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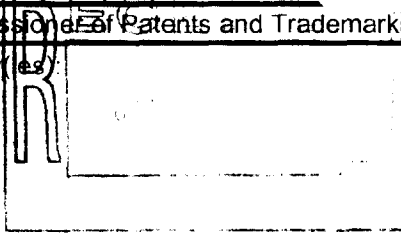
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1 Name of conveying party(ies)

Russell Corporation



- Individual(s)
- General Partnership
- Corporation-State Alabama
- Other

Additional names(s) of conveying party(ies) Yes No

3 Nature of conveyance:

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

Execution Date: October 5, 1998

2. Name and address of receiving party(ies)

Name: Russell Asset Management, Inc.

Internal Address: 913 North Market Street, Suite 207

Street Address: 913 North Market Street, Suite 207

City: Wilmington State: DE ZIP: 19801

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

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

75-258,039 75-399,274
75-479,305
75-396,821

B. Trademark Registration No.(s)

1,550,238 1,489,462 1,593,129
1,409,525 1,543,669 1,583,032
2,144,921 2,055,798 1,280,293

Additional numbers Yes No

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

Name: Michael S. Denniston

Internal Address: Bradley Arant Rose & White LLP

1900 Park Place, Suite 1400

Birmingham, Alabama 35203-2736

Street Address: 1900 Park Place, Suite 1400

City: Birmingham State: AL ZIP: 35203

6. Total number of applications and registrations involved:.....

32

7. Total fee (37 CFR 3.41):.....\$ 815.00

- Enclosed (check # 163404)
- Authorized to be charged to deposit account

8. Deposit account number:

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.

Michael S. Denniston

Name of Person Signing

Signature

January 19, 1999

Date

Total number of pages including cover sheet, attachments, and

6

00000170 155/238
01/22/1999 TTUN1E
40.00 OP
775.00 OP
01 FC:481
02 FC:482

4. B. Trademark Registration No.(s)

1,697,722	1,540,603	1,932,436	1,415,076
1,597,515	1,026,794	1,177,390	1,923,781
1,696,178	996,847	2,120,076	1,764,577
1,983,435	2,118,119	2,035,968	1,158,184
1,713,836	1,587,976	997,847	

ASSIGNMENT OF TRADEMARKS

Whereas, Russell Corporation, an Alabama corporation of 755 Lee Street, Alexander City, Alabama 35010, has adopted, used and is using certain marks which are registered in the United States Patent and Trademark Office, the Registraton Numbers and registration dates of which are listed on Schedule A attached hereto and by this reference incorporated herein; and

Whereas, Russell Corporation has adopted, used and is using, or has a bona fide intention to use, certain marks for which applications for registration are pending before the United States Patent and Trademark Office, the Application Serial Numbers and application filing dates of which are listed on Schedule A attached hereto and by this reference incorporated herein; and

Whereas, Russell Asset Management, Inc., a corporation organized and existing under the laws of the State of Delaware, having a principal place of business at 913 North Market Street, Suite 207, Wilmington, Delaware 19801-3052 is desirous of acquiring said marks and the registrations and applications thereof;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, the said Russell Corporation, does hereby assign, such assignment to be effective as of the 5TH day of OCTOBER, 1998, to the said Russell Asset Management Inc. all right, title and interest in and to the said marks, together with the goodwill of the business symbolized by such marks, and the above identified registrations and applications thereof. For purposes of Section 10 of the Lanham Act, 15 U.S.C. § 1060, Russell Asset Management, Inc. is the successor of the portion of the business of Russell Corporation to which the intent to use applications listed on Schedule A pertain.

RUSSELL CORPORATION

By Steve R. Forehand
Steve R. Forehand
Its Secretary

ATTEST:

STATE OF ALABAMA)

COUNTY OF TALLAPOOSA)

On this 14th day of January, 1999, before me appeared Steve R. Forehand, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Russell Corporation with authority to do so

Teressa M. DeViries
Notary Public
My commission expires: 06-30-2002

(SEAL)

Schedule A
U.S. Trademarks
in the name of Russell Corporation
Assigned to Russell Asset Management, Inc.

PRINCIPAL REGISTER		
Mark Name	Registration Number	Registration Date
Built to Last	1,550,238	August 1, 1989
Chalk Line	1,409,525	September 16, 1986
Chalk Line and design	2,144,921	March 17, 1998
Design only (circle design)	1,489,462	May 24, 1988
Focus Design	1,543,669	June 13, 1989
Get Tough	2,055,798	April 22, 1997
High Cotton (stylized)	1,593,129	April 24, 1990
Jerzees	1,683,032	April 14, 1992
Jerzees logo	1,280,293 (Supplemental Register)	May 29, 1984
Jerzees American Activewear and design	1,697,722	June 30, 1992
Jerzees Built to Last	1,597,515	May 22, 1990
Jerzees Cotton Sweats	1,696,178	June 23, 1992
Jerzees World Class and design	1,983,435	July 2, 1996
Pro Cotton	1,540,603	May 23, 1989
R logo	1,026,794	December 9, 1975
R logo	996,847	October 29, 1974
R logo	997,505	November 5, 1974
R logo	2,118,119	December 2, 1997
R Russell Athletic	1,932,436	November 7, 1995
R Russell Athletic	1,177,390	November 10, 1981
R Russell Athletic and design	2,120,076	December 9, 1997
R Russell Athletic Get Tough	2,035,968	February 4, 1997

R Russell Athletic / High Cotton	1,415,076	October 28, 1986
Red Eagle Trading Company and design	1,923,781	October 3, 1995
Stadium Club	1,764,577	April 13, 1993
Super Sweats	1,158,184	June 23, 1981
The Experience Shows	1,713,836	September 8, 1992
The Radiator	1,587,976	March 20, 1990
PENDING TRADEMARK APPLICATIONS		
Mark Name	Application Number	Application Date
Jerzees	75-258,039	March 17, 1997
Jerzees Activewear Z and design	75-479,305	May 4, 1998
Participant	75-396,821	November 26, 1997
Tweed Fleece	75-399,274	December 3, 1997