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Docket No.:

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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):

Cross Creek Apparel, Inc.

- Individual(s)
- General Partnership
- Corporation-State North Carolina
- 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)

75-289,376

B. Trademark Registration No.(s)

<u>1,360,689</u>	<u>2,054,179</u>	<u>701,857</u>	<u>679,315</u>
<u>1,022,095</u>	<u>1,887,241</u>	<u>2,190,594</u>	<u>734,966</u>
<u>2,054,178</u>	<u>1,907,459</u>	<u>1,077,467</u>	<u>1,276,266</u>
<u>683,341</u>	<u>688,008</u>	<u>2,180,235</u>	<u>695,545</u>
Additional numbers <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<u>2,213,930</u>	<u>775,016</u>

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

2001 Park Place, Suite 1400

Birmingham, Alabama 35203-2736

Street Address: 2001 Park Place, Suite 1400

City: Birmingham State: AL ZIP: 35203

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

19

7. Total fee (37 CFR 3.41):.....\$ \$490.00

- Enclosed (check # 163457)
- Authorized to be charged to deposit account

8. Deposit account number:

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

4

ASSIGNMENT OF TRADEMARKS

Whereas, Cross Creek Apparel, Inc., a North Carolina corporation of Highway 52 South; Mount Airy, North Carolina, 27030, has adopted, used and is using certain marks which are registered in the United States Patent and Trademark Office, the Registration Numbers and dates of which are listed on Schedule A attached hereto and by this reference incorporated herein; and

Whereas, Cross Creek Apparel Inc. 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 Cross Creek Apparel, Inc. 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 Cross Creek Apparel, Inc. to which the intent to use applications listed on Schedule A pertain.

CROSS CREEK APPAREL, INC.

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 Cross Creek Apparel, Inc. with authority to do so.

Gerresa M. DeVries

Notary Public

My commission expires: 06-30-2002

(SEAL)

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

PRINCIPAL REGISTER		
Mark Name	Registration Number or Serial Number	Registration Date or Application Date
Country Cottons	1,360,689	September 17, 1985
Cross Creek	1,022,095	October 7, 1978
Cross Creek & design	2,054,178	April 22, 1997
Cross Creek & design	2,054,179	April 22, 1997
Cross Creek Classics and design	1,887,241	April 4, 1995
Cross Creek Pro Collection	1,907,459	July 25, 1995
For the "Three Wheelers"	701,857	July 26, 1960
Golf is War Do Battle in Cross Creek and design	2,190,594	September 22, 1998
Huntley of York	1,077,467	November 15, 1997
Monogram	679,315	May 26, 1959
Qualitized	734,966	July 24, 1962
The Exceptional Shirt	1,276,266	May 1, 1984
Toddy Winks	683,341	August 11, 1958
Toddy Winks	688,008	November 10, 1959
Tourtech	2,180,235	August 11, 1998
Trend Fashions	693,544	February 23, 1960
CCCC	2,213,930	December 29, 1998
Golf is War	75-289,376	May 9, 1997
Yorktown	775,016	August 11, 1964