

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
Russell Brands, LLC	FORMERLY Russell Corporation, a corporation of the state of Delaware	09/29/2011	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Brooks Sports, Inc.
Street Address:	19910 North Creek Parkway
Internal Address:	Suite 200
City:	Bothell
State/Country:	WASHINGTON
Postal Code:	98011
Entity Type:	CORPORATION: WASHINGTON

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	1966228	FIT FOR WOMEN
Registration Number:	2364098	A FIT WOMAN IS A POWERFUL WOMAN
Registration Number:	2367963	A FIT WOMAN IS A POWERFUL WOMAN
Registration Number:	3054729	FITFEST
Registration Number:	3814921	
Registration Number:	3931299	

CORRESPONDENCE DATA

Fax Number: (270)781-5762
 Phone: 270-781-6400
 Email: mhicks@fruit.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Michael W. Hicks

900203455

**TRADEMARK
 REEL: 004633 FRAME: 0320**

CH \$165.00 1966228

Address Line 1: One Fruit of the Loom Drive
Address Line 2: Legal Department
Address Line 4: Bowling Green, KENTUCKY 42102

ATTORNEY DOCKET NUMBER:	MC TM ASS - BROOKS SPORTS
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NAME OF SUBMITTER:	Michael W. Hicks
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Signature:	/Michael W. Hicks/
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Date:	09/30/2011
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Total Attachments: 3

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WORLDWIDE ASSIGNMENT

WHEREAS, Russell Brands, LLC (Russell), a limited liability company of the state of Delaware (formerly known as Russell Corporation, a corporation of the state of Delaware), of One Fruit of the Loom Drive, Bowling Green, Kentucky, 42102, is the owner of all right, title and interest in and to certain trademarks identified in Schedule A hereto;

WHEREAS, Brooks Sports, Inc. (Brooks), a corporation of the state of Washington, of 19910 North Creek Parkway, Suite 200, Bothell, Washington, 98011, is desirous of obtaining all right, title and interest in and to such trademarks;

NOW THEREFORE, in consideration of the mutual covenants contained herein and for other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

Russell hereby assigns to Brooks, its entire right, title and interest in and to the Trademark Registrations set forth and more particularly listed in Schedule A (collectively, the "Trademarks"), to own, possess and enjoy to the same extent as Russell might have had this assignment not been made, together with the portion of the business associated with and the goodwill of the business symbolized by the Trademarks.

Russell has disclosed certain facts as to Russell's continuing use of the Trademarks such that the Trademarks would not be susceptible to cancellation based upon non-use and agrees to cooperate with Brooks in resolving any questions or disputes regarding use of the Trademarks.

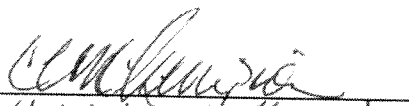
Upon the request of Brooks, Russell will execute and deliver all further instruments of conveyance, assignment, and transfer and take all other action that Brooks reasonably may require to more effectively convey and transfer to Brooks the Trademarks, including any and all documents which may be required by the United States Trademark Office or any national trademark office to perfect the conveyance, assignment and transfer of said Trademarks to Brooks. Brooks will be solely

responsible for payment of the cost of recording such documents in the respective government fees and legal fees in connection therewith.


This Assignment shall inure to the benefit of Brooks and its successors and assigns. If any provision hereof shall be finally determined to be invalid or unenforceable, such provision shall be deemed to be stricken from this Assignment and the remainder hereof shall remain in full force and effect.

ASSIGNOR:

RUSSELL BRANDS, LLC

By: 
Name: Christopher M. Champion
Title: Sr. Vice President, General Counsel
Date: 4/28/11

BROOKS SPORTS, INC.

By: 
Name: David M. Bohan
Title: Executive VP, COO
Date: 9/29/11

SCHEDULE A

MARK	COUNTRY	SERIAL NO./ FILING DATE	REG. NO./ REG. DATE	STATUS
FIT FOR WOMEN	United States	74/549,584 July 11, 1994	1,966,228 April 9, 1996	Registered
A FIT WOMAN IS A POWERFUL WOMAN	United States	75/628,959 January 27, 1999	2,364,098 July 4, 2008	Registered
A FIT WOMAN IS A POWERFUL WOMAN	United States	75/682,958 January 27, 1999	2,367,963 April 25, 2000	Registered
FITFEST	United States	78/560,509 February 4, 2005	3,054,729 January 8, 2005	Registered
☞	United States	77/197,564 October 16, 2007	3,814,921 July 6, 2010	Registered
☞	United States	77/197,544 June 5, 2007	3,931,299 March 15, 2011	Registered
☞	United States	77/197,544 June 5, 2007	3,931,299 March 15, 2011	Registered
MOVING COMFORT	Australia	720630 October 29, 1996	729638 October 29, 1996	Registered
MOVING COMFORT	European Union	191361 April 3, 1996	191361 June 6, 1998	Registered
MOVING COMFORT	Canada	0827796 November 4, 1996	TMA490635 March 2, 1998	Registered
MOVING COMFORT	China	3308604 September 16, 2004	3308604 March 28, 2004	Registered
A FIT WOMAN IS A POWERFUL WOMAN	China	3308602 September 16, 2004	3308602 July 7, 2004	Registered
MOVING COMFORT	Japan	h08-031039 November 14, 1996	4141908 May 1, 1998	Registered
MOVING COMFORT	Japan	H08-128494 November 11, 1996	4363017 February 18, 2000	Registered