.O.P.		RENEWAL	25JL1997
PAUL-S 10.1-009 GUATEMALA	APPLICATION: REGISTRATION:	4358/90 64968-324-141	05OC1990 29JL1991	V.S.O.P.		RENEWAL EXPIRES	28JL2001 29JL2001
PAUL-S 10.1-009 HAITI	APPLICATION: REGISTRATION:	N/A 367	19JL1990 01JL1991	V.S.O.P.		RENEWAL USE	01JL2001 01OC1996
PAUL-S 10.1-009 HONDURAS	APPLICATION: REGISTRATION:	N/A 53884	21SE1990 11JE1991	V.S.O.P.		RENEWAL NON-USE TAX	11JE2001 11JE1996
PAUL-S 10.1-009 JAMAICA	APPLICATION: REGISTRATION:	3/2656	27AU1990	V.S.O.P.			
PAUL-S 10.1-009 KUWAIT	APPLICATION: REGISTRATION:	24,045 22377	18FE1990 18FE1990	V.S.O.P.		LATERENEWL RENEWAL	18MY2000 18FE2000

ALL PAUL-S TRADEMARKS
AS OF MAY 29, 1996

			MARK	ACT DUE	DUE DA
PAUL-S 10.1-012 BAHAMAS	APPLICATION: REGISTRATION:	10AU1990 14168 10AU1990	PS DESIGNS (LOGO)	LATERENEWL RENEWAL	10FE200 10AU200
PAUL-S 10.1-012 BARBADOS	APPLICATION: REGISTRATION:	N/A 21AU1990	PS DESIGNS (LOGO)		
PAUL-S 10.1-012 BERMUDA	APPLICATION: REGISTRATION:	21074 20SE1990 21074 20SE1990	PS DESIGNS (LOGO)	LATERENEWL RENEWAL	20MR199 20SE199
PAUL-S 10.1-012 BRAZIL	APPLICATION: REGISTRATION:	816618348 31JA1992	PS DESIGNS LOGO		
PAUL-S 10.1-012 CANADA	APPLICATION: REGISTRATION:	596,983 09DE1987 372,244 24AU1990	PS DESIGNS AND DESIGN	LATERENEWL RENEWAL	24FE200 24AU200
PAUL-S 10.1-012 COSTA RICA	APPLICATION: REGISTRATION:	N/A 03AU1990 75194 15AP1991	PS DESIGNS (LOGO)	RENEWAL	15AP200
PAUL-S 10.1-012 ECUADOR	APPLICATION: REGISTRATION:	28851 20ND1991 1945-92 28JL1992	PS DESIGNS LOGO	AFFIDAVIT LATERENEWL RENEWAL	28JL199 28JA200 28JL200
PAUL-S 10.1-012 FRANCE	APPLICATION: REGISTRATION:	228,460 26JL1990 1,606,176 26JL1990	PS DESIGNS (LOGO)	LATERENEWL RENEWAL EXPIRES	26JA200 25JL200 26JL200
PAUL-S 10.1-012 GR. BRITAIN	APPLICATION: REGISTRATION:	2020810 17MY1995	PS DESIGNS LOGO	CONF RECD? RESPONSE	09MY199 09MY199
PAUL-S 10.1-012 GUATEMALA	APPLICATION: REGISTRATION:	4351/90 05OC1990 65560/315/142 15OC1991	PS DESIGNS (LOGO)	RENEWAL EXPIRES	14OC200 15OC200
PAUL-S 10.1-012 HAITI	APPLICATION: REGISTRATION:	N/A 19JL1990 368 01JL1991	PS DESIGNS (LOGO)	RENEWAL USE	01JL200 01OC199
PAUL-S 10.1-012 HONDURAS	APPLICATION: REGISTRATION:	N/A 12SE1990 56,737 05JA1993	PS DESIGNS (LOGO)	RENEWAL NON-USE TAX	05JA200 05JA199
PAUL-S 10.1-012 HONG KONG	APPLICATION: REGISTRATION:	93/03732 20AP1993	PS DESIGNS (LOGO)	CONF RECD? AMENDMENT	05JL199 05JL199

ALL PAUL-S TRADEMARKS
AS OF MAY 29, 1996

				MARK	ACT DUE	DUE DATE
PAUL-S 10.1-012 JAMAICA	APPLICATION: REGISTRATION:	3/2657 824592	24JL1990 24JL1990	PS DESIGNS (LOGO)	RENEWAL	24JL1997
PAUL-S 10.1-012 MALAYSIA	APPLICATION: REGISTRATION:	93-02792	22AP1993	PS DESIGNS (LOGO)	RENEWAL	22AP2000
PAUL-S 10.1-012 MEXICO	APPLICATION: REGISTRATION:	92531 388896	30JL1990 28DE1990	PS DESIGNS (LOGO)	USE RENEWALAFF LATERENEWL RENEWAL	30JL1996 30JL2005 30JA2006 30JL2005
PAUL-S 10.1-012 NETH. ANTILLES	APPLICATION: REGISTRATION:	N/A 16060	26SE1990 14DE1990	PS DESIGNS (LOGO)	LATERENEWL RENEWAL	26DE2000 26SE2000
PAUL-S 10.1-012 NICARAGUA	APPLICATION: REGISTRATION:	N/A 20436	15OC1990 15OC1991	PS DESIGNS LOGO	RENEWAL EXPIRES	14OC2001 15OC2001
PAUL-S 10.1-012 PANAMA	APPLICATION: REGISTRATION:	054234 4834	16AU1990 18SE1991	PS DESIGNS (LOGO)	LATERENEWL RENEWAL	18OC2001 18SE2001
PAUL-S 10.1-012 EL SALVADOR	APPLICATION: REGISTRATION:	1,203,934 151 VOL. 15	19SE1990 25FE1993	PS DESIGNS (LOGO)	RENEWAL	25FE2003
PAUL-S 10.1-012 ST. LUCIA	APPLICATION: REGISTRATION:	N/A 138/90	29AU1990 19DE1990	PS DESIGNS (LOGO)	RENEWAL	29AU2004
PAUL-S 10.1-012 TAIWAN	APPLICATION: REGISTRATION:	82019778 643035	03MY1993 16MY1994	PS DESIGNS (LOGO)	USE RENEWAL RENEWALAFF	15MY2001 15MY2004 15MY2004
PAUL-S 10.1-012 TRINIDAD	APPLICATION: REGISTRATION:	19168 19168	13AU1990 13AU1990	PS DESIGNS (LOGO)	RENEWAL	13AU2004
PAUL-S 10.1-012 VENEZUELA	APPLICATION: REGISTRATION:	25833/91	10DE1991	PS DESIGNS LOGO		
PAUL-S 10.1-013	APPLICATION: REGISTRATION:	687,098 1,512,270	30SE1987 15NO1988	TRIBECCA	LATERENEWL RENEWAL	15FE2009 15NO2008
PAUL-S 10.1-013 ANTIGUA	APPLICATION: REGISTRATION:	N/A 3172	08AU1990 06NO1991	TRIBECCA	RENEWAL	08AU2004

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				MARK	ACT DUE	DUE DATE
PAUL-S 10.1-013 ARUBA	APPLICATION: REGISTRATION:	N/A 14970	20SE1990 31OC1990	TRIBECCA	LATERENEWL RENEWAL	20DE2000 20SE2000
PAUL-S 10.1-013 BAHAMAS	APPLICATION: REGISTRATION:		10AU1990 14169 10AU1990	TRIBECCA	LATERENEWL RENEWAL	10FE2005 10AU2004
PAUL-S 10.1-013 BARBADOS	APPLICATION: REGISTRATION:	N/A	21AU1990	TRIBECCA		
PAUL-S 10.1-013 BERMUDA	APPLICATION: REGISTRATION:	21075 21075	20SE1990 20SE1990	TRIBECCA	LATERENEWL RENEWAL	20MR1998 20SE1997
PAUL-S 10.1-013 CANADA	APPLICATION: REGISTRATION:	596,980 364,384	09DE1987 19JA1990	TRIBECCA	LATERENEWL RENEWAL	19JL2005 19JA2005
PAUL-S 10.1-013 COSTA RICA	APPLICATION: REGISTRATION:	N/A 74,235	03AU1990 25JA1991	TRIBECCA	RENEWAL	25JA2001
PAUL-S 10.1-013 DOM. REPUBLIC	APPLICATION: REGISTRATION:	N/A 50,023	10SE1990 17NO1990	TRIBECCA	RENEWAL	17NO2010
PAUL-S 10.1-013 FRANCE	APPLICATION: REGISTRATION:	227,314 1,603,650	23JL1990 23JL1990	TRIBECCA	LATERENEWL RENEWAL EXPIRES	23JA2001 22JL2000 23JL2000
PAUL-S 10.1-013 GR. BRITAIN	APPLICATION: REGISTRATION:	1,433,103 1,433,103	20JL1990 25OC1991	TRIBECCA	RENEWAL	20JL1997
PAUL-S 10.1-013 GUATEMALA	APPLICATION: REGISTRATION:	4352/90 65368-225-141	05OC1990 01AU1991	TRIBECCA	RENEWAL EXPIRES	31JL2001 01AU2001
PAUL-S 10.1-013 HAITI	APPLICATION: REGISTRATION:	N/A 268 REG 89	19JL1990 22AP1991	TRIBECCA	RENEWAL USE	22AP2001 22JL1996
PAUL-S 10.1-013 HONDURAS	APPLICATION: REGISTRATION:	N/A 53,403	21SE1990 30JA1991	TRIBECCA	RENEWAL NON-USE TAX	30JA2001 30JA1997
PAUL-S 10.1-013 JAMAICA	APPLICATION: REGISTRATION:	3/2658 24706	24JL1990 24JL1990	TRIBECCA	RENEWAL	24JL1997

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			MARK	ACT DUE	DUE DAT
PAUL-S 10.1-013 NETH. ANTILLES	APPLICATION: REGISTRATION:	N/A 16056	26SE1990 14DE1990	TRIBECCA	LATERENEWL RENEWAL 26DE200 26SE200
PAUL-S 10.1-013 NICARAGUA	APPLICATION: REGISTRATION:	N/A 20434	15OC1990 15OC1991	TRIBECCA	RENEWAL EXPIRES 14OC200 15OC200
PAUL-S 10.1-013 PANAMA	APPLICATION: REGISTRATION:	054233 4833	16AU1990 18SE1991	TRIBECCA	LATERENEWL RENEWAL 18OC200 18SE200
PAUL-S 10.1-013 EL SALVADOR	APPLICATION: REGISTRATION:	1,203,907 31 VOL. 26	17SE1990 24JL1995	TRIBECCA	RENEWAL 24JL200
PAUL-S 10.1-013 ST. LUCIA	APPLICATION: REGISTRATION:	N/A 133/90	29AU1990 19DE1990	TRIBECCA	RENEWAL 29AU200
PAUL-S 10.1-013 TRINIDAD	APPLICATION: REGISTRATION:	19137 19137	24JL1990 24JL1990	TRIBECCA	RENEWAL 24JL200
PAUL-S 10.1-014	APPLICATION: REGISTRATION:	690,170 1,507,687	19OC1987 11OC1988	SENSUOUS SKIN	LAPSED
PAUL-S 10.0-016	APPLICATION: REGISTRATION:	001,172 1,651,875	16ND1989 23JL1991	TENZO	LATERENEWL SEC 8 & 15 RENEWAL 23OC2001 23JL1997 23JL2001
PAUL-S 10.1-018	APPLICATION: REGISTRATION:	802,673 1,584,255	26MY1989 27FE1990	PS	LATERENEWL RENEWAL 27MY200C 27FE200C
PAUL-S 10.1-018 ANTIGUA	APPLICATION: REGISTRATION:	N/A 3180	08AU1990 06ND1991	PS	RENEWAL 08AU2004
PAUL-S 10.1-018 ARUBA	APPLICATION: REGISTRATION:	N/A 14971	20SE1990 31OC1990	PS	LATERENEWL RENEWAL 20DE2000 20SE2000
PAUL-S 10.1-018 BAHAMAS	APPLICATION: REGISTRATION:		10AU1990 14170 10AU1990	PS	LATERENEWL RENEWAL 10FE2005 10AU2004
PAUL-S 10.1-018 BAHRAIN	APPLICATION: REGISTRATION:	66/90 13128	04FE1990 15JL1990	PS	LATERENEWL RENEWAL 04MY2005 04FE2005

				MARK	ACT DUE	DUE DATE	DUE DATE
ADOS	APPLICATION: REGISTRATION:	N/A	21AU1990	PS			23SE2001 24SE2001
IL	APPLICATION: REGISTRATION:	816618356	31JA1992	PS	CONF RECD? FILE OPP?	01JL1999 01JL1999	
A RICA	APPLICATION: REGISTRATION:	N/A 74,237	03AU1990 25JA1991	PS	RENEWAL	25JA2001	JL 18OC2001 18SE2001
	APPLICATION: REGISTRATION:	127977	01AP1996	PS			JL 05SE2000 05MR2000
DOR	APPLICATION: REGISTRATION:	28849 1943-92	20ND1991 28JL1992	PS	AFFIDAVIT LATERENEWL RENEWAL	28JL1997 28JA2003 28JL2002	JL 18MY2000 18FE2000
CE	APPLICATION: REGISTRATION:	228,459 1,606,175	26JL1990 26JL1990	PS	LATERENEWL RENEWAL EXPIRES	26JA2001 25JL2000 26JL2000	JL 30DE1999 30SE1999
EMALA	APPLICATION: REGISTRATION:	4357/90 65369-225741	05OC1990 01AU1991	PS	RENEWAL EXPIRES	31JL2001 01AU2001	29AU2004
I	APPLICATION: REGISTRATION:	N/A 254 REG 89	19JL1990 22AP1991	PS	RENEWAL USE	22AP2001 22JL1996	
IAS	APPLICATION: REGISTRATION:	N/A 58,009	21SE1990 07JL1993	PS	RENEWAL NON-USE TAX	07JL2003 07JL1996	R 15AU2000 15MY2000
LIT	APPLICATION: REGISTRATION:	24603 22822	10JL1990 10JL1990	PS	LATERENEWL RENEWAL	07OC2000 07JL2000	R 07AU2001 S 07MY1997 07MY2001
ICO	APPLICATION: REGISTRATION:	92529 388,462	30JL1990 18DE1990	PS	RENEWALAFF LATERENEWL RENEWAL USE	30JL2005 30JA2006 30JL2005 30JL1996	S 27AP1999 L 27JL2003 27AP2003
H. ANTILLES	APPLICATION: REGISTRATION:	N/A 16058	26SE1990 14DE1990	PS	LATERENEWL RENEWAL	26DE2000 26SE2000	

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				MARK	ACT DUE	DUE D/
PAUL-S 10.1-027	APPLICATION: REGISTRATION:	098,466 1,671,150	19SE1990 07JA1992	DESIGN (STYLIZED)	SEC 8 & 15 LATERENEWL RENEWAL	07JA19 07AP20 07JA20
PAUL-S 10.1-027 CANADA	APPLICATION: REGISTRATION:	672,029 425,182	07DE1990 18MR1994	DESIGN (STYLIZED)	RENEWAL LATERENEWL	18MR20 18SE20
PAUL-S 10.0-033	APPLICATION: REGISTRATION:	202,850 1,875,768	11SE1991 24JA1995	BODY BY DESIGN	SEC 8 & 15 RENEWAL LATERENEWL	24JA20 24JA20 24AP20
PAUL-S 10.1-033 CTM	APPLICATION: REGISTRATION:	76992	01AP1996	BODY BY DESIGN		
PAUL-S 10.1-036	APPLICATION: REGISTRATION:	320,524 1,772,744	05OC1992 25MY1993	CHILL	SEC 8 & 15 LATERENEWL RENEWAL	25MY19 25AU20 25MY20
PAUL-S 10.1-036 CTM	APPLICATION: REGISTRATION:	77024	01AP1996	CHILL		
PAUL-S 10.0-047 (3E)	APPLICATION: REGISTRATION:	498,205	08MR1994	CASUAL BY DESIGN	ALLOWED USE	21MR19 21SE19
PAUL-S 10.1-047 CTM	APPLICATION: REGISTRATION:	77065	01AP1996	CASUAL BY DESIGN		
PAUL-S 10.0-048 (3E)	APPLICATION: REGISTRATION:	498,161	08MR1994	CASUAL	ANNIV. T&T ALLOWED USE	14MR19 14FE19 14AU19
PAUL-S 10.0-048 11	APPLICATION: REGISTRATION:	655,243	03AP1995	CASUAL	ALLOWED USE	19MR19 19SE19
PAUL-S 10.1-048 AUSTRALIA	APPLICATION: REGISTRATION:	681,021	15DE1995	CASUAL		
PAUL-S 10.1-048 CTM	APPLICATION: REGISTRATION:	77040	01AP1996	CASUAL		

ALL PAUL-S TRADEMARKS
AS OF MAY 29, 1996

				MARK	ACT DUE	DUE DATE
PAUL-S 10.0-048 DIV	APPLICATION: REGISTRATION:	802,516 1,928,741	08MR1994 17OC1995	CASUAL	SEC 8 & 15 RENEWAL LATERENEWL	17OC2001 17OC2005 17JA2006
PAUL-S 10.0-050 (ZE)	APPLICATION: REGISTRATION:	547,765	11JL1994	OCTAVE	ALLOWED USE	29AU1995 29AU1996
PAUL-S 10.1-052	APPLICATION: REGISTRATION:	655,242 1,957,908	03AP1995 20FE1996	MISCELLANEOUS DESIGN (FLOWER)	SEC 8 & 15 RENEWAL LATERENEWL	20FE2002 20FE2006 20MY2006
PAUL-S 10.1-052 AUSTRALIA	APPLICATION: REGISTRATION:	678,735	21NO1995	FLOWER LOGO		
PAUL-S 10.1-052 CTM	APPLICATION: REGISTRATION:	77032	01AP1996	FLOWER (LOGO)		
PAUL-S 10.0-053	APPLICATION: REGISTRATION:	694,160	26JE1995	DESIGN	ALLOWED USE	23AP1996 23OC1996
PAUL-S 10.0-054	APPLICATION: REGISTRATION:			UNAVAILABLE	ANNIV. T&T	14JL1996
PAUL-S 10.1-058	APPLICATION: REGISTRATION:	071,938	13MR1996	DESIGN		
PAUL-S 10.1-059	APPLICATION: REGISTRATION:	075,167	19MR1996	PS		
PAUL-S 10.0-060	APPLICATION: REGISTRATION:	071,936	13MR1996	CASUAL		
PAUL-S 10.0-061	APPLICATION: REGISTRATION:	071,853	13MR1996	FLOWER (LOGO)		
PAUL-S 10.0-062	APPLICATION: REGISTRATION:	071,935	13MR1996	PS		
PAUL-S 10.0-063	APPLICATION: REGISTRATION:	071,937	13MR1996	DESIGN		

SCHEDULE A-1 - Continued

<u>REGISTRATION NO.</u>	<u>MARK</u>
U.S. 1,497,337	PS DESIGNS
U.S. 1,584,255	PS
U.S. 1,595,978	DESIGN
U.S. 1,615,221	CUTMARK ALL AMERICAN CONVENIENCE STORES
U.S. 1,643,273	TRIBECCA BODY SENSATIONS
U.S. 1,671,150	DESIGN
U.S. 1,767,119	BATH & BODY LUXURIES
U.S. 1,456,034	CHILL
N.J. 2,255	CHILL
N.J. 2,254	PAUL SEBASTIAN

NY2-146237.1

RECORDED: 06/11/1998

TRADEMARK
REEL: 1747 FRAME: 0100