



**U.S. TRADEMARK ASSIGNMENT**

WHEREAS, 175413 Canada, Inc., a corporation organized and existing under the laws of Canada, located and doing business at 3981 Boul. St. Laurent Montreal, H2W 1Y5, Canada ("Assignor"), is the owner of U.S. Trademark Registration No. 2,339,652 of April 11, 2000 for the mark RUGBY covering men's and women's clothing not specifically adapted to be worn while playing rugby, namely, jackets, vests, shirts, sweatshirts, t-shirts, men's shorts and pants and women's shorts, dresses, blouses, scarves, belts and shoes, and U.S. Trademark Registration No. 2,139,322 of February 24, 1998 for the mark RUGBY NORTH AMERICA covering bags made of leather, wools, or synthetic, namely, handbags, bags closed with a drawstring, bags closed with a flap, pouches closed with a drawstring, knapsacks, school bags, all-purpose sport bags, leather and textile and leather shopping bags, and traveling bags, furniture, blankets, clothing for men and women not specifically adapted for playing rugby, namely, leather or wool jackets and vests, bodysuits, sweatshirts, t-shirts, sleeveless shirts, shirts with and without hoods; men's shorts pants boxer shorts and women's shorts, dresses, blouses, wrap skirts, scarves, shawls, belts and shoes; and

WHEREAS, PRL USA Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware, located and doing business at 103 Foulk Road, Wilmington, Delaware 19803 ("Assignee"), is desirous of acquiring the trademarks RUGBY and RUGBY NORTH AMERICA, the goodwill associated therewith and U.S. Trademark Registration Nos. 2,339,652 and 2,139,322;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the RUGBY and RUGBY NORTH AMERICA trademarks, together with the goodwill of the business symbolized by the RUGBY and RUGBY NORTH AMERICA trademarks and U.S. Trademark Registration Nos. 2,339,652 and 2,139,322. Assignor agrees to promptly execute and return to Assignee any further documents reasonably requested by Assignee to fulfill the intention of this Assignment.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be signed in its corporate name by its duly authorized officer this 17<sup>th</sup> day of January 2003.

175413 CANADA, INC.

By Mamardashvili  
Name: MAMARDASHVILI  
Title: President

225878.1

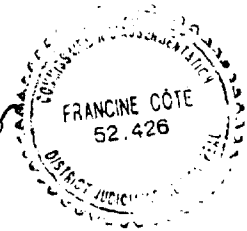
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**ACKNOWLEDGMENT**

On this 17<sup>th</sup> day of January, 2003, before me came FREDERIC HAMAR BACH who stated that he/she is the president of 175413 Canada, Inc. and acknowledged that he/she executed the above instrument as the act and deed of 175413 Canada, Inc. with full authority to do so.

Francine Cote

Notary Public



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