

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Newport News, Inc.		06/22/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Newport News Holdings Corporation		
Street Address:	711 Third Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2701277	JEANOLOGY	
Registration Number:	2444852	JEANOLOGY	
Registration Number:	2334899	JEANOLOGY	
Registration Number:	2453149	JEANOLOGY	
Registration Number:	1856793	STYLES TO GO	
CORRESPONDENCE DATA			
Fax Number:	(212)972-5487		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-687-2770		
Email:	doCKET@cplplaw.com		
Correspondent Name:	Cohen, Pontani, Lieberman & pavane		
Address Line 1:	105 Duane Street		
Address Line 2:	Suite 1210		
Address Line 4:	New York, NEW YORK 10176		
NAME OF SUBMITTER:	Edward M. Weisz		

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Signature:	/edward m. weisz/
Date:	03/16/2005
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.

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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: 003047 FRAME: 0348

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

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