

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM427822

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
RESUBMIT DOCUMENT ID:	900405760		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TravelSmith Outfitters, Inc.		09/08/2016	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Travelsmith Outfitters Holdings, LLC		
Street Address:	42 Thomas Patten Drive		
City:	Randolph		
State/Country:	MASSACHUSETTS		
Postal Code:	02368		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1835790	TRAVELSMITH	
Registration Number:	4328091	TRAVELSMITH	
CORRESPONDENCE DATA			
Fax Number:	3109966942		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	310-312-4208		
Email:	MCooke@manatt.com, GKDelcoure@manatt.com, IPDocket@manatt.com		
Correspondent Name:	M. Cooke c/o Manatt, Phelps & Phillips		
Address Line 1:	11355 W. Olympic Blvd.		
Address Line 4:	Los Angeles, CALIFORNIA 90064		
ATTORNEY DOCKET NUMBER:	49449-056		
NAME OF SUBMITTER:	G. Kate Delcoure		
SIGNATURE:	/G. Kate Delcoure/		
DATE SIGNED:	05/16/2017		
Total Attachments: 11			
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BILL OF SALE

In accordance with the provisions of that certain Asset Purchase Agreement, dated as of September 8, 2016 (the "Agreement"), by and among (i) TravelSmith Outfitters Holdings, LLC, a Delaware limited liability company ("TS Buyer"); (ii) Chasing Fireflies Holdings, LLC, a Delaware limited liability company ("CF Buyer" and, together with TS Buyer, each a "Buyer" and collectively, the "Buyers"); (iii) TTA Operations, Inc., a Delaware corporation ("TTA"); (iv) Chasing Fireflies, LLC, a Delaware limited liability company and wholly owned subsidiary of TTA ("CFF"); (v) The Cornerstone Brands Group, Inc., a Delaware corporation ("CBG"); and (vi) TravelSmith Outfitters, Inc., a California corporation and wholly owned subsidiary of CBG ("TSO"). CFF and TSO are each referred to herein as a "Company" and collectively as the "Companies." Capitalized terms used but not otherwise defined herein shall have the respective meaning ascribed thereto in the Agreement.

The Companies have each represented and warranted, and do hereby represent and warrant, to Buyers that each Company is duly and validly authorized and empowered to make, execute, and deliver this Bill of Sale and to enter into the covenants, promises, and undertakings herein contained.

For the consideration recited in the Agreement and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, (i) CFF hereby sells, conveys, assigns, transfers, and delivers to CF Buyer free and clear of all Liens (other than Permitted Liens), all of CFF's right, title, and interest of every kind and character whatsoever in, to, or with respect to the CFF Assets, including without limitation, the intellectual property as set forth on Schedule A attached hereto; and (ii) TSO hereby sells, conveys, assigns, transfers, and delivers to TS Buyer free and clear of all Liens (other than Permitted Liens), all of TSO's right, title, and interest of every kind and character whatsoever in, to, or with respect to the TSO Assets, including without limitation, the intellectual property as set forth on Schedule B attached hereto.

The Companies covenant and agree that from time to time, whether on or after the date hereof, at their expense, they will execute and deliver such other documents and instruments and take such other actions as may reasonably be requested in writing by Buyers to distribute, transfer, and convey more effectively the Assets from the Companies to Buyers and their successors and assigns.

The identity and content of the Assets, and the representations and warranties of the Companies applicable to the Assets, together with all limitations, restrictions, disclaimers, and other provisions thereof, are contained in the Agreement.

THIS BILL OF SALE DOES NOT, NOR SHALL IT BE DEEMED TO, SUPERSEDE, SUPPLANT, EXTINGUISH, MODIFY, MERGE, OR EXPAND ANY OF THE REPRESENTATIONS AND WARRANTIES, COVENANTS, AGREEMENTS, CONDITIONS, INDEMNITIES, OR LIMITATIONS CONTAINED IN THE AGREEMENT.

This Bill of Sale shall be governed by the laws of the state of Delaware without regard to conflict of law principles. This Bill of Sale shall be binding upon the Companies and their legal representatives, successors, and permitted assigns and inure to the benefit of Buyers and their legal representatives, successors, and assigns.

Delivery of a signature page to this Bill of Sale by facsimile or other electronic means (e.g., email or PDF) shall be effective as delivery of a manually executed counterpart to this Bill of Sale.

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IN WITNESS WHEREOF, each Company has caused this Bill of Sale to be executed by its duly authorized officer as of September 8, 2016.

THE COMPANIES:

CHASING FIREFLIES, LLC,
a Delaware limited liability company

By: Pat Van
Name: Patrick Vanderhaar
Title: VP and Treasurer

TRAVELSMITH OUTFITTERS, INC.,
a California corporation

By: Pat Van
Name: Patrick Vanderhaar
Title: CFO and Treasurer

SIGNATURE PAGE TO BILL OF SALE

**TRADEMARK
REEL: 006059 FRAME: 0425**

SCHEDULE A

**Intellectual Property
of Chasing Fireflies, LLC**

1. See list of trademarks attached.
2. Domain name: www.chasing-fireflies.com

**Trademark Report By Mark Family
Search Criteria**

Client ID 55270
Owner Name *Chasing*

Display Options

Goods All
Images All

COUNTRY	REFERENCE #	FILED	APP #	REG DT	REG #	STATUS	CLASSES
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CHASING FIREFLIES

UNITED STATES 55270/02010 US 25 1/3/2006 78/784,200 12/25/2007 3,360,642 REGISTERED 025

CLASS	DESCRIPTION
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025 Men's, women's and children's clothing, namely, pants, shirts, tee shirts, sweaters, jackets, pajamas, robes, nightgowns, infant-wear, bathing suits, blouses, coats, dresses, skirts, vests, shorts, hats, scarves, boots, raincoats, knit tops, sweatshirts, knit bottoms, woven bottoms, jumpers, booties, masquerade costumes, shoes, socks, and swim cover-ups

UNITED STATES 55270/02010 US 35 1/6/2006 78/784,205 12/25/2007 3,360,643 REGISTERED 035

CLASS	DESCRIPTION
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035 Retail clothing store services; online retail store services featuring clothing; and mail order catalog services featuring clothing

WISH CERTIFICATE

UNITED STATES 55270/02011 US 35 7/2/2008 77/513,899 2/10/2009 3,572,410 REGISTERED 035

CLASS	DESCRIPTION
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035 Issuing gift certificates which may be redeemed for goods or services

WISH REGISTRY

UNITED STATES 55270/02012 US 35 7/2/2008 77/513,926 8/11/2009 3,665,786 ABANDONED 035

CLASS	DESCRIPTION
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035 Gift registry services

WISHCRAFT

UNITED STATES 55270/02009 US 25 9/21/2007 77/285,714 11/18/2008 3,535,068 REGISTERED 025

CLASS	DESCRIPTION
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025 Men's Women's and Children's clothing, namely, pants, shirts, tee shirts, sweaters, jackets, pajamas, robes, nightgowns, infant-wear, bathing suits, blouses, coats, dresses, skirts, vests, shorts, hats, scarves, boots, raincoats, knit tops, sweatshirts, knit bottoms, woven bottoms, jumpers, booties, masquerade costumes, socks, and swim cover-ups

UNITED STATES 5527/02009 US 35 9/21/2007 77/286,143 5/27/2008 3,435,346 REGISTERED 035

CLASS	DESCRIPTION
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035 Retail clothing store services; online retail store services featuring clothing; and mail order catalog services featuring clothing

COUNTRY	REFERENCE #	FILED	APP #	REG DT	REG #	STATUS	CLASSES
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WISHWORKS

UNITED STATES 55270/02008 US 25 12/7/2011 85/489,922 ABANDONED 025

CLASS	DESCRIPTION
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025 Men's and women's clothing, namely, pants, shirts, tee shirts, sweaters, jackets, pajamas, robes, nightgowns, infant-wear, bathing suits, blouses, coats, dresses, skirts, vests, shorts, hats, scarves, boots, raincoats, knit tops, sweatshirts, knit bottoms, woven bottoms, jumpers, booties, masquerade costumes, shoes, socks, and swim cover-ups

UNITED STATES 55270/02008 US 28 3/19/2012 85/573,760 5/21/2013 4,339,798 REGISTERED 028

CLASS	DESCRIPTION
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028 Toys, namely, stuffed and plush toys, toy bake ware, cookware, and dishes, children's dress up accessories, toy purses/handbags, windup toys, modeled plastic toy figurines, dolls, clothing for dolls, kites, toy scooters and toy cars

UNITED STATES 55270/02008 US 16 3/19/2012 85/573,794 1/15/2013 4,274,582 REGISTERED 016, 021, 028

CLASS	DESCRIPTION
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016 Party supplies, namely, printed invitations, thank you note cards and note paper; paper banners, paper party decorations, paper party favors; paper napkins; treat bags, namely, gift bags; decorative paper centerpieces, paper tablecloths, and stickers
 021 Paper baking cups; cake decorating sets sold as a unit comprised primarily of decorating tubes, couplers and tips; paper plates, cups; treat buckets; cupcake kits comprised of paper baking cups
 028 Paper cutouts, namely, paper face masks; party games, piñatas; paper party hats, plastic party hats and tiaras

UNITED STATES 55270/02008 US16-2 9/10/2012 85/724,324 3/11/2014 4,493,412 REGISTERED 028

CLASS	DESCRIPTION
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028 Hobby craft kits comprising pre-cut pieces of felt and ribbon

UNITED STATES 55270/02008 US24 9/10/2012 85/724,321 7/23/2013 4,371,165 REGISTERED 24

CLASS	DESCRIPTION
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24 Unfitted chair covers not of paper

UNITED STATES 55270/02008 US26 9/10/2012 85/724,323 7/2/2013 4,360,330 REGISTERED 025, 026

CLASS	DESCRIPTION
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025 Headbands
 026 Hair accessories, namely, hair clips and barrettes

UNITED STATES 55270/02008 US 25/35 12/7/2011 85/978,440 3/12/2013 4,302,903 REGISTERED 025, 035

CLASS	DESCRIPTION
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025 Children's clothing, namely, pants, shirts, tee shirts, sweaters, pajamas, robes, nightgowns, infant-wear, dresses, skirts, shorts, hats, boots, knit tops, knit bottoms, woven bottoms, booties, masquerade costumes, shoes
 035 Retail clothing store services; online retail store services featuring clothing; and mail order catalog services featuring clothing

END OF REPORT

TOTAL ITEMS SELECTED =

13

SCHEDULE B

**Intellectual Property
of Travelsmith Outfitters, Inc.**

1. See list of trademarks attached.
2. Domain name: www.travelsmith.com

Trademark Report By Mark Family
Search Criteria

Client ID 55270
Owner Name *travel*

Display Options

Goods All
Images All

COUNTRY	REFERENCE #	FILED	APP #	REG DT	REG #	STATUS	CLASSES
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GO THERE WITH TRAVELSMITH

GO THERE WITH TRAVELSMITH

UNITED STATES 55270/13245 US35 5/20/2014 86/286,174 6/23/2015 4,761,689 REGISTERED 035

CLASS	DESCRIPTION
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035 On-line retail store and catalog services in the field of outdoor and travel gear, namely, luggage, clothing, footwear and travel accessories

GO THERE

GO THERE

UNITED STATES 55270/13244 US35 5/20/2014 86/286,165 ABANDONED 035

CLASS	DESCRIPTION
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035 On-line retail store and catalog services in the field of outdoor and travel gear, namely, luggage, clothing, footwear and travel accessories

HANDS-OFF HANDBAG

UNITED STATES 55270/42650 US 18 9/23/1997 75/361,375 12/8/1998 2,208,718 REGISTERED 018

CLASS	DESCRIPTION
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018 Leather goods, namely, handbags

IOS INDIVIDUAL ORIGINAL STYLE

UNITED STATES 55270/42894 US 18 5/9/2007 77/176,272 ABANDONED 018

CLASS	DESCRIPTION
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018 Handbags; Wallets; Purses; Luggage; Trunks; Travel bags; Tote bags; Umbrellas

UNITED STATES 55270/42894 US 25 5/7/2007 77/174,351 ABANDONED 025

CLASS	DESCRIPTION
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025 Articles of wearing apparel, namely, camisoles, shirts, jackets, pants, capris, shorts, tank tops, jeans, tunics, shirt jackets, ponchos, dresses, skirts, kimonos, vests, pullovers, sweaters, sweater jackets, coats, shawls, cardigans, swimsuits, lingerie underwear, night gowns, bathrobes; accessories, namely, belts, scarves, hats, gloves, socks, hosiery, stockings; shoes, namely, boots, sandals, tennis shoes, slippers, moccasins, mules

UNITED STATES 55270/42894 US 9 4/5/2007 77/149,782 ABANDONED 009, 014

COUNTRY	REFERENCE #	FILED	APP #	REG DT	REG #	STATUS	CLASSES
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CLASS	DESCRIPTION
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009 Accessories, namely, sunglasses, eyeglasses, cases for sunglasses and eyeglasses
014 Accessories, namely, jewelry, watches

IOS INFINITY DENIM

UNITED STATES 55270/42783 US 25 11/15/2005 78/754,114 6/24/2008 3,455,373 ABANDONED 025

CLASS	DESCRIPTION
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025 Women's clothing, namely, shirts, jackets, pants, capris, shorts, tank tops, jeans, tunics, shirt jackets, dresses, skirts, kimonos, vests, coats; accessories, namely, belts, hats; shoes, namely, boots, sandals, tennis shoes, slippers, moccasins, mules

IOS

UNITED STATES 55270/42670 US 9 4/15/2005 78/609,428 ABANDONED 009, 014, 018, 025, 026

CLASS	DESCRIPTION
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009 Accessories, namely, sunglasses, eyeglasses, cases for sunglasses and eyeglasses
014 Accessories, namely, jewelry, watches
018 Accessories, namely, handbags, wallets, purses, luggage, trunks, travel bags, tote bags, umbrellas
025 Articles of wearing apparel, namely, camisoles, shirts, jackets, pants, capris, shorts, tank tops, jeans, tunics, shirt jackets, ponchos, dresses, skirts, kimonos, vests, pullovers, sweaters, sweater jackets, coats, shawls, cardigans, swimsuits, lingerie, underwear, night gowns, bathrobes; accessories, namely, belts, scarves, hats, gloves, socks, hosiery, stockings; shoes, namely, boots, sandals, tennis shoes, slippers, moccasins, mules
026 Hair accessories, namely, twisters, claw clips, snap clips

ISLAND BREEZE

UNITED STATES 55270/42780 US 25 7/2/1998 75/512,524 8/10/1999 2,268,994 ABANDONED 025

CLASS	DESCRIPTION
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025 men's and women's clothing, namely, pants, shirts and jackets

LONG-DISTANCE

UNITED STATES 55270/42781 US 25 1/25/1999 75/625,893 2/1/2000 2,314,444 ABANDONED 025

CLASS	DESCRIPTION
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025 clothing, namely, shirts, sweaters, pants, leggings, dresses, skirts and jumpers

MISCELLANEOUS DESIGN (airplane)



EUROPEAN UNION (EU 55270/42658 EU 16 8/12/1996 335232 9/1/1998 335232 REGISTERED 16, 18, 25

COUNTRY	REFERENCE #	FILED	APP #	REG DT	REG #	STATUS	CLASSES
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CLASS	DESCRIPTION
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16 Paper; printed matter; stationery; instructional and teaching materials
 18 Leather and imitations of leather, and goods made of these materials and not included in other classes; animal skins, hides; trunks and travelling bags; umbrellas, parasols and walking sticks; whips, harness and saddlery
 25 Clothing, footwear, headgear

UNITED KINGDOM 55270/42658 GB 16 11/9/1998 2181581 5/21/1999 2181581 REGISTERED 016, 018, 025

CLASS	DESCRIPTION
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016 Paper; printed matter; stationery; instructional and teaching materials.
 018 Leather and imitations of leather, and goods made of these materials and not included in other classes; animal skins, hides; trunks and travelling bags; umbrellas, parasols and walking sticks; whips, harness and saddlery.
 025 Clothing, footwear, headgear.

UNITED STATES 55270/42658 US 42 2/17/1995 74/635,685 12/19/1995 1,942,987 ABANDONED 042

CLASS	DESCRIPTION
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042 retail stores and retail mail order catalog services featuring travel and outdoor gear

NOT-QUITE-TIGHTS

UNITED STATES 55270/42671 US 25 9/24/1998 75/362,500 12/8/1998 2,208,738 ABANDONED 025

CLASS	DESCRIPTION
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025 articles of wearing apparel, namely, pants

PACKABLE EXPLORER'S PANTS

UNITED STATES 55270/42672 US 25 9/23/1997 75/361,647 5/18/1999 2,245,573 REGISTERED 025

CLASS	DESCRIPTION
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025 articles of wearing apparel, namely, pants

THE INDISPENSABLE BLACK TRAVEL DRESS

EUROPEAN UNION (EU) 55270/42659 EU 16 11/9/1998 980672 9/19/2000 980672 REGISTERED 16, 25

CLASS	DESCRIPTION
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16 Paper; printed matter; stationery; instructional and teaching materials
 25 Clothing, footwear, headgear

UNITED STATES 55270/42659 US 25 9/23/1997 75/361,640 7/13/1999 2,260,435 REGISTERED 025

CLASS	DESCRIPTION
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025 articles of wearing apparel for women, namely, dresses

TRAVEL DENIM

UNITED STATES 55270/42669 US 25 9/24/1997 75/362,246 12/8/1998 2,208,735 REGISTERED 025

CLASS	DESCRIPTION
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025 articles of wearing apparel, namely, pants, skirts, vests and dresses

COUNTRY	REFERENCE #	FILED	APP #	REG DT	REG #	STATUS	CLASSES
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TRAVELFIT

UNITED STATES 55270/42804 US 25 7/29/2008 77/533,379 6/16/2009 3,638,072 REGISTERED 25

CLASS	DESCRIPTION
25	Apparel, namely, pants, dresses, jackets, blouses, shirts, and skirts

TRAVELSMITH

EUROPEAN UNION (EU) 55270/42668 EU 16 8/12/1996 335190 7/10/1998 335190 REGISTERED 16, 18, 25

CLASS	DESCRIPTION
16	Paper; printed matter; stationery; instructional and teaching materials
18	Leather and imitations of leather, and goods made of these materials and not included in other classes; animal skins, hides; trunks and travelling bags; umbrellas, parasols and walking sticks; whips, harness and saddlery
25	Clothing, footwear, headgear

INDIA 55270/42268 IN MAILED 035

CLASS	DESCRIPTION
035	On-line retail store services in the field of travel and outdoor gear, namely, luggage, clothing, footwear, travel accessories, books and maps

JAPAN 55270/42668 JP 25 8/8/1996 H08090543 1/23/1998 4105022 REGISTERED 25

CLASS	DESCRIPTION
25	clothing; non-japanese style outer wear, coats, sweaters, shirts, nightwear, underwear, swimsuits, bathing caps; japanese style clothing; aprons, collar protectors, socks, stockings, gaiters, fur stoles, shawls, carves, tabi (japanese socks), tabi covers, gloves, textile baby diapers, neckties, neckerchiefs, mufflers, ear muffs; hoods, sugegasa (japanese sedge hats), night caps, helmets, hats, caps

UNITED KINGDOM 55270/42668 GB 16 11/9/1998 2181576 5/28/1999 2181576 REGISTERED 016, 018, 025

CLASS	DESCRIPTION
016	Paper; printed matter; stationery; instructional and teaching materials.
018	Leather and imitations of leather, and goods made of these materials and not included in other classes; animal skins, hides, trunks and travelling bags; umbrellas, parasols and walking sticks; whips, harness and saddlery.
025	Clothing, footwear, headgear.

UNITED STATES 55270/42668 US 42 8/31/1992 74/309,337 5/10/1994 1,835,790 REGISTERED 042

CLASS	DESCRIPTION
042	retail stores and retail mail order catalog services featuring travel and outdoor gear; namely, luggage, clothing, footwear, travel accessories, books & maps; customized printing of catalogs featuring travel related items for travel tour operators and agencies

UNITED STATES 55270/42668 US35 9/7/2012 85/723,264 4/30/2013 4,328,091 REGISTERED 035

CLASS	DESCRIPTION
035	On-line retail store services in the field of travel and outdoor gear, namely, luggage, clothing, footwear, travel accessories, books and maps

ULTIMATE TRAVEL SKIRT

UNITED STATES 55270/42667 US 25 9/23/1997 75/361,499 6/8/1999 2,250,983 REGISTERED 025

CLASS	DESCRIPTION
025	articles of wearing apparel for women, namely, skirts

COUNTRY	REFERENCE #	FILED	APP #	REG DT	REG #	STATUS	CLASSES
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VIRTUA

VIRTUA

UNITED STATES	55270/11783 US18	2/26/2014	86/204,388	5/19/2015	4,740,351	REGISTERED	018
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CLASS	DESCRIPTION
018	Luggage; handbags; and backpacks

END OF REPORT

TOTAL ITEMS SELECTED =

27