

09-08-1998



100823679

*Handwritten:* MKC  
9-3-98

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

**Conveyance Type**

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

**Conveying Party**

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

**Receiving Party**

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)   
City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

**FOR OFFICE USE ONLY**

09/04/1998 JSHWBNZZ 00000056 1312413

01 FC:481  
02 FC:482

40.00 OP  
25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) to  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231  
REEL: 1778 FRAME: 0328

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1 587 824"/>	<input type="text"/>	<input type="text"/>
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**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

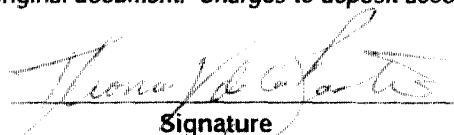
No

**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. Charges to deposit account are authorized, as indicated herein.

Thomas de la Bastide

Name of Person Signing



Signature

8/28/98

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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**NOTICE OF GRANT OF SECURITY INTEREST  
IN TRADEMARKS**

August 27, 1998

United States Patent and Trademark Office

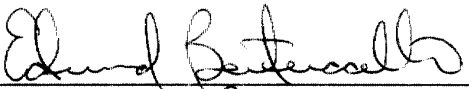
Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of August 27, 1998 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement"), by and among the Grantors party thereto (each a "Grantor" and collectively the "Grantors") and Contrarian Capital Advisors, L.L.C., as agent for certain funds and accounts and Mellon Bank, N.A., solely in its capacity as Trustee for First Plaza Group Trust (as directed by Contrarian Capital Advisors, L.L.C.) and not in its individual capacity (collectively, the "Lenders"), the undersigned Grantor has granted a continuing security interest in, and continuing lien upon, the trademarks and trademark applications listed on the attached Schedule I to the Lenders.

The Grantors and the Lenders hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.


Very truly yours,

UNISA AMERICA, INC.


By:   
Name: EDWARD BERTUCCI  
Title: TREASURER

**Acknowledged and Accepted:**

CONTRARIAN CAPITAL ADVISORS, L.L.C.,  
as agent for certain funds and accounts,  
as Lender

By:   
Name: David E. Jackson  
Title: Managing Director

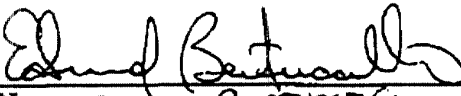
MELLON BANK, N.A., solely in its capacity  
as Trustee for First Plaza Group Trust  
(as directed by Contrarian Capital Advisors,  
L.L.C.) and not in its individual capacity  
as Lender

By:   
Name: David E. Jackson  
Title: Managing Director

The Grantors and the Lenders hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.


Very truly yours,

UNISA AMERICA, INC.

By:   
Name: EDWARD BORTUCELLI  
Title: TREASURER

**Acknowledged and Accepted:**

CONTRARIAN CAPITAL ADVISORS, L.L.C.,  
as agent for certain funds and accounts,  
as Lender

By:   
Name: David E. Jackson  
Title: Managing Director

MELLON BANK, N.A., solely in its capacity  
as Trustee for First Plaza Group Trust  
(as directed by Contrarian Capital Advisors,  
L.L.C.) and not in its individual capacity  
as Lender

By:   
Name: CAROLE BRUNO  
Title: AUTHORIZED SIGNATORY

The decision to participate in the investment, any representations made herein by the participant, and any actions taken hereunder by the participant has/have been made solely at the direction of the investment fiduciary who has sole investment discretion with respect to this investment.

SCHEDULE I

Thursday, November 21, 1996

Trademark List

Page: 1

Trademark Name	Class	Attorney	Case Number/ Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
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UNISA			22627ARI	1,677,128	1,386,986	28-Feb-2002	
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Country: Argentina		Owner: UNISA	REGISTERED		28-Feb-1992		
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Class: 18			Remarks: 22627.0005				
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UNISA			22627AR2	1,677,129	1,386,987	28-Feb-2002	
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Country: Argentina		Owner: UNISA	REGISTERED		28-Feb-1992		
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Class: 25			Remarks: 22627.0005				
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UNISA			22627AA1		A483307	14-Mar-2009	
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Country: Australia		Owner: UNISA	REGISTERED		14-Mar-1988		
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Class: 25		Agent: CALLINAN LAWRIE	Remarks: 22627.0005				
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Goods: FOOTWEAR IN THIS CLASS; CLOTHING, INCLUDING SOCKS, TIGHTS, PANTY-HOSE AND STOCKINGS, BELTS

UNISA			22627AA2		A483308	14-Mar-2009	
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Country: Australia		Owner: UNISA	REGISTERED		14-Mar-1988		
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Class: 18		Agent: CALLINAN LAWRIE	Remarks: 22627.0005				
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Goods: LUGGAGE, HANDBAGS, TRAVELLING BAGS, SHOPPING BAGS, SCHOOL BAGS, PURSES, WALLETS, LEATHER & IMITATIONS OF LEATHER AND GOODS MADE OF

UNISA			22627BI	761,623	495,769	27-Mar-2001	
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Country: Benelux		Owner: UNISA	REGISTERED	27-Mar-1991	27-Mar-1991		
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Class: 18 AND 25		Agent: BURBAU OBEYERS S.A.	Remarks: 22627.0005				
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Thursday, November 21, 1996

Trademark List

Page: 1

Trademark Name	Class	Attorney	Case Number/ Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
UNISA	UNISA MIS	MAB	22627BR1	814,208,991			
Country: Brazil	Owner: UNISA		Unfiled				
Class: 25	Agent: DANIEL & CIA.		Remarks: 22627,0005				
UNISA	UNISA MIS	MAB	22627CA1	598,260	366,759	16-Mar-2005	01-Mar-1984
Country: Canada	Owner: UNISA		REGISTERED	07-Jan-1988	16-Mar-1990		
Goods: SHOES, LADIES AND MEN'S FOOTWEAR NAMELY SHOES, SANDALS, BOOTS AND SLIPPERS, HANDBAGS, BELTS AND SMALL LEATHER GOODS, NAMELY WALLETS.	Agent: OSLER, HOSKIN & HARCOURT		Remarks: 22627,0005				
UNISA	UNISA MIS	MAB	22627CN1		596892	10-Mar-2002	
Country: China	Owner: UNISA		REGISTERED		10-Mar-1992		
Class: 18	Agent: CHINA PATENT AGENT (H.K.) LTD.		Remarks: 22627,0005				
Goods: HANDBAGS, TRAVEL BAGS, WALLETS, LUGGAGE, SCHOOL BAGS, UMBRELLAS, SHOPPING BAGS, LEATHER AND IMITATION OF LEATHER OF THE AFORE							
UNISA	UNISA MIS	MAB	22627CN2		597860	20-Mar-2002	
Country: China	Owner: UNISA		REGISTERED		20-Mar-1992		
Class: 25	Agent: CHINA PATENT AGENT (H.K.) LTD.		Remarks: 22627,0005				
Goods: SHOES, BOOTS							



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Trademark List

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Trademark Name	Client	Attorneys	Class Number/ Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
UNISA	UNISA	MIS MAE	22627CO1	364437	144763	31-Dec-2003	
Country: Colombia	Owner: UNISA		REGISTERED	30-Jul-1992	31-Dec-1993		
Classes: 18	Agent: BAKER & MCKENZIE			Remarks: 22627.0005			
Goods: LEATHER AND IMITATIONS OF LEATHER, AND ARTICLES MADE FROM THESE MATERIALS, AND NOT INCLUDED IN OTHER CLASSES; SKINS, HIDES, TRUNKS							
UNISA	UNISA	MIS MAE	22627CO2	364438			
Country: Colombia	Owner: UNISA		Pending	30-Jul-1992			
Classes: 25	Agent: BAKER & MCKENZIE			Remarks: 22627.0005			
Goods: CLOTHING, FOOTWEAR, HEADGEAR							
UNISA	UNISA	MIS MAE	22627CRI		80.983	08-Oct-2002	
Country: Costa Rica	Owner: UNISA		REGISTERED	11-May-1992	08-Oct-1992		
Classes: 25	Agent: VICTOR VARGAS-VALENZUELA			Remarks: 22627.0005			
UNISA	UNISA	MIS MAE	22627CR2		80.987	08-Oct-2002	
Country: Costa Rica	Owner: UNISA		REGISTERED	11-May-1992	08-Oct-1992		
Classes: 18	Agent: VICTOR VARGAS-VALENZUELA			Remarks: 22627.0005			
UNISA	UNISA	MIS MAE	22627DK1	144/1992	5914/1992	03-Jul-2002	
Country: Denmark	Owner: UNISA		REGISTERED	09-Jan-1992	03-Jul-1992		
Classes: 18 AND 25	Agent: BUDDO, SCHOU & CO. AS			Remarks: 22627.0005			
Goods: ALL GOODS IN CLASSES 18 AND 25							



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Trademark List

Trademark Name	Client	Attorneys	Case Number/ Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
UNISA Country: France Classes: 18 AND 25	UNISA	MJS MAE UNISA	22627FI REGISTERED	893584 11-Dec-1987 Remarks: 22627.0005	1439553 11-Dec-1987	11-Dec-1997	
UNISA Country: Guatemala Classes: 25	UNISA	MJS MAB UNISA Agent: FALLA, SILVA, PENA & VITURI	22627GUI Pending	563092 11-Sep-1992 Remarks: 22627.0005			
UNISA Country: Honduras Classes: 18	UNISA	MIS MAE UNISA	22627HOI REGISTERED	6696793 07-Jul-1993 Remarks: 22627.0005	59146 04-Jan-1994	04-Jan-2004	
UNISA Country: Honduras Classes: 25	UNISA	MJS MAB UNISA	22627HO2 REGISTERED	6695793 07-Jul-1993 Remarks: 22627.0005	59145 04-Jan-1994	04-Jan-2004	
UNISA Country: Hong Kong Classes: 18	UNISA	MJS MAE UNISA Agent: WENPING & CO.	22627HXI Pending	2712791 26-Apr-1991 Remarks: 22627.0005	4356792	26-Apr-1998	

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Trademark List

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Case Number/ Application Number/Filing Date Status Renewal Date First Use Date

Trademark Name	Client	Attorneys	Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
UNISA Country: Hong Kong Classes: 25	UNISA MIS MAB Owner: UNISA Agent: WENPING & CO.		22627HXJ Pending	2713491 26-Apr-1991 Remarks: 22627.0005	4357492	26-Apr-1998	
UNISA Country: Indonesia	UNISA MIS MAB Owner: UNISA		22627IAI Withdrawn	Remarks: 22627.0005			
UNISA Country: Italy Classes: 18	UNISA MIS MAB Owner: UNISA		22627II REGISTERED	25299CIB7 Remarks: 22627.0005	534415	20-Sep-2010	20-Sep-1990
UNISA Country: Italy Classes: 25	UNISA MIS MAB Owner: UNISA		22627IZ REGISTERED	25292CIB7 Remarks: 22627.0005	534403	20-Sep-2010	20-Sep-1990
UNISA Country: Japan Classes: 21 (18)	UNISA MIS MAB Owner: UNISA Agent: ODAJIMA PATENT OFFICE		22627JI REGISTERED	008693/1990 Remarks: 22627.0005	2432432	31-Jul-2002	31-Jul-1992

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Trademark List

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Case Number/ Application Number/Filing Date Registration Number/Date Renewal Date First Use Date

Trademark Name	Client	Attorneys	Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
UNISA Country: Japan Classes: 22 (25) Agent: ODAJIMA PATENT OFFICE	UNISA MIS MAE Owner: UNISA		2262712 REGISTERED	008684/1990 Remarks: 22627.0005	2452462 30-Sep-1992	30-Sep-1992	
UNISA Country: Korea (South) * Classes: 25 Goods: BRIEF CASE, HAND BAGS, OPERA BAGS, ETC. Agent: NAM & NAM	UNISA MIS MAB Owner: UNISA		22627K1 REGISTERED	9932708 29-Apr-1988 Remarks: 22627.0005	176303 09-Aug-1989	09-Aug-1999	
UNISA Country: Mexico Classes: 18 Agent: BASHAM, RINGE & CORREA	UNISA MIS MAB Owner: UNISA		22627ME1 REGISTERED	115803 19-Jun-1991 Remarks: 22627.0005	432097 19-Mar-1993	19-Jun-2001	
UNISA Country: Mexico Classes: 25 Agent: BASHAM, RINGE & CORREA	UNISA MIS MAB Owner: UNISA		22627ME2 REGISTERED	115804 19-Jun-1991 Remarks: 22627.0005	477085 18-Oct-1994	19-Jun-2001	
UNISA Country: Morocco Classes: 18 AND 25 Goods: 18- LEATHER AND IMITATIONS OF LEATHER AND GOODS MADE OF LEATHER AND IMITATIONS OF LEATHER NOT INCLUDED IN OTHER CLASSES; TRUNKS AND	UNISA MIS MAE Owner: UNISA		22627XD1 REGISTERED		48993 19-Jun-1992 Remarks: 22627.0005	19-Jun-2012	

TRADEMARK

REF: 1778 FRAME: 0340

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Trademark List

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Trademark Name	Case Number/ Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
UNISA Country: New Zealand Classes: 18	22627NZ1 REGISTERED Agent: AJ PARK & SON	209183 04-Apr-1991 Remarks: 22627.0005	209183 04-Apr-1991	04-Apr-1998	
UNISA Country: New Zealand Classes: 25	22627NZ2 REGISTERED Agent: AJ PARK & SON	209184 04-Apr-1991 Remarks: 22627.0005	209184 04-Apr-1991	04-Apr-1998	
UNISA Country: Nicaragua Classes: 18	22627NK1 REGISTERED Agent: GUY JOSE BENDANA GUERRERO &	162593 08-Jul-1993 Remarks: 22627.0005	25930 CC 07-Jun-1994	07-Jun-2004	
UNISA Country: Nicaragua Classes: 25	22627NK2 REGISTERED Agent: GUY JOSE BENDANA GUERRERO &	162693 08-Jul-1993 Remarks: 22627.0005	25931 CC 07-Jun-1994	07-Jun-2004	
UNISA Country: Norway Classes: 18 and 25	22627NI Abandoned Owner: UNISA	12192 09-Jan-1992 Remarks: 22627.0005			

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Trademark List

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Trademark Name	Client	Attorneys	Case Number/ Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
UNISA	UNISA MJS	MAE	22627PG1		61229	21-Jan-2004	
Country: Panama	Owner: UNISA		REGISTERED		21-Jan-1994		
Classes: 18			Remarks: 22627.0005				
UNISA	UNISA MJS	MAE	22627PBI	220084	003021	25-Nov-2003	
Country: Peru	Owner: UNISA		REGISTERED	03-May-1993	25-Nov-1993		
Classes: 18			Remarks: 22627.0005				
UNISA	UNISA MJS	MAE	22627PE2	220085	003022	25-Nov-2003	
Country: Peru	Owner: UNISA		REGISTERED	01-May-1993	25-Nov-1993		
Classes: 25			Remarks: 22627.0005				
UNISA	UNISA MJS	MAE	22627RSI		9271660	16-May-2002	
Country: Singapore	Owner: UNISA		REGISTERED				
Classes: 25			Remarks: 22627.0005				
UNISA	UNISA MJS	MAB	22627SAI		012592	08-Jan-2002	
Country: South Africa	Owner: UNISA		REGISTERED	08-Jan-1992	08-Jan-1992		
Classes: 18	Agent: SPOOR AND FISHER		Remarks: 22627.0005				

Trademark List

Trademark Name	Case Number/ Status	Client	Attorneys	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
UNISA	22627SA2 REGISTERED	UNISA MJS MAE Owner: UNISA		08-Jan-1992 Remarks: 22627.0005	012692 08-Jan-1992	04-Jan-2002	
Country: South Africa Classes: 25							
UNISA	22627E1 REGISTERED	UNISA MJS MAE Owner: UNISA Agent: SRES. ELZABURU		1227540 Remarks: 22627.0005	1227540 05-Feb-1990	05-Feb-2010	
Country: Spain Classes: 18							
UNISA	22627E2 REGISTERED	UNISA MJS MAE Owner: UNISA Agent: SRES. ELZABURU		1227541 Remarks: 22627.0005	1227541 07-May-1990	07-May-2010	
Country: Spain Classes: 25							
UNISA	22627SI REGISTERED	UNISA MJS MAB Owner: UNISA Agent: OSCAR GRAHN PATENTBUREAU AB		630/1992 Remarks: 22627.0005	238605 31-Jul-1992	31-Jul-2002	
Country: Sweden Classes: 18 AND 25							
UNISA	22627CHI REGISTERED	UNISA MJS MAB Owner: UNISA		10-Jan-1992 Remarks: 22627.0005	394864 10-Jan-1992	10-Jan-2012	
Country: Switzerland Classes: 18 AND 25							
Goods: LEATHER AND IMITATIONS OF LEATHER, AND GOODS MADE OF THESE MATERIALS AS FAR AS INCLUDED IN CLASS 18; ANIMAL SKINS, HIDES; TRUNKS AND							



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Trademark List

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Trademark Name	Clerk	Attorneys	Case Number/ Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
UNISA Country: Taiwan Classes: 41	UNISA Owner: UNISA	MIS MAE	22627TW1 REGISTERED	22627.0005	420479 16-Nov-1988	16-Nov-1998	
UNISA Country: Taiwan Classes: 43	UNISA Owner: UNISA	MIS MAB	22627TW2 REGISTERED	22627.0005	425457 01-Jan-1989	01-Jan-1999	
UNISA Country: Taiwan Classes: 64	UNISA Owner: UNISA	MIS MAB	22627TW3 REGISTERED	22627.0005	424129 16-Dec-1988	16-Dec-1998	
UNISA Country: Tangier Classes: 18 AND 25	UNISA Owner: UNISA	MIS MAB	22627TGI REGISTERED	22627.0005	8507 17-Jul-1992	17-Jul-2012	
UNISA Country: United Kingdom Classes: 18	UNISA Owner: UNISA Agent: R.G.C. JENKINS & CO.	MIS MAB	22627GI REGISTERED	22627.0005	1328640 26-Nov-1993	30-Nov-2004	

Trademark List

Trademark Name	Client	Attorneys	Case Number/ Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
UNISA Country: United Kingdom Classes: 25	UNISA MIS MAE Owner: UNISA Agent: R.O.C. JENKINS & CO.		22627G2 REGISTERED	1328641 30-Nov-1987 Remarks: 22627.0005	1328641 26-Nov-1993	30-Nov-2004	
UNISA Country: United States of America Classes: 25 Goods: SHOES	UNISA MIS MAE Owner: UNISA		22627XX1 REGISTERED	409,680 17-Nov-1983 Remarks: 22627.0005	1,312,413 01-Jan-1985	01-Jan-2005	
UNISA Country: United States of America Classes: 18	UNISA MIS MAE Owner: UNISA		22627XX2 REGISTERED	73,813,564 19-Jul-1989 Remarks: 22627.0005	1,587,824 20-Mar-1990	20-Mar-2000	
UNISA Country: Uruguay Classes: 18 AND 25	UNISA MIS MAE Owner: UNISA Agent: BARBOSA CARAVIA & CO.		22627UY1 REGISTERED		223004 18-Jan-1989	18-Jan-1999	
UNISA Country: Venezuela Classes: 18 AND 25	UNISA MIS MAE Owner: UNISA		22627VBI Pending	11576 Remarks: 22627.0005			