TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	02/04/1988

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Levi Strauss & Co.		02/04/1988	CORPORATION: DELAWARE
Battery Street Enterprises, Inc.		02/04/1988	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	RHE, Inc.
Street Address:	3301 Castlewood Road
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23234
Entity Type:	CORPORATION: VIRGINIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	0031332	KNOX NEW YORK. MOVEO ET PROFICIO

OP $40.00 0031332

CORRESPONDENCE DATA

Fax Number: (214)515-0411
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (972) 774-4560
Email: ggmark@radix.net
Correspondent Name: Gregory H. Guillot
Address Line 1: 13455 Noel Road
Address Line 2: Suite 1000
Address Line 4: Dallas, TEXAS 75240

NAME OF SUBMITTER:	Gregory H. Guillot
Signature:	/ggmark/

Date:	08/26/2007

Total Attachments: 5
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ASSIGNMENT OF TRADEMARKS

AND

ACKNOWLEDGMENT OF PAYMENT OF NOTE

This Agreement is dated as of February 4, 1988 and is among LEVI STRAUSS & CO. ("LS&CO."), BATTERY STREET ENTERPRISES, INC. ("BSE"), a wholly-owned subsidiary of LS&CO., and RHE, INC. ("RHE"), a Virginia corporation.

BACKGROUND

LS&CO. is the owner of the trademarks, names and registrations listed on Schedule A hereto ("Trademarks"). In connection with a Purchase Agreement ("Purchase Agreement") dated August 23, 1985 among BSE, RESISTOL SALES, INC., a wholly-owned subsidiary of BSE, MCO, INC. a wholly-owned subsidiary of BSE, and RHE, LS&CO. granted to RHE the right to use and to purchase the Trademarks on the terms and conditions of a License and Assignment Agreement dated October 17, 1985 ("License Agreement") between LS&CO. and RHE.

Also in connection with the Purchase Agreement, RHE executed on October 15, 1985 a Subordinated Note (the "Subordinated Note") in favor of BSE in the principal amount of $4,338,840. The Subordinated Note is subject to the terms and conditions of a Subordination Agreement dated as of October 1, 1985 (the "Subordination Agreement") among BSE, RHE and MANUFACTURERS HANOVER TRUST COMPANY, a New York banking corporation, whose interest has been assigned to General Electric Credit Corporation.

RHE now desires to purchase and LS&CO. desires to sell the Trademarks. RHE also desires to pay in full all of the principal and accrued interest on the Subordinated Note and BSE desires to receive such payment in consideration for surrendering the Note.

THE PARTIES THEREFORE AGREE AS FOLLOWS:

1. Assignment of Trademarks; Termination of License Agreement

LS&CO. hereby grants and assigns to RHE all of LS&CO.'s right, title and interest in the Trademarks and their registrations, together with the good will of the business pertaining to the Trademarks, in consideration of Two Million Five Hundred Thousand Dollars ($2,500,000), receipt of which is hereby acknowledged. LS&CO. disclaims any power, rights or continuing

interest in the Trademarks. LS&CO. and RHE hereby terminate the License Agreement effective as of the date hereof.

2. Bank Consent

As required by Section 2.2 of the Subordination Agreement, General Electric Credit Corporation has consented to payment of the Subordinated Note by RHE and such consent is attached hereto as Exhibit A.

3. Acknowledgment of Payment and Delivery of Subordinated Note

BSE acknowledges payment in full by RHE of the principal amount of the Subordinated Note in the amount of $4,338,840. BSE hereby delivers to RHE and RHE acknowledges receipt of the Subordinated Note marked "PAID" and such Subordinated Note is hereby cancelled and shall be of no further force and effect.

RHE, INC.

By: _____

Name: _____

Title: _____

LEVI STRAUSS & CO.

By: _____

Name: _____

Title: JOSEPH M. MAURER
VICE PRESIDENT & TREASURER

BATTERY STREET ENTERPRISES, INC.

By: _____

Name: _____

Title: JOSEPH M. MAURER
VICE PRESIDENT & TREASURER

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STATE OF VIRGINIA)

CITY OF RICHMOND)

The within instrument was executed on the 5th day of February, 1988 by Irving Joel, whose signature is known to me, on behalf of RHE, Inc.

Marcia De Armon
Notary Public

Feb. 9, 1988
Date

My Commission expires: April 10, 1989

Schedule A
Licensed Trademarks
Trademark Status - October 11, 1985
Dress

IP Number	Country	Mark	Registration Number	Owner	Registration Date	Expiration Date
7750	United States	Cavanagh	505,279	LS&CO.	12/28/48	12/28/88
7713	United States	Cavanagh	832,240	LS&CO.	07/18/67	07/18/87
8319	United States	Cavanagh	546,053	LS&CO.	07/31/51	07/31/91
7814	United States	Cavanagh Die*	560,768	LS&CO.	07/01/52	07/01/92
7646	United States	Cavanagh Edge*	579,411	LS&CO.	09/01/53	09/01/93
7706	United States	Cavanagh & Die	270,725	LS&CO.	05/13/30	05/13/90
7707	United States	Cavanagh & Die	270,983	LS&CO.	05/20/30	05/20/90
7694	United States	Churchill	796,796	LS&CO.	09/28/65	09/28/05
	United States	Churchill Die	1,244,577	LS&CO.	07/05/83	07/05/89
7651	United States	Churchill & Design	634,089	LS&CO.	09/04/56	09/04/96
7777	United States	Dobbs	739,064	LS&CO.	10/09/62	10/09/02
7748	United States	Dobbs*	513,066	LS&CO.	08/02/49	08/02/89
7822	United States	Dobbs Die	566,665	LS&CO.	11/11/52	11/11/92
917	United States	Dobbs Die*	174,832	LS&CO.	10/23/23	10/23/03
6900	United States	Dobbs Knockabout*	1,279,058	LS&CO.	05/22/84	05/22/04
7773	United States	Dobbs Two Ring (Hats for Men Die)*	221,816	LS&CO.	12/14/26	12/14/86
7820	United States	Dunlap Die	566,669	LS&CO.	11/11/52	11/11/92
7753	United States	Knox	260,850	LS&CO.	08/27/29	08/27/89
7762	United States	Knox*	271,245	LS&CO.	05/27/30	05/27/90
8316	United States	Knox*	123,910	LS&CO.	12/17/18	12/17/98
7808	United States	Knox and Eagle Die*	130,198	LS&CO.	04/13/20	04/13/00

* Redundant -- should be dropped

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Schedule A
Licensed Trademarks
Trademark Status - October 11, 1985
Dress (continued)

IP Number	Country	Mark	Registration Number	Owner	Registration Date	Expiration Date
8311	United States	Knox New York Die*	50,790	LS&CO.	03/27/06	03/27/86
8312	United States	Knox New York Die*	31,332	LS&CO.	03/01/1889	03/01/98
7629	United States	Knox Twenty & Shield*	104,221	LS&CO.	05/11/15	05/11/95
8262	United States	Knox & Eagle Die	271,211	LS&CO.	05/27/30	05/27/90

* Redundant -- should be dropped

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RECORDED: 08/26/2007