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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Wachovia Bank, N.A.

5-30-02

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Release

Execution Date: 4/17/02

2. Name and address of receiving party(ies)

Name: Russell Asset Management, Inc.

Internal Address:

Address:

Street Address: 300 Delaware Avenue, Suite 127

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 representative designation is attached: Yes No (Designations 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

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Natalie Lewis - Paralegal

Internal Address: Hunton & Williams

600 Peachtree Street, Suite 4100

Atlanta, GA 30308

Street Address:

City: State: Zip:

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:

DO NOT USE THIS SPACE

9. Signature.

Jeffrey Handler, Esq.

Jeffrey Handler Signature

5/23/02 Date

Name of Person Signing

DBYRNE 00000136 2213930

Total number of pages including cover sheet, attachments, and document: 9

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

05/30/2002 01 FC:481 02 FC:482

40.00 1875.00

TRADEMARK REEL: 002512 FRAME: 0921

**TRADEMARKS**

<b>Grantor</b>	<b>Mark</b>	<b>Class</b>	<b>Registration Date</b>	<b>Registration No.</b>
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.
	Creek and design			
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

<b>Grantor</b>	<b>Mark</b>	<b>Class</b>	<b>Registration Date</b>	<b>Registration No.</b>
Russell Asset Management, Inc.	Softwick	24	07/10/2001	2467882
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

<b>Grantor</b>	<b>Mark</b>	<b>Class</b>	<b>Date Filed</b>	<b>Serial No.</b>
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

**TERMINATION AND RELEASE OF SECURITY INTEREST  
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE dated as of April 17, 2002, from Wachovia Bank, N.A. as Collateral 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"), (the "Agent"), to Russell Asset Management, Inc., a Delaware corporation, (the "Obligor") with its principal place of business located at 300 Delaware Avenue, Suite 1271, Wilmington, DE 19801.

WITNESSETH:

WHEREAS, pursuant to the Guarantee and Collateral Agreement, a security interest (the "Security Interest") was granted by the Grantors to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Notice and Confirmation of Grant of Security Interest in Trademark Rights dated as of March 6, 2002, among the Agent and Obligor (the "Security Agreement"), Obligor, by reference to the Collateral Agreement, reaffirmed its intent to grant a Security Interest to the Agent specifically in certain Trademark Collateral;

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on March 18, 2002, at Reel 2462 and Frame 0219; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral pursuant to the Collateral Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Definitions: The term "Trademark Collateral," as used herein, shall mean all of the Grantors' right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided by reference in the Collateral Agreement and the Security Agreement.

2. Release of Security Interest: The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and become void.

3. Further Assurances: The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

WACHOVIA BANK, N.A.

By: \_\_\_\_\_

Name:

Title:

  
Roger Pelz  
Senior Vice President



STATE OF N.C. )  
COUNTY OF Mecklenburg )

SS.:

On the 17<sup>th</sup> day of April 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 by me 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

*My Commission Expires April 4, 2003*  
(PLACE STAMP AND SEAL ABOVE)