

03-18-2002

FORM PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102019314

Tab settings → → →

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

3-18-02

1. Name of conveying party(ies): **Russell Asset Management, Inc.**

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State (DE) **3-18-02**
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Wachovia Bank, N.A., as Collateral Agent

Internal Address: _____

Street Address: 301 South College Street

City: Charlotte State: NC ZIP: 28288

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: March 6, 2002

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other National Banking Organization (United States)

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) **See Attached Schedule A**

B. Trademark Registration No.(s) **See Attached Schedule A**

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Robyn Greenberg, Esq.

Internal Address: Simpson Thacher & Bartlett

Street Address: 425 Lexington Avenue

City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 76

7. Total fee (37 CFR 3.41): \$ 1,915.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Robyn Greenberg, Esq.
Name of Person Signing

Robyn Greenberg
Signature

3/15/02
Date

Total number of pages comprising cover sheet: 15

03/19/2002 JJALLAH2 00000012 2213930

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481 40.00 OP
02 FC:482 1875.00 OP

TRADEMARK
REEL: 002462 FRAME: 0219

TRADEMARKS

Grantor	Mark	Class	Registration Date	Registration No.
Russell Asset Management, Inc.	4C – design	25	12/29/1998	2213930
Russell Asset Management, Inc.	Athletic Club	25	01/07/1997	2028087
Russell Asset Management, Inc.	Bargain Bag	25	06/20/1995	1900754
Russell Asset Management, Inc.	Big Foot and Design	25	07/10/1990	1605660
Russell Asset Management, Inc.	Bridgeport	25	12/03/1991	1667205
Russell Asset Management, Inc.	Built to Last	25	08/01/1989	1550238
Russell Asset Management, Inc.	Camp Creek	25	10/26/1999	2289321
Russell Asset Management, Inc.	Castle Design	25	04/19/1994	1831412
Russell Asset Management, Inc.	Concentric Circles and Double Ovals Design	25	03/09/1993	1756943
Russell Asset Management, Inc.	Country Cottons	25	09/17/1985	1360689
Russell Asset Management, Inc.	Cross Creek & ('bogey man') design	24	04/22/1997	2054178
Russell Asset Management, Inc.	Cross Creek & ('bogey man') design	25	04/22/1997	2054179
Russell Asset Management, Inc.	Cross Creek	25	10/07/1975	1022095
Russell Asset Management, Inc.	DD and design (Four Old Time Football Players design)	25	08/20/1991	1654384
Russell Asset Management, Inc.	DeSoto Outdoors and Design	25	01/19/1993	1747193
Russell Asset Management, Inc.	Desoto Player's Club	25	01/02/1990	1575150
Russell Asset Management, Inc.	Desoto Player's Club and design (old time football players w/words)	25	07/30/1996	1989417
Russell Asset Management, Inc.	Focus Design	25	06/13/1989	1543669
Russell Asset Management, Inc.	Get Tough	18 & 25	04/22/1997	2055798
Russell Asset Management, Inc.	Get Tough R Russell Athletic	18 & 25	02/04/1997	2035968
Russell Asset Management, Inc.	Golf is War Do Battle in Cross Creek and design	25	09/22/1998	2190594

Grantor	Mark	Class	Registration Date	Registration No.
Russell Asset Management, Inc.	High Cotton (stylized)	25	04/24/1990	1593129
Russell Asset Management, Inc.	Huntley of York	25	11/15/1977	1077467
Russell Asset Management, Inc.	Jerzees	25	02/22/2000	2322101
Russell Asset Management, Inc.	Jerzees	25	04/14/1992	1683032
Russell Asset Management, Inc.	Jerzees Activewear Z and design	25	07/04/2000	2363671
Russell Asset Management, Inc.	Jerzees logo	25	05/29/1984	1280293
Russell Asset Management, Inc.	Jerzees Cotton Sweats	25	06/23/1992	1696178
Russell Asset Management, Inc.	Jerzees World Class and design	25	07/02/1996	1983435
Russell Asset Management, Inc.	Lady Player	25	03/15/1994	1826428
Russell Asset Management, Inc.	Design - four men in top hats	25	01/30/1990	1580207
Russell Asset Management, Inc.	Participant	25	05/11/1999	2245153
Russell Asset Management, Inc.	Performance Cushion	25	02/28/1995	1880688
Russell Asset Management, Inc.	Performance Club	25	06/06/1995	1897592
Russell Asset Management, Inc.	Player's Pride	25	01/03/1995	1871967
Russell Asset Management, Inc.	Player's Performance	25	03/01/1994	1824475
Russell Asset Management, Inc.	Pro Cotton	25	05/23/1989	1540603
Russell Asset Management, Inc.	Qualitized	25	07/24/1962	734966
Russell Asset Management, Inc.	R logo	25	12/02/1997	2118119
Russell Asset Management, Inc.	R logo	25	10/29/1974	996847
Russell Asset Management, Inc.	R logo	25	11/05/1974	997505
Russell Asset Management, Inc.	R logo	24	12/09/1975	1026794
Russell Asset Management, Inc.	R Russell Athletic (and design)	25	12/09/1997	2120076
Russell Asset Management, Inc.	R Russell Athletic/High Cotton	25	10/28/1986	1415076
Russell Asset Management, Inc.	R Russell Athletic	18 & 25	11/07/1995	1932436
Russell Asset Management, Inc.	Red Eagle Trading Co.	25	08/14/2001	2477855
Russell Asset Management, Inc.	Red Eagle Trading Co. By Jerzees and design	25	09/04/2001	2484965
Russell Asset Management, Inc.	Russell National & design	25	08/27/1985	1356767
Russell Asset Management, Inc.	Softwick	24	07/10/2001	2467882

Grantor	Mark	Class	Registration Date	Registration No.
Russell Asset Management, Inc.	Super Sweats	25	06/23/1981	1158184
Russell Asset Management, Inc.	The Exceptional Shirt	25	05/01/1984	1276266
Russell Asset Management, Inc.	The Experience Shows	25	09/08/1992	1713836
Russell Asset Management, Inc.	The Golfer and Design	25	06/21/1988	1493214
Russell Asset Management, Inc.	The Worker and Design	25	01/26/1993	1748611
Russell Asset Management, Inc.	Three Rivers	25	09/17/1996	2001576
Russell Asset Management, Inc.	TOURTECH	25	08/11/1998	2180235
Russell Asset Management, Inc.	Tweed Fleece	25	12/07/1999	2299072
Russell Asset Management, Inc.	YorkTown	25	08/11/1964	775016
Russell Asset Management, Inc.	Z CLASS	25	11/06/2001	2504093
Russell Asset Management, Inc.	ZT	25	12/05/2000	2411447
Russell Asset Management, Inc.	ZT and design	25	08/07/2001	2475783

TRADEMARK APPLICATIONS

Grantor	Mark	Class	Date Filed	Serial No.
Russell Asset Management, Inc.	R logo	25	02/27/2001	76216732
Russell Asset Management, Inc.	C C design	25	07/21/2000	76093889
Russell Asset Management, Inc.	HERCUFIBRE	24	05/25/2001	76263343
Russell Asset Management, Inc.	JERZEES rectangle design	25	10/16/2001	76325996
Russell Asset Management, Inc.	Jerzees CaZuals and design	25	08/28/2000	76118145
Russell Asset Management, Inc.	JERZEES OUTDOORS	25	07/21/2000	76093890
Russell Asset Management, Inc.	Performance Pique	25	06/05/2001	76266784
Russell Asset Management, Inc.	RUSSELL	25	08/18/2000	76112386
Russell Asset Management, Inc.	Russell Athletic	25 & 28	02/27/2001	76/216841
Russell Asset Management, Inc.	The Radiator	25	10/16/2000	76/148492
Russell Asset Management, Inc.	Storm Power	25	10/29/2001	76/330765
Russell Asset Management, Inc.	Stretch Power	25	10/29/2001	76/330789
Russell Asset Management, Inc.	TRANSFORMX	25	08/17/2001	76301400
Russell Asset Management, Inc.	Z and Diamond design	35	02/16/2001	76214510
Russell Asset Management, Inc.	Z and Diamond design	25	02/16/2001	76214511

**NOTICE AND CONFIRMATION OF GRANT OF
SECURITY INTEREST IN PATENT AND TRADEMARK RIGHTS**

THIS NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN PATENT AND TRADEMARK RIGHTS ("Agreement"), dated as of March 6, 2002 is made by Russell Asset Management, Inc., a Delaware corporation (the "Grantor"), in favor of Wachovia Bank, N.A., as Collateral Agent (the "Agent") for the Secured Parties under the Guarantee and Collateral Agreement, dated as of December 14, 2001 (as amended, supplemented or otherwise modified from time to time, the "Guarantee and Collateral Agreement").

W I T N E S S E T H:

WHEREAS, Russell Corporation, an Alabama corporation (the "Company"), and certain of its subsidiaries are parties to the Transaction Documents (as defined in the Guarantee and Collateral Agreement), pursuant to which the Secured Parties have made extensions of credit to the Company and such subsidiaries;

WHEREAS, the Company requested that the Secured Parties agree to certain modifications to the Transaction Documents and to continue making loans and other financial accommodations available to the Company;

WHEREAS, in connection with the modifications made to the Transaction Documents, the Company and certain of its subsidiaries executed and delivered the Guarantee and Collateral Agreement to the Agent;

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Company and the Grantor granted to the Agent for the ratable benefit of the Agent and the Secured Parties a security interest in its Intellectual Property, including Patents and Trademarks; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Secured Parties to continue making loans and other financial accommodations available to the Company, the Grantor agrees, for the benefit of the Agent and the Secured Parties, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. This Agreement evidences and confirms the grant by the Grantor of a security interest in its Trademarks (including, without limitation,

those items listed on Schedule A hereto), to the Agent for the ratable benefit of the Agent and the Secured Parties to secure payment, performance and observance of the Obligations.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantor for the purpose of recording the security interest granted pursuant to the Guarantee and Collateral Agreement with the United States Patent and Trademark Office. This Agreement is expressly subject to the terms and conditions of the Guarantee and Collateral Agreement. The Guarantee and Collateral Agreement (and all rights and remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the security interest in the collateral granted hereby are more fully set forth in the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

[REST OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

RUSSELL ASSET MANAGEMENT, INC.

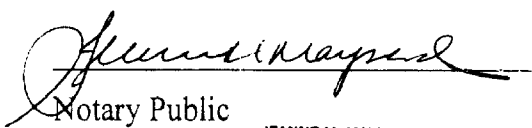
By: Christopher M. Champion
Name: Christopher M. Champion
Title: Vice President and Assistant Secretary

WACHOVIA BANK, N.A., as Collateral Agent

By: _____
Name:
Title:

STATE OF GEORGIA)
) ss
COUNTY OF COBB)

On the 2th day of February, 2002, before me personally came Christopher M. Crumpson, who is personally known to me to be the VP & Asst Secretary, of Russell Asset Management, Inc., a Delaware corporation; who, being duly sworn, did depose and say that he is the VP & Asst Secretary in such corporation, the corporation described in and which executed the foregoing instrument; that he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that he acknowledged said instrument to be the free act and deed of said corporation.


Notary Public
JEANNE M. MAYNARD
NOTARY PUBLIC, STATE OF GEORGIA
QUALIFIED IN FULTON COUNTY
COMMISSION EXPIRES JULY 11, 2005

(PLACE STAMP AND SEAL ABOVE)

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

RUSSELL ASSET MANAGEMENT, INC.

By: _____

Name:

Title:

WACHOVIA BANK, N.A., as Collateral Agent

By: _____

Name:

Title:


Roger Pelz
Senior Vice President

STATE OF) N.C.

) ss

COUNTY OF) Mecklenburg

On the 6th day of March, 2002, before me personally came Roger Pelz, who is personally known to me to be the Senior Vice President of Wachovia Bank, N.A.; who, being duly sworn, did depose and say that he is the Senior Vice President in such corporation, the corporation described in and which executed the foregoing instrument; that he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that he acknowledged said instrument to be the free act and deed of said corporation.

Alice H. Snow

Notary Public

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