

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
lucy activewear, inc.		08/13/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	lucy apparel, llc
Street Address:	3411 Silverside RD
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19810
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	3225160	ACTIVE STYLE. ANY TIME.
Registration Number:	3367096	ACTIVE STYLE. ANY TIME.
Serial Number:	77683479	BROCKET
Registration Number:	3076454	GIFTS THAT WORKOUT
Registration Number:	3254133	
Registration Number:	3252292	
Registration Number:	3169640	
Serial Number:	77163208	L
Registration Number:	3482503	L
Serial Number:	78948295	L
Serial Number:	77014663	LUCY
Registration Number:	2782156	LUCY
Serial Number:	76176669	LUCY
Registration Number:	2701054	LUCY

OP \$740.00 3225160

Registration Number:	2923523	LUCY
Serial Number:	77887653	LUCY
Registration Number:	3301223	LUCY
Registration Number:	2893466	LUCY
Registration Number:	3600295	LUCY FLEX
Serial Number:	78948285	LUCY
Serial Number:	78937430	LUCY
Serial Number:	78948291	LUCY
Serial Number:	77683453	LUCY INSPIRES PERFORMANCE
Registration Number:	3168808	LUCY
Registration Number:	3584862	LUCY LUX
Serial Number:	78937435	LUCY
Registration Number:	3600294	LUCY TECH
Serial Number:	78937433	LUCY
Registration Number:	3028490	WHERE STYLE MEETS SPORT

CORRESPONDENCE DATA

Fax Number: (302)477-3932
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 302-477-3930
Email: Chris_Turk@vfc.com
Correspondent Name: Christopher M. Turk
Address Line 1: 3411 Silverside Rd
Address Line 2: 200 Hanby Building
Address Line 4: Wilmington, DELAWARE 19810

ATTORNEY DOCKET NUMBER:	LUCY ASSIGNMENTS 29
NAME OF SUBMITTER:	Jacquelyn A. Pellegrino
Signature:	/jap/
Date:	09/29/2010

Total Attachments: 10

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TRADEMARK
REEL: 004286 FRAME: 0362

ASSIGNMENT AND ASSUMPTION AGREEMENT

ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of August 13, 2010 (the "Effective Date") between Lucy Apparel, LLC (the "LLC"), a Delaware limited liability company, and Lucy Activewear, Inc. ("Lucy"), a Delaware corporation.

WITNESSETH:

WHEREAS, Ring Company ("Ring"), a Delaware corporation, is the sole shareholder of Lucy and VF Outdoor, Inc. ("Outdoor");

WHEREAS, Ring desires to restructure certain operations of its subsidiaries, including Lucy and Outdoor;

WHEREAS, Pursuant to this restructuring plan, Lucy has organized the LLC, a single-member limited liability company; and

WHEREAS, Pursuant to this restructuring plan, Lucy is to transfer to the LLC its intellectual property.

NOW, THEREFORE, the LLC and Lucy agree as follows:

1. (a) Lucy does hereby transfer, assign all of its (a) inventions, (where patentable or unpatentable and whether or not reduced to practice), all improvements thereto, and all patents, patent applications and patent disclosures, together with all reissues, continuations, continuations-in-part, revisions, extensions, and re-examinations thereof, and (b) trademarks, service marks, trade dress, logos, trade names, corporate names and domain names, together with all translations, transliterations, adaptations, derivations, and combinations thereof and including all goodwill associated therewith, and all applications, registrations, and renewals in connection therewith, including but not limited to the trademarks listed on the attached Exhibit A, (the "Intellectual Property") and all licenses with Lucy as licensor and third parties that relate to the Intellectual Property (the "Licenses"); and deliver to the LLC all of Lucy's right, title, and interest in and to all of its Intellectual Property as of the Effective Date.

(b) The LLC acknowledges receipt of right, title, and interest to the Intellectual Property and Licenses as of the Effective Date and assumes and agrees to pay, perform and discharge promptly and fully when due all of the liabilities and obligations relating to the Intellectual Property and Licenses whether arising on or before the Effective Date.

2. Each party hereto shall execute, acknowledge, and deliver to the other party all documents and shall take all actions reasonably requested by such other party from time to time to confirm or effect the matters set forth herein, or to otherwise carry out the purpose of this Agreement.

3. This Agreement shall be governed by and construed in accordance with the law of the State of Delaware, without regard to the conflicts of law rules of such state.

4. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

[Rest of page intentionally blank. Signatures on following page.]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed effective as of the day and year first above written.

lucy apparel, llc

By: Candace Cummings
Name: Candace S. Cummings
Title: President and Assistant Secretary


lucy activewear, inc.

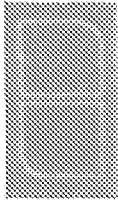
By: Candace Cummings
Name: Candace S. Cummings
Title: Vice President and Secretary

TRADEMARK

REEL: 004286 FRAME: 0365

lucy schedule

<i>Trademark TM Logo</i>	<i>Country</i>	<i>Registration No.</i>	<i>Application No.</i>	<i>Status</i>
LUCY	Austria		AM 5375/2008	Pending
LUCY	Benelux		0200861	Pending
LUCY	Bulgaria		104047	Pending
LOWER CASE LETTER "L" DESIGN (CLAIMING THE COLOR ORANGE)	Canada		1334448	Searched
				
LUCY	Canada		1233598	Pending
LUCY FLEX	Canada		1308522	Searched
LUCY LUX	Canada		1308521	Pending
LUCY TECH	Canada		1308523	Pending
LOGO (ORANGE)	CTM	4348207	4348207	Registered



LUCY	CTM	4168225	4168225	Registered
LUCY FLEX	CTM	005156658	005156658	Registered
LUCY LUX	CTM		5156492	Pending
LUCY TECH	CTM	005156534	005156534	Registered
LUCY	Cyprus			Pending
LUCY	Denmark	VR 2009 00365	VA 2008 03196	Registered
LUCY	Estonia		M200801133	Pending
LUCY	Finland		200802726	Pending
LUCY	France		083600410	Pending
LUCY	Greece		501	Pending
LUCY	Hungary	196978	4168225	Registered

LUCY	Italy		RM002417	Pending
LUCY	Latvia	061350	M-08-1242	Registered
LUCY	Lithuania	059804	2008 1949	Pending
LUCY	Malta	48000CV	4168225	Registered
LUCY	Malta	48001CV	4168225	Registered
LUCY	Morocco	70.571	70.571	Registered
LUCY	Portugai		437008	Pending
LUCY	Romania	107086	M 2008 07075	Registered
LUCY	Slovenia	Z200871315	Z200871315	Registered
LUCY	Spain	2840956	2840956	Registered
LUCY	Switzerland	567.578	60530	Registered
LUCY	United Kingdom	2495486	2495486	Registered
ACTIVE STYLE. ANY TIME.	United States of America	3225160	78907091	Registered

ACTIVE STYLE. ANY TIME.	United States of America	3367096	78907096	Registered
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BROCKET	United States of America		77683479	Pending
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GIFTS THAT WORKOUT	United States of America	3076454	78601404	Registered
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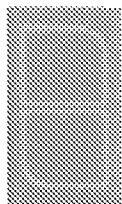
LOGO (B & W)	United States of America	3254133	78503235	Registered
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LOGO (B & W)	United States of America	3252292	78503169	Registered
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LOGO (ORANGE)	United States of America	3169640	78503177	Registered
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LOWER CASE "L" ORANGE (BOTTOMS)	United States of America		77163208	Pending
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LOWER CASE "L" ORANGE (TOPS)	United States of America	3482503	78948297	Registered
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LOWER CASE LETTER "L" DESIGN (CLAIMING THE COLOR ORANGE)	United States of America		78948295	Pending
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LUCY	United States of America		77014663	Pending
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LUCY	United States of America	2782156	75758762	Registered
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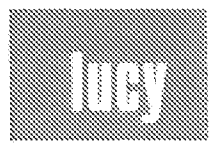
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LUCY	United States of America	2701054	76176367	Registered
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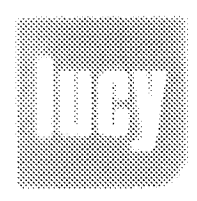
LUCY	United States of America	2923523	75758937	Registered
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LUCY	United States of America		77887663	Pending
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LUCY (STYLIZED)	United States of America	3301223	77075266	Registered
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LUCY and DESIGN (ORANGE)	United States of America	2893466	78303736	Registered
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LUCY FLEX	United States of America	3600295	78780433	Registered
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LUCY HORIZONTAL (ORANGE & WHITE)	United States of America		78948285	Pending
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LUCY HORIZONTAL (ORANGE)	United States of America		78937430	Pending
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LUCY HORIZONTAL (ORANGE, WHITE & SILVER GREY)	United States of America		78948291	Pending
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LUCY INSPIRES PERFORMANCE	United States of America		77683453	Pending
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LUCY LOGO	United States of America	3168808	78907082	Registered
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LUCY LUX	United States of America	3584862	78980339	Registered
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LUCY SQUARE (ORANGE AND SILVER GREY)	United States of America		78937435	Pending
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LUCY TECH	United States of America	3600294	78780430	Registered
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LUCY VERTICAL (ORANGE, SILVER GREY & WHITE)	United States of America		78937433	Pending
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WHERE STYLE MEETS SPORT	United States of America	3028490	78503191	Registered
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