

10-03-2002



102240372

To the Honorable Commissioner

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Moving Comfort, Inc.

9-28-02

- 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: Russell Asset Management, Inc.

Internal

Address:

Street Address: 300 Delaware Ave, Ste 900

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

3. Nature of conveyance:

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

Execution Date: August 22, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

see attached

Additional number(s) attached Yes No

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

Name: Christopher M. Champion

Internal Address:

Russell Asset Management, Inc.

Street Address: 300 Delaware Ave

Suite 900

Wilmington State: DE Zip: 19801

6. Total number of applications and registrations involved:



7. Total fee (37 CFR 3.41).....\$ 215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach 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.

Christopher M. Champion

Name of Person Signing

Christopher M. Champion
Signature

9/3/02

Date

10/03/2002 DBYRNE 00000011 1796384

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

01 FC:481
02 FC:482

40.00 OP
175.00 OP

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

Schedule A

Marks

1. Moving Comfort
Country: United States of America
Registration Number: 1796384
Registration Date: October 5, 1993
Renewal Date: October 5, 2003
2. Moving Comfort (Stylized)
Country: United States of America
Registration Number: 1251139
Registration Date: September 13, 1983
Renewal Date: September 13, 2003
3. A Fit Woman Is A Powerful Woman
Country: United States of America
Registration Number: 2367963
Registration Date: July 18, 2000
Renewal Date: July 18, 2010
4. A Fit Woman Is A Powerful Woman
Country: United States of America
Registration Number: 2307587
Registration Date: January 11, 2000
Renewal Date: January 11, 2010
5. A Fit Woman Is A Powerful Woman
Country: United States of America
Registration Number: 2364098
Registration Date: July 4, 2000
Renewal Date: July 4, 2010
6. Miscellaneous Design Mark
Country: United States of America
Registration Number: 1250362
Registration Date: September 6, 1983
Renewal Date: September 6, 2003
7. Fit For Women
Country: United States of America
Registration Number: 1966228
Registration Date: April 9, 1996
Renewal Date: April 9, 2006

Pending Trademarks

1. Application in United States for "DriLayer", filed July 22, 2002 (Ser. No. 76/434,336).

TRADEMARK ASSIGNMENT

WHEREAS, Moving Comfort, Inc., a corporation organized and existing under the laws of the Commonwealth of Virginia, with its principal place of business at 4500 Southgate Place, Suite 800, Chantilly, VA 20151, ("Assignor"), has in connection with Assignor's goods and services adopted, used or had bona fide intent to use, and is the owner of record of the trademark registrations and applications listed on **Schedule A** attached hereto and made a part hereof (the "Marks"), and now desires to assign, transfer and convey all right, title and interest in and to the Marks and the goodwill associated therewith; and

WHEREAS, Assignor has entered into that certain Asset Purchase Agreement (the "Purchase Agreement") dated as of August 22, 2002 by and among Russell Corporation, an Alabama corporation ("Buyer"), Ellen K. Wessel, Elizabeth Goeke and Andrew S. Novins (collectively the "Shareholders") and Assignor; and

WHEREAS, in connection with the consummation of the transaction described in the Purchase Agreement, Russell Asset Management, Inc., a Delaware corporation and subsidiary of Buyer, having its principal address at 300 Delaware Avenue, Suite 900, Wilmington, Delaware 19801 ("Assignee"), desires to acquire all right, title and interest in and to the Marks.

NOW, THEREFORE, in consideration of the purchase price paid to Assignor by Buyer in accordance with the Purchase Agreement, Assignor does hereby assign, transfer and convey unto Assignee, its successors, assigns, and legal representatives, all right, title and interest in and to the Marks, including all registrations and applications for registration thereof, together with the goodwill of the business symbolized by the Marks, and including any and all claims, causes of action or rights to sue for any relief and recover all damages or dilution for past or future infringement or dilution thereof, including all rights as opponents in any opposition or cancellation proceeding throughout the world. Assignor further agrees to execute any and all powers of attorney, applications, assignments, declarations, affidavits, and any other papers or documents necessary to perfect such right, title, and interest in Assignee, its successors, assigns, and legal representatives.

(signature page follows)

IN WITNESS HEREOF, Assignor has caused this Trademark Assignment to be executed by a duly authorized corporate officer and Assignee hereby consents to and accepts this Trademark Assignment and has caused it to be executed by a duly authorized corporate officer to be effective as of 8/22, 2002.

MOVING COMFORT, INC.

By: Ellen K Wessel

Name: Ellen K Wessel

Title: President

Commonwealth of Virginia

County of Fairfax

On this 22 day of August, 2002, before me, a Notary Public in and for the Commonwealth of Virginia and the aforesaid County, personally appeared Ellen K Wessel known by me to be the person of the above name and an officer of Moving Comfort, Inc., duly authorized to execute this Trademark Assignment on behalf of Moving Comfort, Inc., who signed and executed the foregoing instrument on behalf of Moving Comfort, Inc.

Mary J Williams
Notary Public

[SEAL]

My Commission Expires: 30 Sept 2005

RUSSELL ASSET MANAGEMENT, INC.

By: Christopher M. Champion

Name: Christopher M. Champion

Title: Vice President

Commonwealth of Virginia

County of Fairfax

On this 22 day of August, 2002, before me, a Notary Public in and for the Commonwealth of Virginia and the aforesaid County, personally appeared Christopher Champion known by me to be the person of the above name and an officer of Russell Corporation, duly authorized to execute this Trademark Assignment on behalf of Russell Corporation, who signed and executed the foregoing instrument on behalf of Russell Corporation.

Mary J Williams
Notary Public

[SEAL]

My Commission Expires: 30 Sept 2005