

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Confirmation of Trademark Assignment

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Official Pillowtex LLC		11/29/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Pillowtex Holdings and Management LLC
Street Address:	1450 Broadway, 3rd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 61

Property Type	Number	Word Mark
Serial Number:	85343190	ROYAL VELVET
Serial Number:	85343232	ROYAL VELVET
Serial Number:	85497679	ST. MARYS
Serial Number:	85473887	ROYAL VELVET BIG & SOFT
Serial Number:	85411790	CANNON ROYAL FAMILY
Serial Number:	85345890	CANNON BABY
Serial Number:	85345402	CANNON BABY
Serial Number:	85345414	CANNON BABY
Serial Number:	85345432	CANNON BABY
Serial Number:	85345523	CANNON BABY
Serial Number:	85345902	CANNON BABY
Serial Number:	85343206	ROYAL VELVET
Serial Number:	85343049	ROYAL VELVET
Serial Number:	85343011	ROYAL VELVET

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TRADEMARK

Serial Number:	85343218	ROYAL VELVET
Serial Number:	85977232	ROYAL VELVET
Serial Number:	85977256	ROYAL VELVET
Serial Number:	85152452	FIELDCREST
Serial Number:	77727009	CANNON KIDS
Serial Number:	77623516	ROYAL VELVET
Serial Number:	77532844	C CHARISMA
Serial Number:	77976243	ROYAL VELVET
Serial Number:	77038175	ROYAL VELVET
Serial Number:	78980885	ROYAL VELVET BIG & SOFT
Serial Number:	78817457	CHARISMA
Serial Number:	78980096	FIELDCREST
Serial Number:	78977670	FIELDCREST
Serial Number:	78979549	ROYAL FAMILY
Serial Number:	78979504	ROYAL FAMILY CANNON
Serial Number:	78979510	CANNON
Serial Number:	76978321	CANNON TRADE MARK U.S.A. 1887
Serial Number:	85473924	ROYAL VELVET BIG & SOFT
Serial Number:	75584238	ROYAL VELVET
Serial Number:	75580954	CHARISMA
Serial Number:	73759290	CHARISMA
Serial Number:	73343221	ROYAL TOUCH
Serial Number:	73317043	ROYAL CLASSIC
Serial Number:	73153390	CANNON
Serial Number:	73152072	ROYAL FAMILY
Serial Number:	73138200	CHARISMA
Serial Number:	73137122	CHARISMA
Serial Number:	72140285	PERMAFROST
Serial Number:	72142084	ST. MARYS
Serial Number:	72123726	CANNON
Serial Number:	72123727	CANNON
Serial Number:	71145877	CANNON
Serial Number:	85375768	CHARISMA
Serial Number:	77727025	CANNON TEEN
Serial Number:	77592870	SANTA CRUZ

	78980138	SANTA CRUZ
Serial Number:	74255001	GREAT SHAPES
Serial Number:	73833878	VELTRA
Serial Number:	73811491	SANTA CRUZ
Serial Number:	73328933	EMPRESS
Serial Number:	73299318	ROYAL FAMILY
Serial Number:	73229906	SLEEPWELL
Serial Number:	73153392	CANNON
Serial Number:	72154020	IMPERIAL COLLECTION
Serial Number:	72143223	FASHIONS OF THE WORLD
Serial Number:	72132812	GOLD LABEL
Serial Number:	72107187	FASHION WEAVERS

CORRESPONDENCE DATA

Fax Number: 2123548113
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ATTORNEY DOCKET NUMBER:	1179234-0012
NAME OF SUBMITTER:	Andrew Fessak
Signature:	/Andrew Fessak/
Date:	11/29/2012

Total Attachments: 7
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CONFIRMATION OF TRADEMARK ASSIGNMENT

THIS CONFIRMATION OF ASSIGNMENT OF TRADEMARKS, dated as of November 29, 2012 (this "Assignment"), is made by Official Pillowtex LLC, a Delaware limited liability company ("Assignor"), having a place of business at 1450 Broadway, 3rd Floor, New York, NY 10018, in favor of Pillowtex Holdings and Management LLC, a Delaware limited liability company ("Assignee"), having a place of business at 1450 Broadway, 3rd Floor, New York, NY 10018. Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Assignment Agreement (as defined below).

W I T N E S S E T H:

WHEREAS, Assignor owns the entire right, title and interest in, to and under the registered trademarks and trademark applications listed on Schedule A (the "Marks");

WHEREAS, Assignor and Assignee have entered into an Assignment of IP and License Agreements, dated as of November 29, 2012 (the "Assignment Agreement"), and incorporated herein by reference, pursuant to which Assignor has assigned certain assets to Assignee, including the Marks listed on Schedule A attached hereto, on the terms and conditions contained therein.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignor hereby confirms that it has sold, granted, conveyed, assigned, and set over unto Assignee, its successors, legal representatives, and assigns, on an exclusive basis all of its right, title and interest in and to the Marks set forth in Schedule A attached hereto and made apart hereof, including the goodwill of the businesses with which the Marks are associated, and to all of the assets, properties, contracts, rights and obligations relating thereto, including without limitation, any renewals and/or extensions thereof, for all territories of the world in perpetuity, and further including all income, royalties, and damages now and hereafter due and/or payable to Assignee, including without limitation, damages and payments for past or future infringements and misappropriations thereof, all rights to sue for past, present and future infringements or misappropriations thereof, and all rights corresponding to any of the above throughout the world. The parties agree that the terms and conditions of this Assignment, including this Section 1, are more fully set forth in the Assignment Agreement, the terms and conditions which are incorporated herein.

2. Assignor hereby authorizes and requests the Register of the United States Patent and Trademark Office, and any official of any country or countries foreign to the United States, whose duty is to issue trademark registrations or other evidence or forms of industrial property protection on applications as aforesaid, to issue the same to the Assignee, its successors, legal representatives and assigns, with respect to the Marks in accordance with the terms of this instrument.

3. Assignor hereby agrees to execute upon the request of Assignee such additional instruments, documents and papers as are necessary to continue, secure, defend,

register and otherwise give full effect to and to perfect the rights of Assignee under this Assignment in and to the Marks, including all documents necessary to register in the name of Assignee the assignment of the Marks with the United States Patent and Trademark Office, and with respect to any equivalent foreign rights, with any other appropriate trademark office or registrar.

4. This Assignment shall be governed by, and construed and enforced in accordance with, the laws of the State of New York.

5. This Assignment may be executed in any number of counterparts, each of which shall be any original, but such counterparts shall together constitute but one and the same instrument. Facsimile transmission of any signed original counterpart and/or retransmission of any signed facsimile transmission shall be deemed the same as the delivery of an original.

IN TESTIMONY WHEREOF, the parties have caused this Assignment to be duly executed by its duly authorized officer on the date set forth above.

OFFICIAL PILLOWTEX LLC,
as Assignor

By: 

Name: Warren Clamen

Title: President and Treasurer

**PILLOWTEX HOLIDNGS AND
MANAGEMENT LLC,**
as Assignee

By: 

Name: Warren Clamen

Title: President and Treasurer

Signature Page to Confirmation of Assignment of US Trademarks between
Official Pillowtex and Pillowtex Holdings Management

SCHEDULE A

Registered Trademarks and Trademark Applications

Jurisdiction	Mark	Owner	Application Date	Application No.	Registration Date	Registration No.	Status	Class(es)
U.S.	ROYAL VELVET	OFFICIAL PILLOWTEX LLC	6/10/2011	85343190	9/11/2012	4207278	Registered	24
U.S.	ROYAL VELVET	OFFICIAL PILLOWTEX LLC	6/10/2011	85343232	9/18/2012	4211122	Registered	27
U.S.	ST. MARYS	OFFICIAL PILLOWTEX LLC	12/16/2011	85497679	N/A	N/A	ALLOWED	24
U.S.	ROYAL VELVET BIG & SOFT	OFFICIAL PILLOWTEX LLC	11/16/2011	85473887	N/A	N/A	ALLOWED	24
U.S.	CANNON ROYAL FAMILY	OFFICIAL PILLOWTEX LLC	8/31/2011	85411790	N/A	N/A	ALLOWED	20
U.S.	CANNON BABY	OFFICIAL PILLOWTEX LLC	6/14/2011	85345890	N/A	N/A	ALLOWED	25
U.S.	CANNON BABY	OFFICIAL PILLOWTEX LLC	6/14/2011	85345402	N/A	N/A	ALLOWED	18
U.S.	CANNON BABY	OFFICIAL PILLOWTEX LLC	6/14/2011	85345414	N/A	N/A	ALLOWED	20
U.S.	CANNON BABY	OFFICIAL PILLOWTEX LLC	6/14/2011	85345432	N/A	N/A	ALLOWED	21
U.S.	CANNON BABY	OFFICIAL PILLOWTEX LLC	6/14/2011	85345523	N/A	N/A	ALLOWED	24
U.S.	CANNON BABY	OFFICIAL PILLOWTEX LLC	6/14/2011	85345902	N/A	N/A	ALLOWED	27
U.S.	ROYAL VELVET	OFFICIAL PILLOWTEX LLC	6/10/2011	85343190	N/A	N/A	ALLOWED	24
U.S.	ROYAL VELVET	OFFICIAL PILLOWTEX LLC	6/10/2011	85343232	N/A	N/A	ALLOWED	27
U.S.	ROYAL VELVET	OFFICIAL PILLOWTEX LLC	6/10/2011	85343206	N/A	N/A	ALLOWED	16
U.S.	ROYAL VELVET	OFFICIAL PILLOWTEX LLC	6/10/2011	85343049	N/A	N/A	ALLOWED	21
U.S.	ROYAL VELVET	OFFICIAL PILLOWTEX LLC	6/10/2011	85343011	N/A	N/A	ALLOWED	20

Jurisdiction	Mark	Owner	Application Date	Application No.	Registration Date	Registration No.	Status	Class(es)
U.S.	ROYAL VELVET	OFFICIAL PILLOWTEX LLC	6/10/2011	85343218	N/A	N/A	ALLOWED	11
U.S.	ROYAL VELVET	OFFICIAL PILLOWTEX LLC	6/10/2011	85977232	N/A	N/A	ALLOWED	21
U.S.	ROYAL VELVET	OFFICIAL PILLOWTEX LLC	6/10/2011	85977256	N/A	N/A	ALLOWED	20
U.S.	FIELDCREST	OFFICIAL PILLOWTEX LLC	10/14/2010	85152452	7/3/2012	4168625	Registered	08, 21
U.S.	CANNON KIDS	OFFICIAL PILLOWTEX LLC	5/1/2009	77727009	12/15/2009	3725008	Registered	24, 27
U.S.	ROYAL VELVET and Design	OFFICIAL PILLOWTEX LLC	12/1/2008	77623516	6/30/2009	3646693	Registered	20, 24
U.S.	C CHARISMA	OFFICIAL PILLOWTEX LLC	7/28/2008	77532844	N/A	N/A	ALLOWED	25
U.S.	ROYAL VELVET	OFFICIAL PILLOWTEX LLC	7/27/2007	77976243	12/30/2008	3555187	Registered	24
U.S.	ROYAL VELVET	OFFICIAL PILLOWTEX LLC	11/7/2006	77038175	7/21/2009	3658483	Registered	25
U.S.	ROYAL VELVET BIG & SOFT	OFFICIAL PILLOWTEX LLC	8/15/2006	78980885	3/24/2009	3596730	Registered	27
U.S.	CHARISMA	OFFICIAL PILLOWTEX LLC	2/17/2006	78817457	4/15/2008	3413110	Registered	21, 24, 27
U.S.	FIELDCREST	OFFICIAL PILLOWTEX LLC	8/21/2004	78980096	6/10/2008	3447089	Registered	20, 21, 24
U.S.	FIELDCREST	OFFICIAL PILLOWTEX LLC	8/21/2004	78977670	1/2/2007	3195276	Registered	20, 21, 24, 25, 27
U.S.	ROYAL FAMILY	OFFICIAL PILLOWTEX LLC	7/8/2004	78979549	2/19/2008	3387028	Registered	21, 24
U.S.	ROYAL FAMILY CANNON	OFFICIAL PILLOWTEX LLC	7/8/2004	78979504	8/5/2008	3482571	Registered	21, 24
U.S.	CANNON	OFFICIAL PILLOWTEX LLC	7/7/2004	78979510	2/19/2008	3387019	Registered	21, 24
U.S.	CANNON TRADE MARK U.S.A. 1887	OFFICIAL PILLOWTEX LLC	3/27/2003	76978321	4/24/2007	3234081	Registered	24
U.S.	ROYAL VELVET BIG & SOFT	OFFICIAL PILLOWTEX	11/16/2001	85473924	N/A	N/A	ALLOWED	20

Jurisdiction	Mark	Owner	Application Date	Application No.	Registration Date	Registration No.	Status	Class(es)
		LLC						
U.S.	ROYAL VELVET	OFFICIAL PILLOWTEX LLC	11/6/1998	75584238	3/7/2000	2325800	Registered	20, 24, 27
U.S.	CHARISMA	OFFICIAL PILLOWTEX LLC	11/2/1998	75580954	9/24/2002	2625436	Registered	24
U.S.	CHARISMA	OFFICIAL PILLOWTEX LLC	10/24/1988	73759290	10/24/1989	1562233	Registered	24
U.S.	ROYAL TOUCH	OFFICIAL PILLOWTEX LLC	12/24/1981	73343221	7/12/1983	1245338	Registered	24, 27
U.S.	ROYAL CLASSIC	OFFICIAL PILLOWTEX LLC	6/29/1981	73317043	8/10/1982	1204590	Registered	24
U.S.	CANNON	OFFICIAL PILLOWTEX LLC	12/27/1977	73153390	12/11/1979	1127537	Registered	20, 24, 27
U.S.	ROYAL FAMILY	OFFICIAL PILLOWTEX LLC	12/15/1977	73152072	6/19/1979	1120559	Registered	24, 27
U.S.	CHARISMA	OFFICIAL PILLOWTEX LLC	8/19/1977	73138200	9/11/1979	1124948	Registered	24
U.S.	CHARISMA	OFFICIAL PILLOWTEX LLC	8/10/1977	73137122	12/11/1979	1127563	Registered	27
U.S.	ST. MARYS	OFFICIAL PILLOWTEX LLC	4/12/1962	72140285	4/30/1963	0748703	Registered	9
U.S.	ST. MARYS	OFFICIAL PILLOWTEX LLC	4/12/1962	72142084	4/9/1963	0747914	Registered	24
U.S.	CANNON	OFFICIAL PILLOWTEX LLC	7/11/1961	72123726	4/3/1962	0729513	Registered	24
U.S.	CANNON	OFFICIAL PILLOWTEX LLC	7/11/1961	72123727	4/3/1962	0729514	Registered	22, 24, 26, 27
U.S.	CANNON	OFFICIAL PILLOWTEX LLC	4/8/1921	71145877	11/8/1921	0147948	Registered	24
U.S.	CHARISMA	OFFICIAL PILLOWTEX LLC	7/20/2011	85375768	N/A	N/A	PENDING	20
U.S.	CANNON TEEN	OFFICIAL PILLOWTEX LLC	5/1/2009	77727025	12/15/2009	3725009	Registered	24
U.S.	SANTA CRUZ	OFFICIAL PILLOWTEX LLC	10/15/2008	77592870	4/28/2009	3612366	Registered	24

Jurisdiction	Mark	Owner	Application Date	Application No.	Registration Date	Registration No.	Status	Class(es)
U.S.	SANTA CRUZ	OFFICIAL PILLOWTEX LLC	4/5/2006	78980138	6/17/2008	3451491	Registered	24
U.S.	GREAT SHAPES	OFFICIAL PILLOWTEX LLC	3/13/1992	74255001	8/10/1993	1787512	Registered	20
U.S.	VELTRA	OFFICIAL PILLOWTEX LLC	10/26/1989	73833878	5/29/1990	1598672	Registered	24
U.S.	SANTA CRUZ	OFFICIAL PILLOWTEX LLC	7/10/1989	73811491	2/13/1990	1582620	Registered	24
U.S.	EMPRESS	OFFICIAL PILLOWTEX LLC	9/21/1981	73328933	9/28/1982	1210555	Registered	24
U.S.	ROYAL FAMILY	OFFICIAL PILLOWTEX LLC	3/2/1981	73299318	5/4/1982	1194734	Registered	24
U.S.	SLEEPWELL	OFFICIAL PILLOWTEX LLC	9/4/1979	73229906	11/3/1981	1176281	Registered	24
U.S.	CANNON (WORD AND DESIGN)	OFFICIAL PILLOWTEX LLC	12/27/1977	73153392	11/20/1979	1126849	Registered	20, 24, 27
U.S.	IMPERIAL COLLECTION	OFFICIAL PILLOWTEX LLC	9/27/1962	72154020	8/6/1963	0754269	Registered	24
U.S.	FASHIONS OF THE WORLD	OFFICIAL PILLOWTEX LLC	4/27/1962	72143223	3/12/1963	0746712	Registered	42
U.S.	GOLD LABEL	OFFICIAL PILLOWTEX LLC	11/27/1961	72132812	10/2/1962	0738716	Registered	24
U.S.	FASHION WEAVERS	OFFICIAL PILLOWTEX LLC	10/26/1960	72107187	9/5/1961	0721079	Registered	24