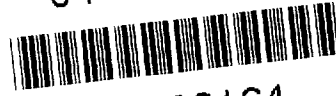


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Form PTO-159 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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DEPARTMENT OF COMMERCE S. Patent and Trademark Office

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

1. Name of conveying party(ies): Leesburg Holding Company, Inc.

4.9.02

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

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

2. Name and address of receiving party(ies)

Name: Fruit of the Loom, Inc.

Internal

Address:

Street Address: One Fruit of the Loom Drive

City: Bowling Green State: Ky Zip: 42103

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: March 29, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 770,409; 928,798

1,322,259; 1,344,653; 1,362,094

Additional number(s) attached Yes No

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

Name: T. Leslie Dooley

Internal Address: Fruit of the Loom, Inc.

Legal Department

Street Address: One Fruit of the Loom Drive

City: Bowling Green State: Ky Zip: 42103

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$ 165.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

T. Leslie Dooley Name of Person Signing

Signature

March 29, 2002 Date

Total number of pages including cover sheet, attachments, and document: 4

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

04/19/2002 6TON11 00000077 770409

01 FC:481 40.00 OP 02 FC:482 125.00 OP

TRADEMARK REEL: 002487 FRAME: 0939

SCHEDULE A

Trademark Registrations of Leesburg Holding Company

Country	Registration No.	Trademark
United States	770,409	FOOT-COZIES
United States	928,798	CUSHION-PLUS
United States	1,322,259	PROS KNOW
United States	1,344,653	IN-TREAD
United States	1,362,094	SUPERBULK
United States	1,550,276	LOW RUNNERS

AGREEMENT TO SELL AND ASSIGN TRADEMARKS

THIS AGREEMENT is made and entered into this 27 day of March 2002 by and between Leesburg Holding Company, Inc., a North Carolina corporation having an address at One Fruit of the Loom Drive, Bowling Green, Kentucky 42103 ("Leesburg") and Fruit of the Loom, Inc., a New York corporation having a mailing address at One Fruit of the Loom Drive, Bowling Green, Kentucky 42103 ("Fruit").

WHEREAS, Leesburg has adopted and has used in its business the following trademarks enumerated on the accompanying "Schedule A", (hereinafter referred to as "the Trademarks"); and

WHEREAS, Leesburg desires to sell the entire right, title and interest in and to the Trademarks and the registrations thereof together with the good will of the business symbolized by the Trademarks; and

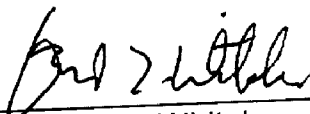
WHEREAS, Fruit desires to acquire the entire right, title and interest in and to the Trademarks and the registrations thereof, together with the good will of the business symbolized by the Trademarks.

NOW THEREOFRE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties agree as follows:

1. Leesburg does hereby sell, assign and transfer to Fruit of the Loom, Inc., a New York corporation, its successors and assigns all rights, title and interest in and to the Trademarks together with the good will of the business symbolized thereby.
2. All cost associated with the recordation of the said assignment from Leesburg to Fruit shall be borne by Fruit.

IN WITNESS WHEREOF, the parties have executed this instrument at Bowling Green, Kentucky as of the date first above written.

LEESBURG HOLDING COMPANY, INC.

By: 
David T. Whitaker
Vice President & Assistant Secretary

STATE OF KENTUCKY:
: SS
COUNTY OF WARREN:

On this 29 day of March, 2002, before me appeared David T. Whitaker to me known and

known to me to be the Vice President & Assistant Secretary of Leesburg Holding Company, Inc. the assignor above named, who acknowledged that he signed the foregoing instrument on behalf of said corporation pursuant to authority duly received.

Margaret Webster
NOTARY PUBLIC
My Commission Expires: 7/14/2002

AGREED AND ACCEPTED:

FRUIT OF THE LOOM, INC.

By: T. Leslie Dooley
T. Leslie Dooley
Assistant Secretary

STATE OF KENTUCKY:

: SS

COUNTY OF WARREN:

On this 29 day of March, 2002, before me appeared T. Leslie Dooley, to me known and known to me to be the Assistant Secretary of Fruit of the Loom, Inc. the assignor above named, who acknowledged that he signed the foregoing instrument on behalf of said corporation pursuant to authority duly received.

Margaret Webster
NOTARY PUBLIC
My Commission Expires: 7/14/2002