

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
Shane-Hunter, Inc.		01/01/2006	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	SH Holding Company		
Street Address:	215 Commerce Boulevard		
City:	Anderson		
State/Country:	SOUTH CAROLINA		
Postal Code:	29625		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1769363	AQUA BLUES	
Registration Number:	1586888	DAVID WAYNE	
CORRESPONDENCE DATA			
Fax Number:	(804)698-2230		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(804) 775-1166		
Email:	jpeyton@mcguirewoods.com		
Correspondent Name:	Janet P. Peyton		
Address Line 1:	McGuireWoods LLP		
Address Line 2:	901 East Cary Street		
Address Line 4:	Richmond, VIRGINIA 23219		
ATTORNEY DOCKET NUMBER:	2040585-0073		
NAME OF SUBMITTER:	Janet P. Peyton		
Signature:	/Janet P. Peyton/		

OP \$65.00 1769363

Date:

03/15/2006

Total Attachments: 3

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ASSET PURCHASE AGREEMENT

THIS AGREEMENT, dated as of January 1, 2006 between and among SH HOLDING COMPANY, a Delaware corporation having its principal administrative offices at 215 Commerce Boulevard, Anderson, SC 29625 ("Purchaser" or "Company"); SHANE-HUNTER, INC., a California corporation having its principal offices at 1950 Cesar Chavez Street, San Francisco, CA 94124 ("Seller" or "Shane-Hunter"); and WAYNE MALEN ("Malen"), DAVID EBER ("Eber") and MICHAEL THALER ("Thaler").

WHEREAS, Shane-Hunter designs fashion apparel, including, but not limited to, blouses, skirts, sweaters, suits, dresses and intimate apparel, in its operations center; sources the product from independent contractors; markets such apparel from its sales offices and showroom utilizing the private labels of its customers and its own labels; and distributes its merchandise through independent third-party distribution centers;

WHEREAS, Malen, Eber and Thaler serve as the board of directors and principal officers of Shane-Hunter;

WHEREAS, Malen, Eber and Thaler (singularly "Shareholder" and collectively the "Shareholders") each beneficially own one-third of the issued and outstanding shares of capital stock of Shane-Hunter;

WHEREAS, Hampshire Group, Limited, a Delaware Corporation ("Hampshire") having its principal executive offices at 215 Commerce Boulevard, Anderson, SC 29625, is the sole stockholder of SH Holding Company; and

WHEREAS, Seller and the Shareholders desire to sell and Purchaser desires to purchase certain assets of Shane-Hunter (the "Purchased Property" as hereinafter defined), which property constitutes substantially all of the assets of Shane-Hunter as of the Purchase Date, all upon the terms and subject to the conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the promises, representations, warranties and mutual agreements herein set forth, Shane-Hunter, the Shareholders and Purchaser hereby agree as follows:

SH HOLDING COMPANY / SHANE-HUNTER

BILL OF SALE


KNOWN ALL MEN BY THESE PRESENT that SHANE-HUNTER, INC., a California corporation ("SHANE-HUNTER") for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, transfers, assigns, conveys, and delivers to SH HOLDING COMPANY, a Delaware corporation ("SH HOLDING" OR "PURCHASER") all the rights, titles and interests of Shane-Hunter in the Shane-Hunter assets free and clear of all liens, mortgages, pledges, encumbrances and charges of every kind except the lien of CIT Group, Inc. pursuant to the Factoring Agreement. All capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Purchase Agreement (the "Agreement"), dated as of January 1, 2006, among Purchaser, SH Holding Company, 215 Commerce Boulevard, Anderson, South Carolina 29625; Seller, Shane-Hunter, Inc., and shareholders Wayne Malen, David Eber and Michael Thaler.

Shane-Hunter represents and warrants to SH Holding that Shane-Hunter has full right, power and authority to convey and transfer the aforementioned property and to make this Bill of Sale.

To the extent anything in this Bill of Sale conflicts with the Asset Purchase Agreement, the Asset Purchase Agreement shall control.

IN WITNESS WHEREOF, Shane-Hunter has caused this Bill of Sale to be executed by its duly authorized representatives this 3rd day of January 2006.

SHANE-HUNTER, INC



By: Wayne Malen
Its: President

SH HOLDING COMPANY / SHANE-HUNTER, INC.

**INTANGIBLE, INTELLECTUAL PROPERTY,
TRADEMARKS AND TRADE NAMES**

(Registration Number and U.S. Government Document)

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|----|-----------------------|------------|-----------------------|
| A. | Aqua Blues | 05/04/1993 | U.S. Reg. No. 1769363 |
| B. | David Wayne & Designs | 03/13/1990 | U.S. Reg. No. 1586888 |