

03-18-2002

FORM PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102019314

Tab settings → → →

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

3-18-02

1. Name of conveying party(ies): **Russell Asset Management, Inc.**

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State (DE) **3-18-02**
- Other _____

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

2. Name and address of receiving party(ies):

Name: Wachovia Bank, N.A., as Collateral Agent

Internal Address: _____

Street Address: 301 South College Street

City: Charlotte State: NC ZIP: 28288

3. Nature of conveyance:

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

Execution Date: March 6, 2002

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other National Banking Organization (United States)

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) **See Attached Schedule A**

B. Trademark Registration No.(s) **See Attached Schedule A**

Additional numbers attached? Yes No

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

Name: Robyn Greenberg, Esq.

Internal Address: Simpson Thacher & Bartlett

Street Address: 425 Lexington Avenue

City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 76

7. Total fee (37 CFR 3.41): \$ 1,915.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attached 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.

Robyn Greenberg, Esq.
Name of Person Signing

Robyn Greenberg
Signature

3/15/02
Date

Total number of pages comprising cover sheet: 15

03/19/2002 JJALLAH2 00000012 2213930

01 FC:481
02 FC:482

40.00 OP
1875.00 OP

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

TRADEMARK
REEL: 002462 FRAME: 0219

TRADEMARKS

| Grantor | Mark | Class | Registration Date | Registration No. |
|--------------------------------|---------------------------------------------------------------------|--------------|--------------------------|-------------------------|
| Russell Asset Management, Inc. | 4C – design | 25 | 12/29/1998 | 2213930 |
| Russell Asset Management, Inc. | Athletic Club | 25 | 01/07/1997 | 2028087 |
| Russell Asset Management, Inc. | Bargain Bag | 25 | 06/20/1995 | 1900754 |
| Russell Asset Management, Inc. | Big Foot and Design | 25 | 07/10/1990 | 1605660 |
| Russell Asset Management, Inc. | Bridgeport | 25 | 12/03/1991 | 1667205 |
| Russell Asset Management, Inc. | Built to Last | 25 | 08/01/1989 | 1550238 |
| Russell Asset Management, Inc. | Camp Creek | 25 | 10/26/1999 | 2289321 |
| Russell Asset Management, Inc. | Castle Design | 25 | 04/19/1994 | 1831412 |
| Russell Asset Management, Inc. | Concentric Circles and Double Ovals Design | 25 | 03/09/1993 | 1756943 |
| Russell Asset Management, Inc. | Country Cottons | 25 | 09/17/1985 | 1360689 |
| Russell Asset Management, Inc. | Cross Creek & ('bogey man') design | 24 | 04/22/1997 | 2054178 |
| Russell Asset Management, Inc. | Cross Creek & ('bogey man') design | 25 | 04/22/1997 | 2054179 |
| Russell Asset Management, Inc. | Cross Creek | 25 | 10/07/1975 | 1022095 |
| Russell Asset Management, Inc. | DD and design (Four Old Time Football Players design) | 25 | 08/20/1991 | 1654384 |
| Russell Asset Management, Inc. | DeSoto Outdoors and Design | 25 | 01/19/1993 | 1747193 |
| Russell Asset Management, Inc. | Desoto Player's Club | 25 | 01/02/1990 | 1575150 |
| Russell Asset Management, Inc. | Desoto Player's Club and design (old time football players w/words) | 25 | 07/30/1996 | 1989417 |
| Russell Asset Management, Inc. | Focus Design | 25 | 06/13/1989 | 1543669 |
| Russell Asset Management, Inc. | Get Tough | 18 & 25 | 04/22/1997 | 2055798 |
| Russell Asset Management, Inc. | Get Tough R Russell Athletic | 18 & 25 | 02/04/1997 | 2035968 |
| Russell Asset Management, Inc. | Golf is War Do Battle in Cross Creek and design | 25 | 09/22/1998 | 2190594 |

| Grantor | Mark | Class | Registration Date | Registration No. |
|--------------------------------|---------------------------------------------|--------------|--------------------------|-------------------------|
| Russell Asset Management, Inc. | High Cotton (stylized) | 25 | 04/24/1990 | 1593129 |
| Russell Asset Management, Inc. | Huntley of York | 25 | 11/15/1977 | 1077467 |
| Russell Asset Management, Inc. | Jerzees | 25 | 02/22/2000 | 2322101 |
| Russell Asset Management, Inc. | Jerzees | 25 | 04/14/1992 | 1683032 |
| Russell Asset Management, Inc. | Jerzees Activewear Z and design | 25 | 07/04/2000 | 2363671 |
| Russell Asset Management, Inc. | Jerzees logo | 25 | 05/29/1984 | 1280293 |
| Russell Asset Management, Inc. | Jerzees Cotton Sweats | 25 | 06/23/1992 | 1696178 |
| Russell Asset Management, Inc. | Jerzees World Class and design | 25 | 07/02/1996 | 1983435 |
| Russell Asset Management, Inc. | Lady Player | 25 | 03/15/1994 | 1826428 |
| Russell Asset Management, Inc. | Design - four men in top hats | 25 | 01/30/1990 | 1580207 |
| Russell Asset Management, Inc. | Participant | 25 | 05/11/1999 | 2245153 |
| Russell Asset Management, Inc. | Performance Cushion | 25 | 02/28/1995 | 1880688 |
| Russell Asset Management, Inc. | Performance Club | 25 | 06/06/1995 | 1897592 |
| Russell Asset Management, Inc. | Player's Pride | 25 | 01/03/1995 | 1871967 |
| Russell Asset Management, Inc. | Player's Performance | 25 | 03/01/1994 | 1824475 |
| Russell Asset Management, Inc. | Pro Cotton | 25 | 05/23/1989 | 1540603 |
| Russell Asset Management, Inc. | Qualitized | 25 | 07/24/1962 | 734966 |
| Russell Asset Management, Inc. | R logo | 25 | 12/02/1997 | 2118119 |
| Russell Asset Management, Inc. | R logo | 25 | 10/29/1974 | 996847 |
| Russell Asset Management, Inc. | R logo | 25 | 11/05/1974 | 997505 |
| Russell Asset Management, Inc. | R logo | 24 | 12/09/1975 | 1026794 |
| Russell Asset Management, Inc. | R Russell Athletic (and design) | 25 | 12/09/1997 | 2120076 |
| Russell Asset Management, Inc. | R Russell Athletic/High Cotton | 25 | 10/28/1986 | 1415076 |
| Russell Asset Management, Inc. | R Russell Athletic | 18 & 25 | 11/07/1995 | 1932436 |
| Russell Asset Management, Inc. | Red Eagle Trading Co. | 25 | 08/14/2001 | 2477855 |
| Russell Asset Management, Inc. | Red Eagle Trading Co. By Jerzees and design | 25 | 09/04/2001 | 2484965 |
| Russell Asset Management, Inc. | Russell National & design | 25 | 08/27/1985 | 1356767 |
| Russell Asset Management, Inc. | Softwick | 24 | 07/10/2001 | 2467882 |

| Grantor | Mark | Class | Registration Date | Registration No. |
|--------------------------------|-----------------------|--------------|--------------------------|-------------------------|
| Russell Asset Management, Inc. | Super Sweats | 25 | 06/23/1981 | 1158184 |
| Russell Asset Management, Inc. | The Exceptional Shirt | 25 | 05/01/1984 | 1276266 |
| Russell Asset Management, Inc. | The Experience Shows | 25 | 09/08/1992 | 1713836 |
| Russell Asset Management, Inc. | The Golfer and Design | 25 | 06/21/1988 | 1493214 |
| Russell Asset Management, Inc. | The Worker and Design | 25 | 01/26/1993 | 1748611 |
| Russell Asset Management, Inc. | Three Rivers | 25 | 09/17/1996 | 2001576 |
| Russell Asset Management, Inc. | TOURTECH | 25 | 08/11/1998 | 2180235 |
| Russell Asset Management, Inc. | Tweed Fleece | 25 | 12/07/1999 | 2299072 |
| Russell Asset Management, Inc. | YorkTown | 25 | 08/11/1964 | 775016 |
| Russell Asset Management, Inc. | Z CLASS | 25 | 11/06/2001 | 2504093 |
| Russell Asset Management, Inc. | ZT | 25 | 12/05/2000 | 2411447 |
| Russell Asset Management, Inc. | ZT and design | 25 | 08/07/2001 | 2475783 |

TRADEMARK APPLICATIONS

| Grantor | Mark | Class | Date Filed | Serial No. |
|--------------------------------|----------------------------|--------------|-------------------|-------------------|
| Russell Asset Management, Inc. | R logo | 25 | 02/27/2001 | 76216732 |
| Russell Asset Management, Inc. | C C design | 25 | 07/21/2000 | 76093889 |
| Russell Asset Management, Inc. | HERCUFIBRE | 24 | 05/25/2001 | 76263343 |
| Russell Asset Management, Inc. | JERZEES rectangle design | 25 | 10/16/2001 | 76325996 |
| Russell Asset Management, Inc. | Jerzees CaZuals and design | 25 | 08/28/2000 | 76118145 |
| Russell Asset Management, Inc. | JERZEES OUTDOORS | 25 | 07/21/2000 | 76093890 |
| Russell Asset Management, Inc. | Performance Pique | 25 | 06/05/2001 | 76266784 |
| Russell Asset Management, Inc. | RUSSELL | 25 | 08/18/2000 | 76112386 |
| Russell Asset Management, Inc. | Russell Athletic | 25 & 28 | 02/27/2001 | 76/216841 |
| Russell Asset Management, Inc. | The Radiator | 25 | 10/16/2000 | 76/148492 |
| Russell Asset Management, Inc. | Storm Power | 25 | 10/29/2001 | 76/330765 |
| Russell Asset Management, Inc. | Stretch Power | 25 | 10/29/2001 | 76/330789 |
| Russell Asset Management, Inc. | TRANSFORMX | 25 | 08/17/2001 | 76301400 |
| Russell Asset Management, Inc. | Z and Diamond design | 35 | 02/16/2001 | 76214510 |
| Russell Asset Management, Inc. | Z and Diamond design | 25 | 02/16/2001 | 76214511 |

**NOTICE AND CONFIRMATION OF GRANT OF
SECURITY INTEREST IN PATENT AND TRADEMARK RIGHTS**

THIS NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN PATENT AND TRADEMARK RIGHTS ("Agreement"), dated as of March 6, 2002 is made by Russell Asset Management, Inc., a Delaware corporation (the "Grantor"), in favor of Wachovia Bank, N.A., as Collateral Agent (the "Agent") for the Secured Parties under the Guarantee and Collateral Agreement, dated as of December 14, 2001 (as amended, supplemented or otherwise modified from time to time, the "Guarantee and Collateral Agreement").

W I T N E S S E T H:

WHEREAS, Russell Corporation, an Alabama corporation (the "Company"), and certain of its subsidiaries are parties to the Transaction Documents (as defined in the Guarantee and Collateral Agreement), pursuant to which the Secured Parties have made extensions of credit to the Company and such subsidiaries;

WHEREAS, the Company requested that the Secured Parties agree to certain modifications to the Transaction Documents and to continue making loans and other financial accommodations available to the Company;

WHEREAS, in connection with the modifications made to the Transaction Documents, the Company and certain of its subsidiaries executed and delivered the Guarantee and Collateral Agreement to the Agent;

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Company and the Grantor granted to the Agent for the ratable benefit of the Agent and the Secured Parties a security interest in its Intellectual Property, including Patents and Trademarks; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Secured Parties to continue making loans and other financial accommodations available to the Company, the Grantor agrees, for the benefit of the Agent and the Secured Parties, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. This Agreement evidences and confirms the grant by the Grantor of a security interest in its Trademarks (including, without limitation,

those items listed on Schedule A hereto), to the Agent for the ratable benefit of the Agent and the Secured Parties to secure payment, performance and observance of the Obligations.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantor for the purpose of recording the security interest granted pursuant to the Guarantee and Collateral Agreement with the United States Patent and Trademark Office. This Agreement is expressly subject to the terms and conditions of the Guarantee and Collateral Agreement. The Guarantee and Collateral Agreement (and all rights and remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the security interest in the collateral granted hereby are more fully set forth in the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

[REST OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

RUSSELL ASSET MANAGEMENT, INC.

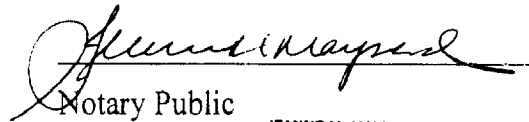
By: Christopher M. Champion
Name: Christopher M. Champion
Title: Vice President and Assistant Secretary

WACHOVIA BANK, N.A., as Collateral Agent

By: _____
Name:
Title:

STATE OF GEORGIA)
) ss
COUNTY OF COBB)

On the 2th day of February, 2002, before me personally came Christopher M. Crumpson, who is personally known to me to be the VP & Asst Secretary, of Russell Asset Management, Inc., a Delaware corporation; who, being duly sworn, did depose and say that he is the VP & Asst Secretary in such corporation, the corporation described in and which executed the foregoing instrument; that he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that he acknowledged said instrument to be the free act and deed of said corporation.


Notary Public

JEANNE M. MAYNARD
NOTARY PUBLIC, STATE OF GEORGIA
QUALIFIED IN FULTON COUNTY
COMMISSION EXPIRES JULY 11, 2005

(PLACE STAMP AND SEAL ABOVE)

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

RUSSELL ASSET MANAGEMENT, INC.

By: _____

Name:

Title:

WACHOVIA BANK, N.A., as Collateral Agent

By: _____

Name:

Title:


Roger Pelz
Senior Vice President

STATE OF) N.C.

) ss

COUNTY OF) Mecklenburg

On the 6th day of March, 2002, before me personally came Roger Pelz, who is personally known to me to be the Senior Vice President of Wachovia Bank, N.A.; who, being duly sworn, did depose and say that he is the Senior Vice President in such corporation, the corporation described in and which executed the foregoing instrument; that he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that he acknowledged said instrument to be the free act and deed of said corporation.

Alice H. Snow

Notary Public

(PLACE STAMP AND SEAL ABOVE)

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| Russell Asset Management, Inc. | R logo | 25 | 11/05/1974 | 997505 |
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| Russell Asset Management, Inc. | Red Eagle Trading Co. By Jerzees and design | 25 | 09/04/2001 | 2484965 |
| Russell Asset Management, Inc. | Russell National & design | 25 | 08/27/1985 | 1356767 |
| Russell Asset Management, Inc. | Softwick | 24 | 07/10/2001 | 2467882 |

| Grantor | Mark | Class | Registration Date | Registration No. |
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| Russell Asset Management, Inc. | The Exceptional Shirt | 25 | 05/01/1984 | 1276266 |
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| Russell Asset Management, Inc. | YorkTown | 25 | 08/11/1964 | 775016 |
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| Russell Asset Management, Inc. | ZT | 25 | 12/05/2000 | 2411447 |
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TRADEMARK APPLICATIONS

| Grantor | Mark | Class | Date Filed | Serial No. |
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| Russell Asset Management, Inc. | C C design | 25 | 07/21/2000 | 76093889 |
| Russell Asset Management, Inc. | HERCUFIBRE | 24 | 05/25/2001 | 76263343 |
| Russell Asset Management, Inc. | JERZEES rectangle design | 25 | 10/16/2001 | 76325996 |
| Russell Asset Management, Inc. | Jerzees CaZuals and design | 25 | 08/28/2000 | 76118145 |
| Russell Asset Management, Inc. | JERZEES OUTDOORS | 25 | 07/21/2000 | 76093890 |
| Russell Asset Management, Inc. | Performance Pique | 25 | 06/05/2001 | 76266784 |
| Russell Asset Management, Inc. | RUSSELL | 25 | 08/18/2000 | 76112386 |
| Russell Asset Management, Inc. | Russell Athletic | 25 & 28 | 02/27/2001 | 76/216841 |
| Russell Asset Management, Inc. | The Radiator | 25 | 10/16/2000 | 76/148492 |
| Russell Asset Management, Inc. | Storm Power | 25 | 10/29/2001 | 76/330765 |
| Russell Asset Management, Inc. | Stretch Power | 25 | 10/29/2001 | 76/330789 |
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| Russell Asset Management, Inc. | Z and Diamond design | 25 | 02/16/2001 | 76214511 |