	Patent and Trademark Office
MAB No. 0651-0011 (exp. 4/94) 4 20 95  Tab settings □□□▼	1999
To the Honorable Commissioner of Pate	thed original documents or copy thereof.
1. Name of conveying party(ies): 101014	{
Harris Trust and Savings Bank	Name: Lifestyle Brands, Ltd. Internal Address:
□ Individual(s) □ Association □ General Partnership □ Limited Partnership □ Corporation-State □ Other Banking Corporation	Street Address: 680 North Lake Shore Drive  City: Chicago State: IL ZIP: 60611
Additional name(s) of conveying party(ies) attached?   Yes  No	Individual(s) citizenship      Association
3. Nature of conveyance:    Q Assignment	General Partnership  Limited Partnership  Corporation-State  Other  If assignee is not domiciled in the United States, a domestic representative designation is attached:  D Yes D No  (Designations must be a separate document from assignment)
Execution Date: March 15, 1999	Additional name(s) & address(es) attached? D Yes No
A. Trademark Application No.(s)  See attached schedule  Additional numbers a	B. Trademark Registration No.(s)  See attached schedule  mached? Yes D No
5. Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:
Name: David S. Berlin Internal Address: Paul, Weiss, Rifkind, Wharton & Garrison 04/21/1999 JSHABAZZ 00000034 1497769	7. Total fee (37 CFR 3.41)\$  Enclosed  Authorized to be charged to deposit account
Street Address: 1285 Avenue of the Americas  City: New York State: NY: ZIP: 10019	8. Deposit account number:
DO NOT U	(Attach duplicate copy of this page if paying by deposit account) SE THIS SPACE
Name of Person Signing	Signature  Date  Down structure and correct and any attached copy is a true copy of  Date

Mail documents to be recorded with required coversheet information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

## REGISTERED U.S. TRADEMARKS AND TRADEMARK APPLICATIONS

### U.S. TRADEMARK REGISTRATIONS

PAGE 1					
REGISTRANT NAME	. COUNTRY	HARK NAHE	. REG NUMBER	REG DATE	CLASS # TRADEMARK STATUS
LIFESTYLE BRANDS,	UNITED STATES	COVENTRY (TYPED)	1.120.400	05/19/1979	& REGISTERED
LIFESTYLE BRANDS, LTD.	UNITED STATES	COVENTRY (TYPED)	1.122.860	07/24/1979	25 REGISTERED
LIFESTYLE BRANDS, LTD.	UNITED STATES	COVENTRY (TYPED)	950.771	01/16/1973	21 REGISTERED
LIFESTYLE BRANDS, LTD.	UNITED STATES	COVENTRY (TYPED)	910.513	03/30/1971	3 REGISTERED
					18 25
					26
LIFESTYLE BRANDS, LTD.	UNITED STATES	LADY COVENTRY (TYPED)	901.981	11/10/1970	3 REGISTERED
					18 25
					26
LIFESTYLE BRANDS, LTD.	UNITED STATES	LORD COVENTRY (AND CASTLE)	1.495.720	07/12/1988	14 REGISTERED
LIFESTYLE BRANDS, LTD.	UNITED STATES	LORD COVENTRY (TYPED)	906.783	01/26/1971	3 REGISTERED
					25
LIFESTYLE BRANDS, LTD.	UNITED STATES	LORD COVENTRY (TYPED)	1.495.719	07/12/1988	14 REGISTERED
LIFESTYLE BRAHDS, LTD.	UNITED STATES	LORD COVENTRY (TYPED)	979.483	02/25/1974	25 REGISTERED
LIFESTYLE BRANDS, LTD.	UNITED STATES	HISS SARAH (TYPED)	1.395.615	06/03/1986	14 REGISTERED
LIFESTYLE BRANDS, LTD.	UNITED STATES	SARAH (TYPED)	1.123.844	08/07/1979	42 REGISTERED
LIFESTYLE BRANDS, LTD.	UNITED STATES	SARAH (TYPED)	1.104.821	10/24/1978	25 REGISTERED
LIFESTYLE BRANDS, LTD.	UNITED STATES	(TYPED)	910.514	03/30/1971	3 REGISTERED
					18 25
					26
LIFESTYLE BRANDS, LTD.	UNITED STATES	SARAH (TYPED)	1.041.800	06/22/1976	21 REGISTERED
LIFESTYLE BRANDS, LTD.	UNITED STATES	SARAH (TYPED)	1.106.531	11/21/1978	8 REGISTERED

# REGISTERED U.S. TRADEMARKS AND TRADEMARK APPLICATIONS

### U.S. TRADEMARK REGISTRATIONS

PAGE 2					
REGISTRANT NAME	COUNTRY	HARK NAME	REG NUMBER	REG DATE	CLASS # TRADEHARK STATUS
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	910.515	03/30/1971	3 REGISTERED
LTD.					
	•				18
			•	•	25
					26
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	1.497.769	07/26/1988	20 REGISTERED
LTD.		(SCRIPT)			
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	1.424.622	01/13/1987	OB REGISTERED
LTD.		(SCRIPT)			
LIFESTYLE BRANDS,	UNITED STATES		1.436.474	04/14/1987	21 REGISTERED
LTD.		(SCRIPT)			
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	1.411.244	09/30/1986	14 REGISTERED
LTD.		(CERYT)			
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	1.030.146	01/13/1976	26 REGISTERED
LTD.		(TYPED)			
	UNITED STATES		1,032.316	02/03/1976	18 REGISTERED
LTD.		(TYPEO)			
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	1.028.681	12/30/1975	20 REGISTERED
LTD.		(TYPED)			
•	UNITED STATES	SARAH COVENTRY	951.916	01/30/1973	21 REGISTERED
LTO.		(TYPED)		05/15/1070	0.0044.770.00
LIFESTYLE BRANDS,	UNITED STATES		1.118.099	05/15/1979	8 REGISTERED
LTO.		(TYPED)	4 407 600	44.27.11070	25 2001075002
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	1.104.820	10/24/1978	25 REGISTERED
LTD.		(TYPED)	007 457		20 0501577250
LIFESTYLE BRAHOS,	UNITED STATES	SARAH COVENTRY	923.137	11/02/1971	28 REGISTERED
LTD.	INITED CTITES	DOLL	1 507 031	09/06/1988	18 REGISTERED
LIFESTYLE BRANDS, LTD.	CHILED STATES	SC & BUTTERFLY DESIGN (OLD)	1.303.041	09/00/1900	id KEGIZIEKED
	UNITED CTATES	SC & SUTTERFLY	1 /01 970	06/14/1988	3 REGISTERED
LIFESTYLE BRANDS, LTD.	ONLIED SIVICE	DESIGN (OLD)	1.471.070	00/14/1700	3 VE#1215VE#
LIFESTYLE BRANDS,	UNITED STATES	SC & BUTTERFLY	1 /02 152	06/16/1088	14 REGISTERED
LTD.	ONITED SINIES	DESIGN (OLD)	1.472.132	ω, 14, 17ω	14 REGISTERES
LIFESTYLE BRANDS,	UNITED STATES	SC & SUTTERFLY	1 402 548	06/14/1988	35 REGISTERED
LTO.	OUTTER SIVIES	DESIGN (OLD)	114761340	W 17 1700	33 WEG12 FINES
LIFESTYLE BRANDS,	UNITED STATES	SC & BUTTERFLY	1 405 004	07/12/1988	25 REGISTERED
LTD.	GREEK STATES	DESIGN (OLD)	(.47).70 <b>u</b>	5., 12, 1,00	Mar 115 4 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1
C10.		בבשימה (טנט)			

### PENDING U.S. TRADEMARK APPLICATIONS

Page: 1

REGISTRANT NAME	. COUNTR'	r	MARK NAME	APL NUMBER	APL DATE CLAS	S # TRADEHARK	STATUS
LIFESTYLE BRANDS,	UNITED	STATES	BUTTERFLY DESIGN (NEW)			9 נאדבאד דם	USE
LIFESTYLE BRANDS,	UNITED	STATES	* *	74/488.128	02/03/1994	9 PENDING	
LTD. LICENSING UNLIMITED,	UHITED	STATES	COVENTRY	,		14 RENEWAL	
INC. LIFESTYLE BRANDS,	מפדואט	STATES	(TYPED) SARAH (TYPED)			14 RENEWAL	
LTD. LIFESTYLE BRAHDS,	UNITED	STATES	SARAH COV.			14 REHEWAL	
LTD. LIFESTYLE BRANDS,	UNITED	STATES	(TYPED) SARAH COVENTRY			14 RENEWAL	
LID. LIFESTYLE BRANDS,	UNITED	STATES	(TYPED) SARAH COVENTRY			3 ABANOCHED	
LTD. LIFESTYLE BRANDS,	UNITED	STATES	(TYPED) SARAH COVENTRY			9 INTENT TO	ńże.
LTD. LIFESTYLE BRANDS,	משדואט		(TYPED) SARAH COVENTRY	74/321492	10/19/1993	9 PENDING	•
LTO. LIFESTYLE BRANDS,	UHITED		AMERICA SARAH COVENTRY	74/366968	03/11/1993	14 PENDING	
LID. LICENSING UNLIMITED,	UNITED		HERITAGE SARAH TEEN			14 EXP(RED RE)	HEWAL
INC. LICENSING UNLIMITED,	UNITED	STATES	SARAH'S WORLD			16 EXPIRED ACT	TION
INC. LIFESTYLE BRANDS,	UNITED	STATES	SARASHEEN			14 RENEWAL	
LTO. LIFESTYLE BRANDS,			(TYPED) SC (TYPED)			14 RENEWAL	
LTD.	5/11/120	winited.	00 (11/05)			· · · · · · · · · · · · · · · · · · ·	

## REGISTERED U.S. TRADEMARKS AND TRADEMARK APPLICATIONS

### U.S. TRADEMARK REGISTRATIONS

		0.0	10110 21/11/11	XXX O X O X XXX X X	0110		
PAGE 1							
REGISTRANT NAME	COUNTRY	·	MARK NAME	. REG NUMBER	REG DATE	CLASS #	TRADEHARK STATUS
•							
LIFESTYLE BRANDS,	UNITED	STATES	COVENTRY	1.120.400	05/17/1979	2	REGISTERED
LTO.			(TYPED)			_	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
_	101770	CTATEC	COVENTRY	1.122.860	07/3//1070	20	DECICZEDEN
LIFESTYLE BRANDS,	UNITED	214152		1.122.000	07/24/1979	23	REGISTERED
LTD.			(TYPED)				
LIFESTYLE BRANDS,	UNITED	STATES	COVENTRY	950.771	01/16/1973	21	REGISTERED
LTD.			(TYPED)				
LIFESTYLE BRANDS,	UNITED	STATES	COVENTRY	910.513	03/30/1971	3	REGISTERED
LTD.			(TYPED)				
						18	
						25	
				224 224	44.40.4070	26	
LIFESTYLE BRANDS,	UNITED	STATES	LADY COVENTRY	901.981	11/10/1970	3	REGISTERED
LTD.			(TYPED)				
						18	
						25	
						26	
LIFESTYLE BRANDS,	UNITED	STATES	LORD COVENTRY	1.495.720	07/12/1988	14	REGISTERED
LTD.			(AND CASTLE)		.,,		
LIFESTYLE BRANDS,	INITED		LORD COVENTRY	004 787	01/24/1071	7	Decretato
•	UNITED			900.70	01/26/1971	د	REGISTERED
LTD.			(TYPED)				
						25	
LIFESTYLE BRANDS,	UNITED :	STATES	LORD COVENTRY	1.495.719	07/12/1988	14	REGISTERED
LTO.			(TYPED)				
LIFESTYLE BRANDS,	UNITED :	STATES	LORD COVENTRY	979.483	02/25/1974	25	REGISTERED
LTD.			(TYPED)				
	UNITED S		MISS SARAH	1.395.615	06/03/1986	14	REGISTERED
LTO.	CHILLD .			1.275.015	00/03/1/00	17	VEG131EVED
			(TYPED)	4 427 744			
	UNITED S	STATES	SARAH (TYPED)	1,143,844	08/07/1979	42	REGISTERED
LTD.							
LIFESTYLE BRANDS,	UNITED S	STATES	(GBGYT) KARAS	1.104.821	10/24/1978	25	REGISTERED
LTD.							
LIFESTYLE BRANDS,	UNITED S	STATES	SARAH (TYPED)	910.514	03/30/1971	3	REGISTERED
LTD.							
						18	
						25	
						26	
•	UNITED S	STATES	SARAH (TYPED)	1.041.800	06/22/1976	21	REGISTERED
LTD.							
LIFESTYLE BRANDS,	UNITED S	STATES	SARAH (TYPED)	1.106.531	11/21/1978	8 2	REGI STERED
LTD.							

## REGISTERED U.S. TRADEMARKS AND TRADEMARK APPLICATIONS

### U.S. TRADEMARK REGISTRATIONS

PAGE 2					
REGISTRANT NAME	COUNTRY	MARK HAHE	REG NUMBER	REG DATE	CLASS # TRADEHARK STATUS
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	910.515	03/30/1971	3 REGISTERED
LTD.					
	•				18
			*		25
					26
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	1.497.769	07/26/1988	20 REGISTERED
LTD.		(SCRIPT)			
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	1.424.622	01/13/1987	O8 REGISTERED
LTD.		(SCRIPT)			
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	1.436.474	04/14/1987	21 REGISTERED
LTD.		(SCRIPT)			
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	1.411.244	09/30/1986	14 REGISTERED
LTD.		(CERYT)			
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	1.030.146	01/13/1976	26 REGISTERED
LTO.		(TYPED)			
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	1.032.316	02/03/1975	18 REGISTERED
LTD.		(TYPEO)			
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	1.028.681	12/30/1975	20 REGISTERED
LTD.		(TYPED)			
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	951.916	01/30/1973	21 REGISTERED
LTD.		(TYPED)			
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	1.118.099	05/15/1979	8 REGISTERED
LTD.		(TYPED)			
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	1.104.820	10/24/1978	25 REGISTERED
LTO.		(TYPED)			
LIFESTYLE BRANDS,	UNITED STATES	SARAH COVENTRY	923.157	11/02/1971	28 REGISTERED
LTD.		DOLL			
LIFESTYLE BRANDS,	UNITED STATES	SC & BUTTERFLY	1.503.021	09/06/1988	18 REGISTERED
LTO.		DESIGN (OLD)			
LIFESTYLE BRANDS,	UNITED STATES	SC & BUTTERFLY	1.491.870	06/14/1983	3 REGISTERED
LTD.		DESIGN (OLD)			
LIFESTYLE BRANDS,	UNITED STATES	SC & BUTTERFLY	1.492.152	06/14/1988	14 REGISTERED
LTD.		(OLD) KD1230			
LIFESTYLE BRANDS,	UNITED STATES	SC & SUTTERFLY	1.492.548	06/14/1988	35 REGISTERED
LTO.		OESIGH (OLD)			
LIFESTYLE BRANDS,	UNITED STATES	SC & BUTTERFLY	1.495.906	07/12/1988	25 REGISTERED
LTD.		DESIGN (OLD)			

#### PENDING U.S. TRADEMARK APPLICATIONS

Page: 1

REGISTRANT NAME	COUNTRY	·	MARK NAME	APL NUMBER	APL DATE CLA	SS á	TRADEHARK STATUS
LIFESTYLE BRANDS,	UNITED					5	INTENT TO USE
LTD.			DESIGN (NEW)				
LIFESTYLE BRANDS,	UNITED	STATES	COVENTRY	74/488.128	02/03/1994	9	PENDING
LTO.				•			
LICENSING UNLIHITED,	UNITED	STATES	COVENTRY			14	RENEWAL
INC.			(TYPED)				
LIFESTYLE BRANDS,	UNITED	STATES	SARAH (TYPED)			14	RENEWAL
LTD.							
LIFESTYLE BRANDS,	UNITED	STATES	SARAH COV.			14	REHEWAL
LTD.			(TYPED)				
LIFESTYLE BRANDS,	UNITED .	STATES	SARAH COVENTRY			14	RENEWAL
LTD.			(TYPED)				
LIFESTYLE BRANDS,	UNITED :	STATES	SARAH COVENTRY			3	ABANDONED
LTD.		•	(TYPED)				
LIFESTYLE BRANDS,	UNITED	STATES	SARAH COVENTRY			9	INTENT TO USE
LTD.			(TYPED)				•
LIFESTYLE BRANDS,	UNITED :	STATES	YATHAYOO HARAZ	74/321492	10/19/1993	9	PEND [NG
LTO.			AHERICA				
LIFESTYLE BRANDS,	UNITED S	STATES	SARAH COVENTRY	74/366968	03/11/1993	14	PENDING
LTD.			HERITAGE				
LICENSING UNLIMITED,	UNITED S	STATES	SARAH TEEN			14	EXPIRED RENEWAL
INC.							
LICENSING UNLIMITED,	UNITED S	STATES	SARAH'S WORLD			16	EXPIRED ACTION
INC.							
LIFESTYLE BRANDS,	UNITED S	STATES	SARASHEEN			14	RENEWAL
LTD.			(TYPED)				
LIFESTYLE BRANDS,	UNITED S	STATES	SC (TYPED)			14	RENEVAL
LTO.							

#### U.S. TRADEMARK LICENSES

(1) The Agreement dated as of January 30, 1992 between Lifestyle Brands, Ltd. and M.Z. Berger & Co., Inc. covering the trademarks for Sarah Coventry, Butterfly Design and the Art is in the Wearing and Sarah Coventry Plus.

#### RELEASE OF TRADEMARK COLLATERAL AGREEMENT

This Release dated March 15, 1999 granted by the undersigned, Harris Trust and Savings Bank as agent (the "Agent");

#### WITNESSETH

WHEREAS, the Agent, whose mailing address is 111 West Monroe Street, Chicago, Illinois 60690, and Lifestyle Brands, Ltd., a Delaware corporation (the "Company") have entered into that certain Trademark Collateral Agreement dated February 10, 1995 (the "Trademark Agreement") which was recorded in the United States Patent and Trademark Office on February 14, 1995 at Reel 1300, Frames 304 through 312 and pursuant to which the Company granted to the Agent a lien and security interest in the property described therein, including the United States trademarks listed on Schedules A-1 and A-2 attached thereto (all of such property being referred to herein as the "Collateral"); and

WHEREAS, the Company has requested that the Agent release its lien and security interest upon the Collateral and the Agent is willing to release such liens;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Agent hereby releases the Trademark Agreement and the aforesaid Collateral from the lien thereof, and the lien and security interest granted to the Agent pursuant to the Trademark Agreement shall hereupon cease and terminate.

IN WITNESS WHEREOF, the Agent has executed and delivered this Release as of the date first above written.

			HARRIS TRUST AND SAVINGS BANK, as Agent By _ ACH Hell
			Its Vice President
STATE OF ILLINOIS	)		
		) SS	

On this 15th day of March, 1999 before me, the undersigned, a notary public in and for said County and State, personally appeared Scott F. Gelic, personally known to me to be the same person whose name is subscribed to the within instrument as such Vice President and acknowledged that he/she executed same for the purposes set forth above.

OFFICIAL SEAL
NANCY A ZARAZUA
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. MAR. 18,2001

Notary Public, State of Illinois

My commission expires 18, 200

SEAL

875934.01.03 1404433

COUNTY OF COOK