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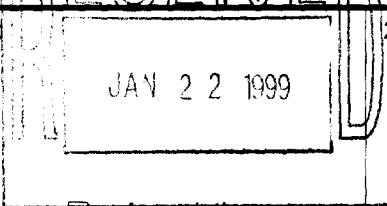
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To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

DeSoto Mills, Inc.

MLD 1-22-99



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

Name: Russell Asset Management, Inc.

Internal Address: 913 North Market Street, Suite 207

Street Address: 913 North Market Street, Suite 207

City: Wilmington State: DE ZIP: 19801

- Individual(s)
- General Partnership
- Corporation-State Alabama
- Other _____

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from
Additional name(s) & address(es) Yes No

3. Nature of conveyance:

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

Execution Date: October 5, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,747,193

1,748,611

Additional numbers Yes No

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

Name: Linda Friedman

Internal Address: Bradley Arant Rose & White LLP

2001 Park Place, Suite 1400

Birmingham, Alabama 35203-2736

Street Address: 2001 Park Place, Suite 1400

City: Birmingham State: AL ZIP: 35203

6. Total number of applications and registrations involved:..... **2**

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed (check #163413)
- Authorized to be charged to deposit account

8. Deposit account number:

01/22/1999 TTOM11 00000171 1747193

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01 FC:481 40.00 OP
02 FC:482 25.00 OP

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.

Linda Friedman

January 18, 1999

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and

3

ASSIGNMENT OF TRADEMARKS

Whereas, DeSoto Mills, Inc., an Alabama corporation of Post Office Box 720, Sand Valley Road, Fort Payne, Alabama, 35967, has adopted, used and is using certain marks which are registered in the United States Patent and Trademark Office, the Registration Numbers and dates of which are listed on Schedule A attached hereto and by this reference incorporated herein; and

Whereas, Russell Asset Management, Inc., a corporation organized and existing under the laws of the State of Delaware, having a principal place of business at 913 North Market Street, Suite 207, Wilmington, Delaware 19801-3052 is desirous of acquiring said marks and the registrations thereof;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, the said Desoto Mills, Inc., does hereby assign, such assignment to be effective as of the 5TH day of OCTOBER, 1998, to the said Russell Asset Management, Inc. all right, title and interest in and to the said marks, together with the goodwill of the business symbolized by such marks, and the above identified registrations thereof.

DESOTO MILLS, INC.

By Steve R. Forehand
Steve R. Forehand
Its Secretary

ATTEST:

STATE OF ALABAMA)

COUNTY OF TALLAPOOSA)

On this 14th day of January, 1999, before me appeared Steve R. Forehand, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of DeSoto Mills, Inc. with authority to do so.

Terresa M. DeVries

Notary Public

My commission expires: 06-30-2002

(SEAL)

Schedule A
U.S. Trademarks in the name of DeSoto Mills, Inc.
Assigned to Russell Asset Management, Inc.

PRINCIPAL REGISTER		
Mark Name	Registration Number	Registration Date
Athletic Club	2,028,087	January 7, 1997
Bargain Bag	1,900,754	June 20, 1995
Big Foot and design	1,605,660	July 10, 1990
Castle design	1,831,412	April 19, 1994
Concentric Circles and Double Ovals design	1,756,943	March 9, 1993
DD and design (Four Old Time Football Players design)	1,654,384	August 20, 1991
DeSoto Outdoors and design	1,747,193	January 19, 1993
DeSoto Player's Club	1,575,150	January 2, 1990
DeSoto Player's Club and design (old time football players with words)	1,989,417	July 30, 1996
Lady Player	1,826,428	March 15, 1994
Misc. design -Men's Dress sock Band (four men in top hats)	1,580,207	January 30, 1990
Performance Club	1,897,592	June 6, 1995
Performance Cushion	1,880,688	February 28, 1995
Player's Performance	1,824,475	March 1, 1994
Player's Pride	1,871,967	January 3, 1995
The Golfer and design	1,493,214	June 21, 1988
The Worker and design	1,748,611	January 26, 1993