

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
-------------------------	----------------

<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
------------------------------	--

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Newport News, Inc.		06/22/2004	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Newport News Holdings Corporation
<b>Street Address:</b>	711 Third Avenue
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10017
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 35**

Property Type	Number	Word Mark
Registration Number:	2465672	BUILD YOUR OWN BIKINI
Registration Number:	2793219	CAMI
Registration Number:	2429982	CHINOLOGY
Registration Number:	2540145	DESIGNED TO MAKE THE BODY YOU HAVE LOOK LIKE THE BODY YOU WANT
Registration Number:	2269553	EASY STYLE
Registration Number:	2377550	EASY STYLE
Registration Number:	2431634	EASY STYLE HOME
Registration Number:	1596571	FASHION AVENUE
Registration Number:	2454002	FREEDOM TO BE FEMININE
Registration Number:	2224360	IF IT'S HOT THERE IT'S HAPPENING HERE
Registration Number:	2343072	JEANOLOGY BASICS
Registration Number:	2448515	JEANOLOGY PERFORMANCE
Registration Number:	2340499	JEANOLOGY STUDIO
Registration Number:	2464610	N

**CH \$890.00 2465672**

Serial Number:	76470999	NEWPORT NEWS
Registration Number:	2391515	NEWPORT NEWS
Registration Number:	1691635	NEWPORT NEWS
Registration Number:	1892686	NEWPORT NEWS
Registration Number:	2105336	NEWPORT NEWS
Registration Number:	2379372	NEWPORT NEWS
Registration Number:	2394295	NEWPORT NEWS COMFORT BEAR
Registration Number:	2198548	NEWPORT NEWS DISCOUNT CLUB
Registration Number:	2269554	NEWPORT NEWS EASY STYLE
Registration Number:	2464564	NEWPORT NEWS EASY STYLE N
Registration Number:	2415472	NEWPORT-NEWS.COM
Registration Number:	2226299	ONE PRICE FITS ALL
Registration Number:	2300932	ONE PRICE FITS ALL
Registration Number:	2347904	ONE PRICE, ONE PACKAGE
Registration Number:	2430406	QUADKINI
Registration Number:	2256062	SECOND HAND NEWS FASHION CATALOG RETURNS FOR YOU & YOUR HOME
Registration Number:	2398811	SHAPE FX
Registration Number:	2598557	SHAPE FX
Registration Number:	1462939	SUN STREAK
Registration Number:	2420276	THE 12 DAYS OF SHOPPING
Registration Number:	2585876	THE BEST IDEA IN A THOUSAND YEARS

**CORRESPONDENCE DATA**

Fax Number: (212)972-5487  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-687-2770  
Email: docket@cplplaw.com  
Correspondent Name: Cohen, Pontani, Lieberman & Pavane  
Address Line 1: 551 Fifth Avenue  
Address Line 2: Suite 1210  
Address Line 4: New York, NEW YORK 10176

ATTORNEY DOCKET NUMBER:	5516-0
NAME OF SUBMITTER:	Edward M. Weisz

Total Attachments: 8  
source=5516 assignment 1#page1.tif  
source=5516 assignment 2#page1.tif

source=5516 assignment 3#page1.tif  
source=5516 assignment 4#page1.tif  
source=5516 assignment 5#page1.tif  
source=5516 assignment 6#page1.tif  
source=5516 assignment 7#page1.tif  
source=5516 assignment 8#page1.tif

ASSIGNMENT OF TRANSFERRED INTELLECTUAL PROPERTY

This ASSIGNMENT OF TRANSFERRED INTELLECTUAL PROPERTY (this "Assignment"), effective the 22 day of June, 2004, is made and entered into by and between Newport News, Inc., a Delaware corporation ("Assignor"), and Newport News Holdings Corporation, a Delaware corporation ("Assignee") (each a "Party," and collectively, the "Parties"). Capitalized terms used herein but not otherwise defined herein shall have the meanings set forth in the Purchase Agreement (defined below).

WHEREAS, Assignor is the owner of the Transferred Intellectual Property, as defined in the Purchase Agreement, including but not limited to the patents and patent applications set forth on Schedule A hereto, (ii) the copyright registrations and copyright applications set forth on Schedule B hereto, (iii) the trademark registrations, trademark applications, including those pending trademarks filed as intent-to-use applications (the "ITU Marks"), and any and all goodwill symbolized thereby, set forth on Schedule C hereto and the domain name registrations set forth on Schedule D hereto;

WHEREAS, Assignor has a bona fide intent to use the ITU Marks in connection with the goods and/or services for which each application for an ITU Mark has been filed;

WHEREAS, Assignor, Newport News Services, LLC, New Hampton Realty Corp., Spiegel, Inc. and Newport News International Limited (formerly known as Pangea Acquisition 8 Limited) entered into that certain Amended and Restated Stock Purchase Agreement dated June 7, 2004 (the "Purchase Agreement"), pursuant to which Assignor and certain of its Affiliates agreed to transfer the Purchased Assets to Assignee, including all of Assignor's right, title and interest in and to the Transferred Intellectual Property and that portion of Assignor's business in which Assignor has a bona fide intent to use the ITU Marks; and

WHEREAS, the execution and delivery of this Assignment is a condition to Closing.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignment. Effective upon the Contribution Closing, Assignor hereby assigns to Assignee all of Assignor's right, title and interest in and to the Transferred Intellectual Property, including all rights therein provided by international conventions and treaties, the right to sue for past, present and future infringement, and goodwill incorporated or embodied in, used to develop, or related to the Transferred Intellectual Property.

2. No Warranties. Except as expressly provided in the Purchase Agreement, Assignor makes no warranties, express or implied, with respect to the Transferred Intellectual Property.

3. Registrant Name Change Agreement. Within thirty (30) days following the Contribution Closing, Assignor shall (i) execute or otherwise complete the applicable registrant

name change agreement or other forms required by the applicable Internet domain name registrar for each domain name included in the Transferred Intellectual Property (the "Registering Authority") to transfer such domain names to Assignee on an expedited basis, (ii) submit or file such registrant name change agreements or other forms to or with the Registering Authority in accordance with the policies and rules of the Registering Authority, and (iii) take any further actions in accordance with the policies and rules of the Registering Authority as required to transfer such domain names to Assignee on an expedited basis.

by its d

NYDOC03/728829

TRADEMARK

REEL: 002973 FRAME: 0788

IN WITNESS WHEREOF, each Party has caused this Assignment to be executed  
by its duly authorized representative.

NEWPORT NEWS, INC.

By: James M. Brewster  
Name:  
Title:

NEWPORT NEWS HOLDINGS  
CORPORATION

By: James M. Brewster  
Name:  
Title:

NYDOC03/728829

TRADEMARK

REEL: 002973 FRAME: 0789

SCHEDULE C

Trademark	Country	Reg. No.	Reg. Date	App. No.	App. Date	Status
BUILD YOUR OWN BIKINI	US	2,465,672	7/3/01	76/066,503	6/9/00	Registered
CAMI	US	2,793,219	12/9/03	75/935,249	2/16/00	Registered
CHINOLOGY	US	2,429,982	2/20/01	76/004,418	3/20/00	Registered
DESIGNED TO MAKE THE BODY YOU HAVE LOOK LIKE THE BODY YOU WANT	US	2,540,145	2/19/02	76/228,105	3/22/01	Registered
EASY STYLE	US	2,269,553	8/10/99	75/299,275	5/28/97	Registered
EASY STYLE	US	2,377,550	8/15/00	75/799,088	9/14/99	Registered
EASY STYLE HOME	US	2,431,634	2/27/01	76/004,536	3/20/00	Registered
FASHION AVENUE	US	1,596,571	5/15/90	73/822,304	8/29/89	Registered
FREEDOM TO BE FEMININE	US	2,454,002	5/22/01	75/765,009	8/23/99	Registered
IF IT'S HOT THERE IT'S HAPPENING HERE	US	2,224,360	2/16/99	75/446,013	3/6/98	Registered
JAMES RIVER TRADERS	US	2,171,904	7/7/98	75/210,851	12/10/96	Registered

Trademark	Country	Reg. No.	Reg. Date	App. No.	App. Date	Status
JAMES RIVER TRADERS and design	US	1,306,087	11/20/84	73/443,750	9/13/83	Registered

JEANOLOGY BASICS	US	2,343,072	4/18/00	75/654,026	3/4/99	Registered
JEANOLOGY PERFORMANCE	US	2,448,515	5/1/01	75/808,025	9/27/99	Registered - Supplemental Register

NI  
NI  
SI  
NI  
NI  
SI  
de  
NI



Trademark	Country	Reg. No.	Reg. Date	App. No.	App. Date	Status
JEANOLOGY STUDIO	US	2,340,499	4/11/00	75/607,523	12/14/98	Registered
N DESIGN	US	2,464,610	6/26/01	75/846,883	11/12/99	Registered
NEWPORT NEWS	US	N/A	N/A	76/470,999	11/29/02	Pending
NEWPORT NEWS	US	2,391,515	10/3/00	75/799,283	9/15/99	Registered
NEWPORT NEWS	US	1,691,635	6/9/92	73/839,779	11/15/89	Registered
NEWPORT NEWS	US	1,892,686	5/2/95	74/303,538	8/10/92	Registered
NEWPORT NEWS	US	2,105,336	10/14/97	75/179,380	10/7/96	Registered
NEWPORT NEWS	US	2,379,372	8/22/00	75/784,333	8/26/99	Registered
NEWPORT NEWS COMFORT BEAR	US	2,394,295	10/10/00	75/670,429	3/30/99	Registered
NEWPORT NEWS DISCOUNT CLUB	US	2,198,548	10/20/98	75/393,605	11/20/97	Registered
NEWPORT NEWS EASY STYLE	US	2,269,554	8/10/99	75/299,276	5/28/97	Registered
NEWPORT NEWS EASY STYLE N and design	US	2,464,564	6/26/01	75/822,030	10/13/99	Registered

Trademark	Country	Reg. No.	Reg. Date	App. No.	App. Date	Status
NEWPORT-NEWS.COM	US	2,415,472	12/26/00	75/784,328	8/26/99	Registered
ONE PRICE FITS ALL	US	2,226,299	2/23/99	75/474,451	4/27/98	Registered
ONE PRICE FITS ALL	US	2,300,932	12/14/99	75/517,534	7/13/98	Registered
ONE PRICE, ONE PACKAGE	US	2,347,904	5/2/00	75/713,422	5/25/99	Registered
QUADKINI	US	2,430,406	2/20/01	75/667,707	3/25/99	Registered
SECOND HAND NEWS FASHION CATALOG RETURNS FOR YOU & YOUR HOME and design	US	2,256,062	6/22/99	75/372,257	10/14/97	Registered
SHAPE & SLIM	US	2,113,070	11/11/97	75/147,836	8/9/96	Registered
SHAPE FX	UK	2236735	4/6/01	2236735	6/22/00	Registered
SHAPE FX	US	2,398,811	10/24/00	75/725,951	6/10/99	Registered
SHAPE FX	US	2,598,557	7/23/02	75/810,448	10/21/99	Registered
STYLES TO GO	US	1,856,793	10/4/94	74/276,347	5/15/92	Registered

Trademark	Country	Reg. No.	Reg. Date	App. No.	App. Date	Status
SUN STREAK	US	1,462,939	10/27/87	73/651,067	3/23/87	Registered
SWIM 21	US	2,152,547	4/21/98	75/308,051	6/12/97	Registered
THE 12 DAYS OF SHOPPING	US	2,420,276	1/9/01	75/775,754	8/11/99	Registered
THE BEST IDEA IN A THOUSAND YEARS	US	2,585,876	6/25/02	75/765,011	8/23/99	Registered