

OMB No. 0651-0011 (exp. 4/94)

4-20-99

04-20-1999

Tab settings

To the Honorable Commissioner of Patents



attached original documents or copy thereof.

1. Name of conveying party(ies):

101014736

Address of receiving party(ies)

Harris Trust and Savings Bank

Name: Lifestyle Brands, Ltd.

Internal Address: _____

Street Address: 680 North Lake Shore Drive

City: Chicago State: IL ZIP: 60611

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

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

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

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

3. Nature of conveyance:

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

Execution Date: March 15, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

See attached schedule

B. Trademark Registration No.(s)

See attached schedule

Additional numbers attached? Yes No

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

Name: David S. Berlin

Internal Address: Paul, Weiss, Rifkind, Wharton & Garrison

04/21/1999 JSHADAZZ 00000034 1497769

01 FC:481
02 FC:482
Street Address: 1285 Avenue of the Americas

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 35

7. Total fee (37 CFR 3.41).....\$ 890

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

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 S. Berlin

Name of Person Signing

David S. Berlin

Signature

April 5, 1999

Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1885 FRAME: 0476

SCHEDULE A-1
TO TRADEMARK COLLATERAL AGREEMENT

REGISTERED U.S. TRADEMARKS
AND TRADEMARK APPLICATIONS

U.S. TRADEMARK REGISTRATIONS

PAGE 1

| REGISTRANT NAME..... | COUNTRY | MARK NAME | REG NUMBER..... | REG DATE.. | CLASS # | TRADEMARK STATUS |
|---------------------------|---------------|-------------------------------|-----------------|------------|---------|------------------|
| LIFESTYLE BRANDS, LTD. | UNITED STATES | COVENTRY (TYPED) | 1.120.400 | 06/19/1979 | 8 | 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 BRANDS, LTD. | UNITED STATES | LORD COVENTRY (TYPED) | 979.483 | 02/26/1974 | 25 | REGISTERED |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | MISS 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 | SARAH (TYPED) | 910.514 | 03/30/1971 | 3 | REGISTERED |
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| | | | | | 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 |

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REGISTRANT NAME..... COUNTRY MARK NAME REG NUMBER..... REG DATE.. CLASS # TRADEMARK STATUS

| | | | | | |
|---------------------------|---------------|--------------------------------|-----------|------------|---------------|
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY | 910.515 | 03/30/1971 | 3 REGISTERED |
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| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY (SCRIPT) | 1.424.622 | 01/13/1987 | 08 REGISTERED |
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| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY (TYPED) | 1.411.244 | 09/30/1986 | 14 REGISTERED |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY (TYPED) | 1.030.146 | 01/13/1976 | 26 REGISTERED |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY (TYPED) | 1.032.316 | 02/03/1976 | 18 REGISTERED |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY (TYPED) | 1.028.681 | 12/30/1975 | 20 REGISTERED |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY (TYPED) | 951.916 | 01/30/1973 | 21 REGISTERED |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY (TYPED) | 1.118.099 | 05/15/1979 | 8 REGISTERED |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY (TYPED) | 1.104.820 | 10/24/1978 | 25 REGISTERED |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY DOLL | 923.157 | 11/02/1971 | 28 REGISTERED |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SC & BUTTERFLY DESIGN (OLD) | 1.503.021 | 09/06/1988 | 18 REGISTERED |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SC & BUTTERFLY DESIGN (OLD) | 1.491.870 | 06/14/1988 | 3 REGISTERED |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SC & BUTTERFLY DESIGN (OLD) | 1.492.152 | 06/14/1988 | 14 REGISTERED |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SC & BUTTERFLY DESIGN (OLD) | 1.492.548 | 06/14/1988 | 35 REGISTERED |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SC & BUTTERFLY DESIGN (OLD) | 1.495.906 | 07/12/1988 | 25 REGISTERED |

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| LIFESTYLE BRANDS, LTD. | UNITED STATES | BUTTERFLY DESIGN (NEW) | | | 9 | INTENT TO USE |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | COVENTRY | 74/488.128 | 02/03/1994 | 9 | PENDING |
| LICENSING UNLIMITED, INC. | UNITED STATES | COVENTRY (TYPED) | | | 14 | RENEWAL |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH (TYPED) | | | 14 | RENEWAL |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COV. (TYPED) | | | 14 | RENEWAL |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY (TYPED) | | | 14 | RENEWAL |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY (TYPED) | | | 3 | ABANDONED |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY (TYPED) | | | 9 | INTENT TO USE |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY AMERICA | 74/321492 | 10/19/1993 | 9 | PENDING |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY HERITAGE | 74/366968 | 03/11/1993 | 14 | PENDING |
| LICENSING UNLIMITED, INC. | UNITED STATES | SARAH TEEN | | | 14 | EXPIRED RENEWAL |
| LICENSING UNLIMITED, INC. | UNITED STATES | SARAH'S WORLD | | | 16 | EXPIRED ACTION |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARASHEEN (TYPED) | | | 14 | RENEWAL |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SC (TYPED) | | | 14 | RENEWAL |

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| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COV. (TYPED) | | | 14 | RENEWAL |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY (TYPED) | | | 14 | RENEWAL |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY (TYPED) | | | 3 | ABANDONED |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY (TYPED) | | | 9 | INTENT TO USE |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY AMERICA | 74/321492 | 10/19/1993 | 9 | PENDING |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARAH COVENTRY HERITAGE | 74/366968 | 03/11/1993 | 14 | PENDING |
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| LICENSING UNLIMITED, INC. | UNITED STATES | SARAH'S WORLD | | | 16 | EXPIRED ACTION |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SARASHEEN (TYPED) | | | 14 | RENEWAL |
| LIFESTYLE BRANDS, LTD. | UNITED STATES | SC (TYPED) | | | 14 | RENEWAL |

SCHEDULE A-2
TO TRADEMARK COLLATERAL AGREEMENT

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 Scott Geik
Its Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

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. Geik, 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.



Nancy A. Zarazua
Notary Public, State of Illinois
My commission expires March 18, 2001

SEAL

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