

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest (Release of Trademark Security Agreement recorded March 20, 2002, on Reel No. 2464, Frame 651)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fleet Capital Corporation		01/30/2004	CORPORATION: RHODE ISLAND
Fleet Capital Corporation		01/30/2004	CORPORATION: RHODE ISLAND

RECEIVING PARTY DATA

Name:	Hartwell Industries, Inc.
Street Address:	97 Winfield Circle
City:	Hartwell
State/Country:	GEORGIA
Postal Code:	30643
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	1810084	OARSMAN 913
Registration Number:	1210644	MERRYGARDEN
Registration Number:	1432016	HARTWELL
Registration Number:	1303805	SEA PALMS
Registration Number:	1751926	VIA SPORT
Registration Number:	1358443	HARTWELL
Registration Number:	1367757	AUBURN SPORTSWEAR
Registration Number:	1267273	SCREENMATES
Registration Number:	2060162	CAROLINA COTTONS
Registration Number:	1770818	GREAT AMERICAN ORIGINALS
Registration Number:	2126759	AMERICAN COTTONS
Registration Number:	2034880	HARTWELL SPORTS

CH \$415.00 1810084

Registration Number:	1980674	DESERT HEAT
Registration Number:	2490248	OARSMAN 913 RUGGED DURABLE
Registration Number:	759736	SOUTHPORT
Serial Number:	78153864	MG SPORT BY MERRYGARDEN

CORRESPONDENCE DATA

Fax Number: (704)331-5136

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 704-378-4700

Email: hbarnes@hunton.com

Correspondent Name: Haywood A. Barnes, Esq.

Address Line 1: 101 South Tryon Street

Address Line 2: Suite 3500

Address Line 4: Charlotte, NORTH CAROLINA 28280

ATTORNEY DOCKET NUMBER:

57294.72

NAME OF SUBMITTER:

Ann Vandiver, Paralegal

Total Attachments: 3

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TRADEMARK TRANSFER AND ASSIGNMENT


FOR VALUE RECEIVED, the undersigned, **FLEET CAPITAL CORPORATION**, a Rhode Island corporation ("Assignor"), as collateral and administrative agent for the Lenders (as hereinafter defined) under that certain Loan and Security Agreement, dated March 11, 2002, among Assignee (as hereinafter defined), Assignor and the financial institutions party thereto from time to time as lenders (the "Lenders"), does hereby sell, assign, transfer and convey to **HARTWELL INDUSTRIES, INC.**, a Delaware corporation ("Assignee"), **without any representation or warranty by, or recourse to**, Assignor, all right, title and interest of Assignor in and to the trademark applications and trademarks listed on Schedule A attached hereto, arising under that certain Trademark Security Agreement, dated March 11, 2002, between Assignee and Assignor (as at any time amended, the "Trademark Security Agreement"), recorded March 20, 2002, on Reel No. 2464, Frame 651, United States Patent and Trademark Office, together with the goodwill of the business symbolized by the marks.

This Trademark Transfer and Assignment is intended to operate as a release of all liens and security interests conveyed by Assignee to Assignor pursuant to the terms of the Trademark Security Agreement, and to reassign to Assignee all of Assignor's right, title, and interest acquired pursuant to the terms of such Trademark Security Agreement.

The Assignor authorizes and requests that the Commissioner of Patents and Trademarks or any other applicable government officer record this Trademark Transfer and Assignment.

IN WITNESS WHEREOF, Assignor has caused this Agreement to be signed and sealed by its duly authorized officers, on January 30, 2004.

FLEET CAPITAL CORPORATION,
as Agent

By: 
G. Christopher Miller, Senior Workout
Officer – Authorized Officer

STATE OF MA)
COUNTY OF Suffolk)

BEFORE ME, the undersigned, a Notary Public in and for the county aforesaid, on this 30th day of January, 2004, personally appeared G. Christopher Miller, to me known personally, and who, being by me duly sworn, deposes and says that he is the Senior Workout Officer – Authorized Officer of FLEET CAPITAL CORPORATION, a Rhode Island corporation, and that said instrument was signed by him on behalf of said corporation by authority of its Board of Directors, and said G. Christopher Miller acknowledged said instrument to be the free act and deed of said corporation.

Maria Y. Rosario
Notary Public
Executed on 1/30/04
My Commission Expires: 12/22/06

[NOTARIAL SEAL]

SCHEDULE A

to Trademark Transfer and Assignment, dated January 30, 2004
by **FLEET CAPITAL CORPORATION**, as Agent
to **HARTWELL INDUSTRIES, INC.**

United States Trademarks

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
OARSMAN 913 and Design	1,810,084	12/7/93
MERRYGARDEN	1,210,644	9/28/82
STYLIZED HARTWELL	1,432,016	3/10/87
SEA PALMS	1,303,805	11/6/84
VIA SPORT	1,751,926	2/9/93
HARTWELL AND DESIGN	1,358,443	9/3/85
AUBURN SPORTSWEAR	1,367,757	10/29/85
SCREENMATES	1,267,273	2/14/84
CAROLINA COTTONS	2,060,162	5/6/97
GREAT AMERICAN ORIGINALS	1,770,818	5/11/93
AMERICAN COTTONS	2,126,759	1/6/98
STYLIZED HARTWELL SPORTS	2,034,880	2/4/97
DESERT HEAT	1,980,674	6/18/96
OARSMAN 913 RUGGED DURABLE	2,490,248	9/18/01
SOUTHPORT and Design	759,736	11/5/63
MG Sport by Merrygarden		Pending

Alabama Trademarks

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
AUBURN SPORTSWEAR and Design (stylized)	102-207	7/5/84
AUBURN SPORTSWEAR (stylized)	102-206	7/5/84

Foreign Trademarks

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Registration No.</u>	<u>Registration Date</u>
AUBURN SPORTSWEAR	CTM	App. #576.140	
AUBURN SPORTSWEAR	UK	1.483.710	11/25/91
SCREENMATES	Canada	TMA316522	7/18/86