

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Second Amended and Restated Patent, Trademark and Copyright Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation		10/20/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Brentwood Bag Investors, LLC
Street Address:	11150 Santa Monica Boulevard, Suite 1200
Internal Address:	c/o Brentwood Associates
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	LTD LIAB JT ST CO: DELAWARE

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	2642233	LUNCH BAG PLUS
Registration Number:	2642232	DUAL COOL
Registration Number:	1564519	CLIK ! CASE
Registration Number:	2312649	EXPANDABLE COOLER
Registration Number:	2322477	ARCTIC ZONE TUFF
Registration Number:	2426122	Z SERIES
Registration Number:	2516340	PACKIDERM
Serial Number:	78201094	ARCTIC ZONE
Registration Number:	1772380	ARCTIC ZONE
Registration Number:	1772381	
Registration Number:	2162887	
Serial Number:	75327760	ICE
Serial Number:	75562215	TUFF

CH \$690.00 2642233

Registration Number:	2162886	ARCTIC ZONE
Registration Number:	2016470	THE INTELLECTUAL ATTACHE
Registration Number:	2074448	DELAVAN
Registration Number:	1302613	FASHION CLUB
Registration Number:	1346150	LUCAS
Registration Number:	1235291	MONARCH
Registration Number:	2016529	AISLE GLIDER
Registration Number:	2053266	ROYALTON
Registration Number:	2192849	STOW & GO
Serial Number:	76332190	ROYAL CRUISER
Registration Number:	2583243	HEXAGON
Registration Number:	2662633	SPORTIF
Serial Number:	76339945	SPORTIF PERFORMANCE EQUIPMENT
Registration Number:	1095989	VERDI

CORRESPONDENCE DATA

Fax Number: (213)891-8763
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 213 485-1234
Email: may.chan@lw.com
Correspondent Name: May Chan, Esq. c/o Latham & Watkins LLP
Address Line 1: 633 West Fifth Street, Suite 4000
Address Line 4: Los Angeles, CALIFORNIA 90071-2007

ATTORNEY DOCKET NUMBER:	011027-0045
NAME OF SUBMITTER:	Rachel Pinto

Total Attachments: 15
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**ASSIGNMENT OF
SECOND AMENDED AND RESTATED PATENT, TRADEMARK
AND COPYRIGHT SECURITY AGREEMENT**

This ASSIGNMENT OF SECOND AMENDED AND RESTATED PATENT, TRADEMARK AND COPYRIGHT SECURITY AGREEMENT ("Assignment") is entered into as of October 20, 2004, by and among BAY TRAVELGEAR, INC., a Delaware corporation (as successor by merger and name change to Monarch Luggage Co. Inc., a Delaware corporation and OCP Acquisition Corp., a Delaware corporation) ("Company"), BRENTWOOD BAG CORP, a Delaware corporation (as successor by merger to Bay Travel Gear, Inc., a New York corporation) ("Holdings"), GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, as outgoing agent (in such capacity, "Outgoing Agent") for the Lenders (as defined below), and Brentwood Bag Investors, LLC, as incoming agent (in such capacity, the "New Agent") for the Lenders. Reference is made to that certain SECOND AMENDED AND RESTATED PATENT, TRADEMARK AND COPYRIGHT SECURITY AGREEMENT, dated as of May 7, 2003 (as amended to date, the "Agreement"), by and between Company, Holdings and Outgoing Agent. Capitalized terms used but not otherwise defined herein shall have the respective meanings assigned to them in the Agreement.

RECITALS

WHEREAS, Outgoing Agent has assigned all of its rights, interests and obligations to New Agent (the "Agency Assignment") under and pursuant to the Second Amended and Restated Credit Agreement, dated May 7, 2004 (the "Credit Agreement"), by and among Agent, Lenders, Company and Holdings.

AGREEMENT

NOW, THEREFORE, in consideration of the Agency Assignment and to induce Agent to undergo such Agency Assignment, the Outgoing Agent, Holdings and Company hereby agree to the following:

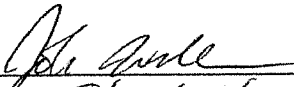
1. The Outgoing Agent hereby assigns its rights, interest and obligations under the Agreement to the New Agent, and the New Agent hereby accepts such assignment.
2. Company and Holdings acknowledge and consent to this Assignment and shall continue to honor their respective obligations for the benefit of the New Agent as stated in the Agreement.
3. This Assignment may be executed in any number of several counterparts, shall be governed and controlled by, and interpreted under, the laws of the State of New York.
4. This Assignment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

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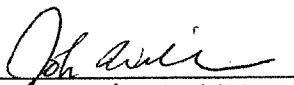
IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first set forth above.

"Grantors"

BAY TRAVELGEAR, INC., a Delaware corporation

By: 
Name: John Williams
Title: CFO

BRENTWOOD BAG CORP., a Delaware corporation

By: 
Name: John Williams
Title: CFO

Agreed and Acknowledged by:

"Outgoing Agent"

GENERAL ELECTRIC CAPITAL CORPORATION

By: _____
Randall Boba
Duly Authorized Signatory

"New Agent"

BRENTWOOD BAG INVESTORS, LLC

By: Brentwood Associates Private
Equity III, L.P.
Its: Managing Member

By: Brentwood Private Equity III LLC
Its: General Partner

By: _____
Name: W. Louis Bissette III
Title: Managing Member

IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first set forth above.

"Grantors"

BAY TRAVELGEAR, INC., a Delaware corporation

By: _____
Name: _____
Title: _____

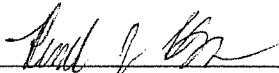
BRENTWOOD BAG CORP., a Delaware corporation

By: _____
Name: _____
Title: _____

Agreed and Acknowledged by:

"Outgoing Agent"

GENERAL ELECTRIC CAPITAL CORPORATION

By: 
Randall Boba
Duly Authorized Signatory

"New Agent"

BRENTWOOD BAG INVESTORS, LLC

By: Brentwood Associates Private
Equity III, L.P.
Its: Managing Member

By: Brentwood Private Equity III LLC
Its: General Partner

By: _____
Name: W. Louis Bissette III
Title: Managing Member

IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first set forth above.

"Grantors"

BAY TRAVELGEAR, INC., a Delaware corporation

By: _____
Name: _____
Title: _____

BRENTWOOD BAG CORP., a Delaware corporation

By: _____
Name: _____
Title: _____

Agreed and Acknowledged by:

"Outgoing Agent"

GENERAL ELECTRIC CAPITAL CORPORATION


By: _____
Randall Boba
Duly Authorized Signatory

"New Agent"

BRENTWOOD BAG INVESTORS, LLC

By: Brentwood Associates Private
Equity III, L.P.
Its: Managing Member

By: Brentwood Private Equity III LLC
Its: General Partner

By: 
Name: W. Louis Bissette III
Title: Managing Member

SCHEDULE I

to

SECOND AMENDED AND RESTATED PATENT,
TRADEMARK AND COPYRIGHT SECURITY AGREEMENT

[To be Completed by Each Grantor]

(PART A)

PATENTS

(PART B)

TRADEMARKS

(PART C)

COPYRIGHTS

Second Amended and Restated IP Security Agreement
(Execution)

LA:66928.4

TRADEMARK
REEL: 002966 FRAME: 0820

SCHEDULE I

to

**SECOND AMENDED AND RESTATED PATENT, TRADEMARK
AND COPYRIGHT AGREEMENT**

PART A

Patents

OCP ACQUISITION CORP.

<u>CASE TYPE</u>	<u>TITLE</u>	<u>COUNTRY</u>	<u>SERIAL/PATENT NO.: REGISTRATION DATE</u>	<u>STATUS</u>
Design	MOLDED CARRYING CASE	US	D311,993 11/13/90	Expiration Date 5/9/03; Filed new POA w/ COA.
Design	CARRYING CASE FOR COMPACT DISKS OR THE LIKE	US	D320,886 10/22/91	Expiration Date 10/22/05.
Design	CARRYING CASE TRAY BOTTOM FOR CASSETTES OR THE LIKE	US	D321,283 11/05/91	Expiration Date 11/05/05.
Design	CARRYING CASE	US	D331,662 12/15/92	Expiration Date 12/15/06.
Design	FLEXIBLE COOLER	US	D340,387 10/19/93	Expiration Date 10/19/07.
Design	FLEXIBLE COOLER	US	D340,621 10/26/93	Expiration Date 10/26/07.
Design	FLEXIBLE COOLER	US	D340,840 11/2/93	Expiration Date 11/2/07; Filed new POA w/COA.
Design	FLEXIBLE LUNCH COOLER	US	D343,992 2/8/94	Expiration Date 2/8/08.
Design	COMPACT CD CASE	US	D354,653 1/24/95	Expiration Date 1/24/09.
Design	COMPACT DISC CASE	US	D355,323 2/14/95	Expiration Date 2/14/09.
Design	FLEXIBLE COOLER	US	D373,515 9/10/96	Expiration Date 9/10/10.
Design	FLEXIBLE COOLER	US	D373,514 9/10/96	Expiration Date 9/10/10.
Design	FLEXIBLE COOLER	US	D371,051 6/25/96	Expiration Date 6/25/10.
Design	FLEXIBLE COOLER	US	D371,052 6/25/96	Expiration Date 6/25/10.
Design	FLEXIBLE COOLER	US	D371,724 7/16/96	Expiration Date 7/16/10.
Design	FLEXIBLE COOLER	US	D381,871 8/5/97	Expiration Date 8/5/11.
Design	BACKPACK COOLER	US	D375,403 11/12/96	Expiration Date 11/12/10.
Design	ZIPPER PULL	US	D379,162 5/13/97	Expiration Date 5/13/11.

<u>CASE TYPE</u>	<u>TITLE</u>	<u>COUNTRY</u>	<u>SERIAL/PATENT NO.: REGISTRATION DATE</u>	<u>STATUS</u>
Design	PORTABLE DEVICE AND ACCESSOR Y STORAGE CASE	US	D394,552 5/26/98	Expiration Date 5/26/12.
Design	LUNCH BAG COOLER	US	D383,360 9/9/97	Expiration Date 9/9/11; Filed new POA w/COA.
Design	CONTAINER COVER	US	D385,106 10/21/97	Expiration Date 10/21/11.
Design	INSULATED CONTAINER COVER	US	D391,120 2/24/98	Expiration Date 2/24/12.
Design	INSULATED VESSEL	US	D383,361 9/9/97	Expiration Date 9/9/11.
Design	INSULATED VESSEL COVER	US	D393,572 4/21/98	Expiration Date 4/21/12.
Design	DISPENSING LID	US	D393,569 4/21/98	Expiration Date 4/21/12.
Design	CONTAINER HANDLE AND DISPENSING SPOUT	US	D396,380 7/28/98	Expiration Date 7/28/12.
Design	COLLAPSED COOLER	US	D391,121 2/24/98	Expiration Date 2/24/12.
Design	FLEXIBLE COOLER	US	D398,191 9/15/98	Expiration Date 9/15/12.
Design	COMPARTMENT FOR A FLEXIBLE TOTE	US	D387,560 12/16/97	Expiration Date 12/16/11
Design	CONTAINER (RIGID LINER FOR JUGS)	US	D409,090 5/4/99	Expiration Date 5/4/13.
Design	CONTAINER (RIGID LINER FOR JUGS) (DIV.)	US	D415,687 10/26/99	Expiration Date 10/26/13.
Design	COOLER CHEST	US	D387,626 12/16/97	Expiration Date 12/16/11
Design	TRAVEL BAG	US	D411,352 6/22/99	Expiration Date 6/22/13; Filed new POA w/COA.
Design	BACKPACK	US	D409,376 5/11/99	Expiration Date 5/11/13
Design	LUNCH COOLER	US	D406,728 3/16/99	Expiration Date 3/16/13.
Design	LUNCH COOLER (CONT.)	US	D421,553 3/14/00	Expiration Date 3/14/14.
Design	FLEXIBLE COOLER	US	D406,730 3/16/99	Expiration Date 3/16/13.
Design	FLEXIBLE COOLER CONT.	US	D411,416 6/22/99	Expiration Date 6/22/13. Filed new POA w/COA.
Design	LUNCH COOLER	US	D406,729 3/16/99	Expiration Date 3/16/13.
Design	LUNCH COOLER	US	D419,390 1/25/00	Expiration Date 1/25/14.
Design	BOTTLE JACKET	US	D432,873 10/31/00	Expiration Date 10/31/14.
Design	JUG JACKET	US	D413,768 9/14/99	Expiration Date 9/14/13.
Design	VESSEL JACKET	US	D418,373 1/4/00	Expiration Date 1/4/14.

<u>CASE TYPE</u>	<u>TITLE</u>	<u>COUNTRY</u>	<u>SERIAL/PATENT NO.; REGISTRATION DATE</u>	<u>STATUS</u>
Design	TUFF	US	D423,294 4/25/00	Expiration Date 4/25/14.
Design	CONTAINER RETAINER (TUFF)	US	D422,453 4/11/00	Expiration Date 4/11/14.
Design	COOLER (Z-10)	US	D422,181 4/4/00	Expiration Date 4/4/14.
Design	COOLER (Z-20)	US	D419,830 2/1/00	Expiration Date 2/1/14.
Design	COOLER (Z-30)	US	D420,257 2/8/00	Expiration Date 2/8/14.
Design	2 COOL LUNCH BAG	US	D421,371 3/7/00	Expiration Date 3/7/14.
Design	INSULATED LUNCH BOX	US	D433,885 11/14/00	Expiration Date 11/21/14.
Design	CRASHPROOF LUNCH CARRIER	US	D434,282 11/28/00	Expiration Date 11/28/14.
Design	CARGO LUNCH CARRIER	US	D434954 12/12/00	Expiration Date 12/12/14.
Design	LUNCH-ALONG BAG	US	D457314 5/21/02	Expiration Date 5/21/16.
Design	BAG	US	D455551 4/16/02	Expiration Date 4/16/16.
Design	LUNCH ROLL-UP BAG	US	D446932 08/28/01	Expiration Date 8/28/15.
Design	BAG	US	D458,750 6/18/02	Expiration Date 6/18/16.
Design	BAG	US	D471361 3/11/03	Expiration Date 3/11/17.
Design	BAG	US	D468534 11/14/03	Expiration Date 1/14/17.
Utility	FLEXIBLE COOLER WITH REMOVABLE INSERT	US	5,403,095 4/4/95	Maintenance Fee DUE 10/4/06.
Utility	DISPENSING LID ASSEMBLY FOR A CONTAINER	US	5,890,628 4/6/99	Maintenance Fee DUE 10/6/02.
Utility	INSULATED VESSEL WITH HANDLE AND DISPENSING SPOUT	US	5,944,224 8/31/99	Maintenance Fee DUE 2/28/07.
Utility	CONTAINER HAVING A RIGID LINER AND A FLEXIBLE COVER	US	5,848,734 12/15/98	Maintenance Fee DUE 6/15/06.
Utility	INSULATED JACKET AND CONTAINER ASSEMBLY	US	6,062,434 5/16/00	Maintenance Fee DUE 11/16/03; Expiration Date 2/18/17.
Utility	CONTAINER COVERING (BASE)	US	5,915,580 6/29/99	Maintenance Fee DUE 12/29/06.
Utility	COOLER	US	6,105,844 8/22/00	Maintenance Fee DUE 2/22/04
Utility	COLLAPSED COOLER	US	6,068,402 5/30/00	Maintenance Fee DUE 11/30/03. Expiration Date 10/27/18.

<u>CASE TYPE</u>	<u>TITLE</u>	<u>COUNTRY</u>	<u>SERIAL/PATENT NO.:</u> <u>REGISTRATION DATE</u>	<u>STATUS</u>
Design	LUNCH BAG COOLER	Canada	80284 3/21/97	Expiration Date 3/21/07.
Design	INSULATED JUG	Canada	81867 9/26/97	Expiration Date 9/26/07.
Design	VESSEL COVER	Canada	83051 2/6/98	Expiration Date 2/6/08.
Design	COOLER	Canada	81582 8/29/97	Expiration Date 8/29/07.
Design	CONTAINER (RIGID LINER FOR JUGS)	Canada	81660 8/29/97	Expiration Date 8/29/07.
Design	COOLER CHEST	Canada	83789 5/8/98	Expiration Date 5/8/08.
Design	TRAVEL BAG	Canada	87805 10/22/99	Renewal Fee DUE 10/22/04.
Design	BOTTLE JACKET	Canada	88801 2/25/00	Annuity DUE 2/25/05; Expiration Date 2/25/10.
Design	JUG JACKET	Canada	88858 2/29/00	Annuity DUE 2/28/05; Expiration date 2/28/10.
Design	TUFF COOLER	Canada	88428 12/31/99	Annuity DUE 12/31/04; Expiration Date 12/31/09.
Design	2 COOL LUNCH BAG	Canada	89131 3/31/00	Annuity DUE 3/31/05; Expiration Date 3/31/10.
Design	INSULATED LUNCH BOX	Canada	92963 7/20/01	Renewal fee DUE 7/20/06. Expiration Date 7/20/11.
Design	CRASHPROOF LUNCH CARRIER	Canada	92962 7/20/01	Renewal Fee DUE 7/2/06; Expiration Date 7/20/11.
Design	LUNCH-ALONG BAG	Canada	97373 9/16/02	Renewal Fee DUE 9/16/07; Expiration Date 9/16/12.
Design	LUNCH ROLL-UP BAG	Canada	97372 4/26/02	Renewal Fee DUE 4/26/07; Expiration Date 4/26/12.
Design	FLEXIBLE COOLER	France	923757 6/17/92	Renewal Fee DUE 6/17/17.
Design	MOLDED CARRYING CASE	France	874553 7/31/87	Renewal Fee DUE 7/31/12.
Design	FLEXIBLE COOLER	Germany	M9204467.0 8/14/92	Expiration Date 6/12/12.
Design	FLEXIBLE COOLER BAG	Great Britain	2023549 1/9/92	Renewal Fee DUE 1/9/07; Expiration Date 1/9/17.
Design	TRAVEL BAG	Great Britain	2076169 1/21/99	Renewal fee DUE 7/21/08; Expiration Date 1/21/23.
Design	BACKPACK	Great Britain	2076168 11/17/98	Renewal Fee DUE 1/21/08; Expiration Date 1/21/23.
Design	LUNCH-ALONG BAG	Great Britain	2104319 7/2/02	Renewal Fee DUE 8/24/06 Expiration Date 8/24/26.
Design	LUNCH ROLL-UP BAG	Great Britain	2104318 4/16/02	Certificate of Registration granted 4/16/02.
Design	FLEXIBLE COOLER	Italy	64409 8/17/98	Renewal Fee DUE 7/31/07; Expiration Date 7/3/17.
Design	LUNCH BAG COOLER	Mexico	9697 10/21 /98	Renewal Fee DUE 10/16/03.

<u>CASE TYPE</u>	<u>TITLE</u>	<u>COUNTRY</u>	<u>SERIAL/PATENT NO.; REGISTRATION DATE</u>	<u>STATUS</u>
Utility	DISPENSING LID FOR AN INSULATED JUG	Mexico	209402 8/1/02	Renewal Fee DUE 3/17/07; Expiration Date 3/17/18.
Design	Attache Case	US	D300,988 5/9/89	Expiration Date 5/9/03.
Design	Cooler	US	29/159,871 4/30/02	Notice of Allowance mailed 12/16/02; Issue Fee PAID 3/13/03.
Design	Cooler	US	29/159,526 4/23/02	Notice of Allowance mailed 12/16/02; Issue Fee PAID 3/13/03.
Design	Lunch Cooler	Canada	72601 6/3/93	Expiration Date 6/3/03.
Design	Bag	Canada	99612 5/30/02	A waiting action by Canadian Patent Office.
Design	Cooler	Canada	100220 8/1/02	A waiting action by Canadian Patent Office.
Design	Cooler	Canada	100219 8/1/02	A waiting action by Canadian Patent Office.
Utility	Dispensing Lid for an Insulated Jug	Canada	2,232,323 3/17/98	Petition for Examination FILED 3/17/03; Annuity DUE 3/17/04.
Utility	Container Having a Rigid Liner and a Flexible Cover	Canada	2229728 2/17/98	Request for Examination FILED 2/11/03; Annuity DUE 2/17/04.
Design	Travel Bag	Germany	49807404.8 2/8/99	Renewal Fee DUE 7/20/03. Expiration Date 7/20/18.
Design	Backpack	Germany	49807405.6 2/9/99	Renewal Fee DUE 7/20/03. Expiration Date 7/20/18.
Design	Container Having a Rigid Liner and a Flexible Cover	Mexico	981308 2/17/98	Grant fees DUE 4/21/03.
Design	Lunch-Along Bag	Mexico	2001/000985 8/24/01	Awaiting further action by Mexican Patent Office.
Design	Lunch Roll- Up Bag	Mexico	2001/000986 8/24/01	Awaiting further action by Mexican Patent Office.
Design	Bag	Mexico	2002-000586 6/6/02	Certified copy of priority document and Assignment FILED 9/5/02.
Design	Cooler	Mexico	2002/001399 10/18/02	Certified copy of priority document FILED 8/26/02.
Design	Cooler	Mexico	2002/001398 10/18/02	Certified copy of priority document FILED 8/26/02.
Design	Foldable Cooler	US	09/179,776 10-27-98	Granted
Design	Insulated jacket and Container Assembly	US	09/173,777 10-16-98	Granted
Design	Lunch Bag	Canada	1999-1521 12-29-98	Granted
Design	Cooler	US	09/081,894 5-20-98	Granted
Design	Container	US	29/098,979 1-8-99	Issued
Design	Bottle Jacket	Canada	1999-0532 2-26-99	Granted
Design	Bottle Jacket	US	29/092,959 8-31-98	Granted

<u>CASE TYPE</u>	<u>TITLE</u>	<u>COUNTRY</u>	<u>SERIAL/PATENT NO.:</u> <u>REGISTRATION DATE</u>	<u>STATUS</u>
Design	Jug Jacket	Canada	1999-0533 2-26-99	Granted
Design	Cooler	US	29/095,481 10-23-98	Granted
Design	Container	US	29/095,506 10-23-98	Granted
Design	Lunch Carrier	US	29/117,028 1-14-00	Granted
Design	Lunch Bag	US	29/098,432 D421371 12-29-98	Issued
Design	Container	Canada	1997-1096 81660 8-29-97	Issued
Design	Cooler	Canada	1999-0861 88428 12-31-99	Issued

MONARCH LUGGAGE CO. INC

<u>CASE TYPE</u>	<u>TITLE</u>	<u>COUNTRY</u>	<u>SERIAL/PATENT NO.:</u> <u>REG DATE</u>	<u>STATUS</u>
Utility	Composite Handle for Portable Containers	United States	06/636,782 4,592,091 9/27/1996	ISSUED
Utility	Soft Bag Expanders	United States	09/085,477 6,022,146 12/17/2002	ISSUED
Design	Modified Soft Bag Expanders	United States	09/276,461 6,102,570 10/30/1984	ISSUED
Utility	Wheeled Carrying Bag	United States	09/103,282 6,062,357 7/11/1978	ISSUED
Design	Pullman Style Duffle Bag	United States	29/102,486 D427,768 6/18/2002	ISSUED
Utility	Upright Standing Duffle Bag	United States	09/336,240 6,227,339 9/29/1998	ISSUED
Design	Wheeled Luggage with Pivotal Handle	United States	29/011,627 D354,398 7/2/1985	ISSUED
Design	Wheeled Luggage with Telescoping Handle	United States	29/011,622 D354,397 4/19/1983	ISSUED
Design	Two-way Towable Luggage	United States	5,377,795	ISSUED

BRENTWOOD BAG CORP.

None.

BAY TRAVEL GEAR, INC.

None.

PART B
Trademarks

OCP ACQUISITION CORP.

<u>CASE TYPE</u>	<u>TITLE</u>	<u>COUNTRY</u>	<u>CLASSES</u>	<u>FILED</u>	<u>APPL. NO.</u>	<u>REG DATE</u>	<u>REG NO.</u>	<u>STATUS</u>
Trademark	Lunch Bag Plus	US	21	07/03/01	76/279,599	10/29/02	2,642,233	Registered
Trademark	Dual Cool	US	21	07/03/01	76/279,598	10/29/02	2,642,232	Registered
Trademark	CLIK!CASE	US	18	11/24/86	73/631,826	11/7/89	1,564,519	Registered
Trademark	Expandable Cooler	US	21	07/08/98	76/515,491	01/25/00	2,312,649	Registered (Supplemental Register)
Trademark	Arctic Zone Tuff	US	21	08/14/98	76/536,976	02/22/00	2,322,477	Registered
Trademark	Z Series	US	21	11/30/98	75/596,207	02/06/01	2,426,122	Registered
Trade mark	Packiderm	US	21	10/27/99	75/833,024	12/11/01	2,516,340	Registered
Trademark	Arctic Zone	Argentina	21	5/03/99	2217238			Registered
Trademark	Outer Circle	Australia	21	06/16/99	797441	06/16/00	797441	Registered
Trademark	Arctic Zone	Canada	30	01/24/97	083453300	06/18/98	TMA496402	Registered
Trademark	Arctic Zone	Canada	21	04/02/92	070211400	07/30/93	TMA415061	Registered
Trademark	Design (Stylized Iceberg)	Canada	21	10/13/94	076607200	11/10/95	TMA449916	Registered
Trademark	Cooler & More	Canada	21	12/18/97	086457300	11/16/98	TMA504118	Registered
Trademark	Clik!Case	Canada	16	04/02/92	070207900	08/06/93	TMA415243	Registered
Trademark	Arctic Zone	Chile	21	07/08/99	454280			Registered
Trademark	Arctic Zone	Colombia	21	04/21/99	99024060			Registered
Trademark	Arctic Zone	CTM	21	04/26/96	000240374	08/21/98	000240374	Registered
Trademark	Arctic Zone	Great Britain	21	06/05/92	1502540	11/26/93	B1502540	Registered
Trademark	Arctic Zone	Hong Kong	21	11/02/94	9412939	04/09/98	01799	Registered
Trademark	Arctic Zone	Illinois	21	N/A	N/A	04/23/96	78296	Registered
Trademark	Arctic Zone	Mexico	21	04/30/96	261382	06/12/96	523629	Registered
Trademark	Clik!Case	Mexico						Registered
Trademark	Arctic Zone	Peru	21	05/13/99	83592	09/14/99	57395	Registered
Trademark	Outer Circle	New Zealand	21	06/17/99	311212	12/20/99	311212	Registered
Trade mark	Arctic Zone	US	18	01/08/03	78/201,094	N/A	N/A	Pending
Trade mark	Arctic Zone	US	21	12/17/91	74/231,347	05/18/93	1,772,380	Registered
Trade mark	Design (Stylized Iceberg)	US	21	12/17/91	74/232,243	05/18/93	1,772,381	Registered
Trade mark	Design: (Stylized Iceberg)	US	21	01/3/97	75/224,575	06/02/98	2,162,887	Registered
Trade mark	Ice (Stylized)	US	21	07/18/97	75/327,760	N/A	N/A	Pending
Trade mark	Tuff (stylized)	US	21	09/30/98	75/562,215	N/A	N/A	Pending-Suspended
Trade mark	I.C. (Application not yet filed)	US						
Trade mark	Fresco (Application not yet filed)	US						

CASE TYPE	TITLE	COUNTRY	CLASSES	FILED	APPL NO.	REG DATE	REG NO.	STATUS
Trade mark	Fusion (Application not yet filed)	US						
Trade mark	Arctic Zone	US	21	01/13/97	75/224,502	06/02/98	2,162,886	Registered
Trade mark	Mealtimes Carryall	Canada	17, 21	01/02/02	112700700	N/A	N/A	Pending
Trade mark	Lunch Bag Plus	Canada	17, 21	01/02/02	112700600	N/A	N/A	Pending
Trade mark	Dual Cool	Canada	17, 21	01/02/02	112700500	N/A	N/A	Pending
Trade mark	Arctic Zone	S. Africa	21	07/05/99	99/11886			
Trade mark	Arctic Zone	Venezuela	21	04/22/99	6789			
Trade mark	(Design) Stylized Iceberg	Canada	21	1-24-97	834532	8-27-98	499522	Registered
Trade mark	Arctic Zone	Great Britain	21	6-5-92	1502540	11-26-93	B1502540	Registered

MONARCH LUGGAGE CO. INC.

CASE TYPE	TITLE	COUNTRY	CLASSES	FILED	APPL NO.	REG DATE	REG NO.	STATUS
Trade mark	THE INTELLECTUAL ATTACHE	US	18	04/20/95	74/663,797	11/12/96	2,016,470	REGISTERED
Trade mark	DELAN	US	18	10/13/95	75/005,277	06/24/97	2,074,448	REGISTERED
Trade mark	FASHION CLUB	US	18	12/16/1982	73/406,293	10/30/1984	1,302,613	REGISTERED
Trade mark	LUCAS & Design	US	18,25	5/14/1982	73/364,678	72/1985	1,346,150	REGISTERED
Trade mark	MONARCH	US	18	10/5/1981	73/331,226	4/19/1983	1,235,291	REGISTERED
Trade mark	AISLE GLIDER	US	18	06/29/95	74/694,960	11/12/96	2,016,529	REGISTERED
Trade mark	ROYALTON	US	18	02/06/95	74/629,935	04/15/97	2,053,266	REGISTERED
Trade mark	STOW & GO	US	18	4/2/1997	75/268,430	9/29/1998	2,192,849	REGISTERED
Trade mark	ROYAL CRUISER	US	18	10/30/2001	76/332,190			ALLOWED
Trade mark	HEXAGON	US	18	6/10/1999	75/981,266	6/18/2002	2,583,243	REGISTERED
Trade mark	SPORTIF	US	18	11/13/2001	76/337,425	12/17/2002	2,682,633	REGISTERED
Trade mark	SPORTIF PERFORMANCE EQUIPMENT & Design	US	18	11/20/2001	76/339,945			PENDING
Trade mark	VERDI (stylized)	US	18	3/31/1977	73/121,030	7/11/1978	1,095,989	REGISTERED
Trade mark	LUCAS	Canada	18	5/22/1990	657,855	9/27/1996	463,629	REGISTERED

BRENTWOOD BAG CORP

None

BAY TRAVEL GEAR, INC.

None

PART C
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BAY TRAVEL GEAR, INC.

None.

BRENTWOOD BAG CORP.

None.

OCP ACQUISITION CORP.

None.