

06-19-2003



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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): 6-6-03
 TSI Brands, Inc.

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: Goody's Family Clothing, Inc.
 Internal Address: _____
 Address: _____
 Street Address: 400 Goody's Lane
 City: Knoxville State: TN Zip: 37933-2000

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Tennessee
 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: 05/30/2003

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 76/443927;
78/172821

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 53,255; 817,433;
1,468,429; 1,468,430; 1,651,551

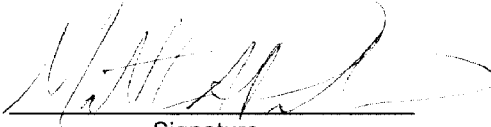
5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Matthew A. Pater
 Internal Address: Swidler Berlin Shereff
Friedman, LLP
 Street Address: 3000 K Street N.W.
Suite 300
 City: Washington State: DC Zip: 20007

6. Total number of applications and registrations involved: 28

7. Total fee (37 CFR 3.41).....\$ 715.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-5172 (23833.0008)

DO NOT USE THIS SPACE

9. Signature.
Matthew A. Pater  June 5, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 14

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

TRADEMARK REEL: 002758 FRAME: 0285

4.B. Trademark Registration No.(s) (continued)

1,770,130
1,832,781
1,860,982
1,907,857
1,924,663
1,926,401
1,941,462
1,949,457
1,951,765
1,998,516
1,998,536
2,018,003
2,059,325
2,078,099
2,135,095
2,137,965
2,285,936
2,369,088
2,427,268
2,675,428
2,675,429

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is executed this 30th day of May, 2003, by TSI Brands, Inc., a Delaware corporation ("Assignor"), for the benefit of Goody's Family Clothing, Inc., a Tennessee corporation ("Assignee").

WHEREAS, Assignor and Assignee are parties to an Asset Purchase Agreement, dated as of May 30, 2003, as the same may be amended from time to time (the "Purchase Agreement") (capitalized terms not defined herein having the meanings ascribed therein), by and among Assignor, Assignee and Tropical Sportswear Int'l Corporation, pursuant to which Assignee has agreed to purchase certain assets of Assignor, and Assignor has agreed to cause the same to be transferred, assigned and contributed to Assignee;

WHEREAS, Assignor owns all right, title and interest in and to and is the sole and exclusive owner of the following United States and foreign trademarks and trademark applications listed on Schedule A attached hereto (collectively, the "Marks"); and

WHEREAS, pursuant to the Purchase Agreement, Assignor desires to assign and transfer to Assignee all of its right, title and interest in and to the Marks and Assignee is desirous of acquiring the same.

NOW, THEREFORE, for the foregoing recited consideration and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor, as beneficial owner, does hereby assign, sell and transfer to Assignee all of its right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, the right to sue for past infringement thereof, the registrations and applications for registration therefor, and all the benefit of the Marks. Assignor does further consent to the recordation of this assignment by Assignee as Assignee reasonably determines.

IN WITNESS WHEREOF Assignor has executed this Assignment as of the date first written above.

TSI BRANDS, INC.

By: [Signature]
Name: Larry McPherson
Title: Vice President



State of: Florida)
County of: Hillsborough)

On this 30th day of May, 2003, before me appeared Larry McPherson, the person who signed this instrument on behalf of TSI Brands, Inc., who acknowledged that he signed it on behalf of the identified corporation as Vice President pursuant to authority duly received.


[Signature]
Notary Public




SCHEDULE A -- DUCK HEAD TRADEMARKS

Designs	Name	Country Filed	Design Or Word Mark	Serial # or Registration #
	Duck Head	Antigua	Word Mark	1,804
	Duck Head	Antigua	Design	67-96
	Duck Head	Aruba	Word Mark	REG# 18129
	Duck Head	Aruba	Design	REG# 18130
	Duck Head	Australia	Word Mark	REG# 705991
	Duck Head	Australia	Design	705,990
	Duck Head	Barbados	Word Mark	81/10991
	Duck Head	Barbados	Design	81/10992
	Duck Head	Belize	Word Mark	REG# 6832
	Duck Head	Belize	Design	REG# 6831
	Duck Head	Benelux	Word Mark	476,771
	Duck Head	Benelux	Design	470,118
	Duck Head	Canada	Word Mark	Reg. #383536 AP# 639943
	Duck Head	Canada	Design	Reg #388583 AP #639945

SCHEDULE A -- DUCK HEAD TRADEMARKS

Designs	Name	Country Filed	Design Or Word Mark	Serial # or Registration #
	Duck Head	Canada	Design	Reg #404527 AP #673662
	Duck Head	Canada	Word Mark	401,986
	Duck Head	Cayman Island	Word Mark	1,397,329
	Duck Head	Cayman Island	Design	1,397,334
	Baby Duck Head	Chile	Word Mark	AP# 182.270 REG #425.386
	Duck Head	Chile	Word Mark	AP# 401.781 REG# 554.119
	Duck Head	Chile	Design	AP# 391.891 REG# 546.455
	Duck Head	China	Word Mark	REG# 674867
	Duck Head	Columbia	Word Mark	AP# 92-365865
	Duck Head	Columbia	Design	AP# 92-365864
	Duck Head	Costa Rica	Design	75.905
	Duck Head	Costa Rica	Word Mark	75.529
	Duck Head	Cuba	Word Mark	REG# 124993
	Duck Head	Cuba	Design	REG# 124994


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Designs	Name	Country Filed	Design Or Word Mark	Serial # or Registration #
	Duck Head	Cyprus	Word Mark	50,130
	Duck Head	Cyprus	Design	50,131
	Duck Head	Czech Republic	Word Mark	175,590
	Duck Head	Czech Republic	Design	175,591
	Duck Head	Dominican Republic	Word Mark	59,112
	Duck Head	Dominican Republic	Design	59,108
	Duck Head	Ecuador	Word Mark	2729-93
	Duck Head	Ecuador	Design	2822-93
	Duck Head	El Salvador	Word Mark	1851/93
	Duck Head	El Salvador	Design	1850/93
	Duck Head	European Community	Word Mark	AP # 000176040
	Duck Head	European Community	Design	AP# 000176099
	Duck Head	France	Word Mark	1,554,022
	Duck Head	France	Design	1,554,014


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Designs	Name	Country Filed	Design Or Word Mark	Serial # or Registration #
	Duck Head	Germany	Word Mark	REG# 1177457
	Duck Head	Germany	Word Mark & Design	REG# 1166060
	Duck Head	Guatemala	Word Mark	5800-94/113493
	Duck Head	Guatemala	Design	6100-94/113671
	Duck Head	Guyana	Word Mark	14,113A
	Duck Head	Guyana	Design	14,114A
	Duck Head	Haiti	Word Mark	194/110
	Duck Head	Haiti	Design	195/110
	Duck Head	Honduras	Word Mark	58.988
	Duck Head	Honduras	Design	58.987
	Duck Head	Hong Kong	Word Mark	11303/96
	Duck Head	Hong Kong	Design	01971/95
	Duck Head	Hungary	Word Mark	134051
	Duck Head	Hungary	Design	134052


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Designs	Name	Country Filed	Design Or Word Mark	Serial # or Registration #
	Duck Head	India	Word Mark	AP# 704970
	Duck Head	India	Design	AP# 704975
	Duck Head	Italy	Word Mark	MI-2000-C-007020 585089 Renewal
	Duck Head	Italy	Design	MI-2000-C-007021 585090 Renewal
	Duck Head	Jamaica	Word Mark	26352
	Duck Head	Jamaica	Design	28078
	Baby Duck Head	Japan	Word Mark	Reg. #4270077 AP H09-153689
	Duck Head	Japan	Word Mark	2609996 AP #H01-129635
	Duck Head	Japan	Design	2466748 AP#H01-129636
	Duck Head Expedition 1865	Japan	Word Mark	AP#2002-15587 4,629,954
	Duck Head	Malaysia	Word Mark	96/04495
	Duck Head	Malaysia	Design	96/04496
	Duck Head	Mexico	Word Mark	398582
	Duck Head	Mexico	Design	419022

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Designs	Name	Country Filed	Design Or Word Mark	Serial # or Registration #
	Duck Head	Netherlands Antilles	Word Mark	REG# 01770
	Duck Head	Netherlands Antilles	Word Mark & Design	REG# 01769
	Duck Head	Nicaragua	Word Mark	31,959 C.C.
	Duck Head	Nicaragua	Design	27.669 C.C.
	Duck Head	Pakistan	Word Mark	135,352
	Duck Head	Pakistan	Design	135,351
	Duck Head	Panama	Word Mark	REG# 67373 AP# 67373
	Duck Head	Panama	Design	REG# 67374 AP# 67374
	Duck Head	Paraguay	Word Mark	176,819
	Duck Head	Paraguay	Design	176,818
	Duck Head	Poland	Design	REG# R-73264 101832
	Duck Head	Poland	Word Mark	REG# R-73265 101831
	Duck Head	Russian Federation	Word Mark	106,207
	Duck Head	Russian Federation	Design	106,217













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Designs	Name	Country Filed	Design Or Word Mark	Serial # or Registration #
	Duck Head	Singapore	Design	REG# T96/04354
	Duck Head	Slovak Republic	Word Mark	174,978
	Duck Head	Slovak Republic	Design	175,598
	Duck Head	South Africa	Word Mark	918,604
	Duck Head	South Africa	Design	918,605
	Duck Head	South Africa	Design	918,606
	Duck Head	Sri Lanka	Word Mark	78,474
	Duck Head	Sri Lanka	Design	78,472
	Duck Head	St Vin/ GR	Word Mark	54 / 1996
	Duck Head	St Vin/ GR	Design	53 / 1996
	"Duck Head" Design	State of Georgia	Only Design	T-11301
	Duck Head & Design	State of Georgia	Design & Word Mark	T-11302
	Duck Head Design	State of Georgia	Design	T-11300
	Duck Head	Suriname	Word Mark	13,901




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Designs	Name	Country Filed	Design Or Word Mark	Serial # or Registration #
	Duck Head	Suriname	Design	13,900
	Baby Duck Head	Sweden	Word Mark	REG# 237472
	Baby Duck Head	Sweden	Design	REG# 237473
	Duck Head	Sweden	Design	REG# 237475
	Duck Head	Sweden	Word Mark	REG# 237474
	Duck Head	Taiwan	Word Mark	REG# 791188
	Duck Head	Tortola/VI	Word Mark	1,416
	Duck Head	Tortola/VI	Design	1,417
	Duck Head	Trinidad	Word Mark	25,409
	Duck Head	Trinidad	Design	25,408
	Duck Head	Turkey	Word Mark	176,056
	Duck Head	Turkey	Design	176,066
	Duck Head	Turks- Cai	Design	11,282
	Duck Head	Turks- Cai	Word Mark	11,281


SCHEDULE A -- DUCK HEAD TRADEMARKS

Designs	Name	Country Filed	Design Or Word Mark	Serial # or Registration #
	Duck Head	United Kingdom	Word Mark	REG# 1397329
	Duck Head	United Kingdom	Design	REG# 1397334
	"Duck Head" Design	USA	Only Design	2,078,099 SN 75/078,099
	"Duck Head" Design	USA	Only Design	1,998,536 SN 74/446,718
	"Duck Head" Design	USA	Only Design	1,907,857 SN 74/446,717
	"Duck Head" Design	USA	Only Design	1,941,462 SN 74/407,787
	"Duck Head" Design	USA	Only Design	1,926,401 SN 74/407,438
	"Duck Head" Design	USA	Only Design	1,998,516 SN 74/407,437
	"Duck Head" Design	USA	Design & Word Mark	53,255
	"Duck Head" Design	USA	Only Design	1,468,430 SN 73/657,870
	"Duck Head" Design & 1865	USA	Design & Word Mark	2,018,003 SN 75/072703
	Baby Duck Head	USA	Word Mark	2,369,088 SN 75/378,384
	Design on pocket	USA	Only Design	2,135,095 SN75/186,398
	DHX	USA	Word Mark	AP# 76046859 REG# 2675429

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Designs	Name	Country Filed	Design Or Word Mark	Serial # or Registration #
	DHX Sport	USA	Word Mark	AP# 76046858 REG# 2675428
	Duck Head	USA	Word Mark	817,443 SN 72/235,327
	Duck Head	USA	Word Mark	1,651,551 SN 74/081,288
	Duck Head	USA	Design & Word Mark	1,468,429 SN 73/657,869
	Duck Head	USA	Design & Word Mark	1,832,781 SN 74/080,591
	Duck Head Expedition 1865	USA	Word Mark	1,949,457 SN 74/457,158
	Duck head Tag line " DUCK HEAD IS	USA	Word Mark	SN# 78/172821
	Duck Head Tailored Classics	USA	Word Mark	2,285,936 Reg 75/232,242
	Duck Head Toughs	USA	Word Mark	2,059,325 SN 75/114,878
	Duck Head Tour	USA	Word Mark	2,427,268 SN 75/475,353
	Duck Tail	USA	Word Mark	1,770,130 SN 74/140,989
	Duck Tucks	USA	Word Mark	2,137,965 SN 75/172056
	Ducktek	USA	Word Mark	76/443927
	Expedition 1865	USA	Word Mark	1,951,765 SN 74/457,159

SCHEDULE A -- DUCK HEAD TRADEMARKS

Designs	Name	Country Filed	Design Or Word Mark	Serial # or Registration #
	Little Duck Head	USA	Word Mark	1,924,663 SN 74/183,594
		USA	Only Design	1,860,982 SN 74/301,136