



MRD 6-22-98

100754584

To the Commissioner of Patents and Trademarks: Please send this document original documents or copy thereof.

1. Name of conveying party(ies):
Pope & Talbot, Inc.

Individuals Association
 General Partnership Limited Partnership
 Corporation—State of Delaware
 Other:

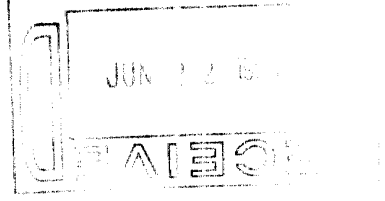
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Plainwell Inc.
200 Allegan Street
Plainwell, Michigan 49080

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation—State of Delaware
 Other:

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

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



3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: June 5, 1998

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

A. Trademark Application No.(s)

B. Trademark Reg. No.(s)
380,488; 651,760; 678,457; 721,015; 735,080; 759,242; and 1,137,859

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: John L. Beard
 Address: Merchant, Gould, Smith, Edell, Welter & Schmidt, P.A.
 3100 Norwest Center
 90 South Seventh Street
 Minneapolis, MN 55402-4131

6. Total number of applications and trademarks involved: 7

7. Total fee (37 CFR 3.41): \$190.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number 13-2725

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.

John L. Beard *[Signature]* June 17, 1998
 Name of Person Signing Signature Date

Total number of pages including cover sheet attachments, and document: 6

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

TRADEMARK
REEL: 1747 FRAME: 0231

00000099 300460
07/02/1998 TT0031
40.00 DP
150.00 DP

ASSIGNMENT

WHEREAS, Pope & Talbot, Inc. ("Assignor"), a Delaware corporation, having an office at 1200 Forest Street, Eau Claire, Wisconsin 54703, is the owner of the trademarks and trademark registrations that are marked by an asterisk on the attached schedule;

WHEREAS, Plainwell Inc. (Assignee"), a Delaware corporation, having an office at 200 Allegan Street, Plainwell, Michigan 49080, is desirous of acquiring all right, title and interest in and to said trademarks and trademark registrations;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Pope & Talbot, Inc. has sold, assigned and transferred, and by these presents does sell, assign and transfer unto said Plainwell Inc. its successors or assigns, the entire right, title and interest for all countries in and to said trademarks and trademark registrations that are marked with an asterisk in the attached Schedule, including all common law trademark or trade name rights in said mark(s), and with the goodwill and other incidents of its business associated with or symbolized by said trademarks and the right to recover and have damages and profits for past infringement, if any.

Assignee acquired all of the business to which the marks pertain, and as of the effective date of this Assignment, such business was ongoing and existing.

IN WITNESS WHEREOF, the Assignor has caused this instrument to be executed by its duly authorized corporate officer this 5th day of June, 1998.

Pope & Talbot, Inc.,
"Assignor"

By *Michael Flannery*
Printed Name Michael Flannery
Title PRESIDENT

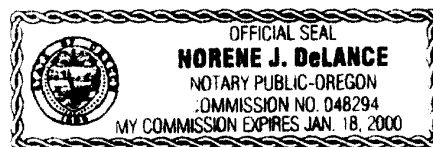
*STATE OF OREGON
COUNTY OF MULTNOMAH*

Subscribed and sworn to before me

on this 5 day of June, 1998.

Norene J. DeLance
Notary Public

My Commission Expires 1/18/00



Schedule of Marks to be Assigned from Pope & Talbot, Inc.

Thursday, November 06, 1997

Trademark List

Page: 1

Trademark Name	Case Number	Sub Resp Case Off	Status	Attorneys	Application Number /Filing Date	Registration Number/Date	Renewal Date	First Use Date
BABY DESIGN Country: UNITED STATES	5457 - 0064	04 MP	Registered	JLB	294554 22-Jan-1981	1229956 08-Mar-1983	08-Mar-2003	
Owner: POPE Classes: 25								
BAMBI & DESIGN Country: UNITED STATES	5457 - 0052	01 MP	Registered	JLB	313453 02-Dec-1968	895055 21-Jul-1970	21-Jul-2000	
Owner: POPE Classes: 37								
BEST VALUE Country: UNITED STATES	5457 - 0004	01 MP	Registered	TMD		735080	24-Jul-2002	
Owner: POPE Classes: 37						24-Jul-1962		
BONNIE & DESIGN Country: UNITED STATES	5457 - 0048	02 MP	Registered	JLB	580497 15-Jun-1949	533689 21-Nov-1950	21-Nov-2000	
Owner: POPE Classes: 37								
CAPRI Country: MEXICO	5457 - 0005	01 MP	Registered	TMD	147990	525179	20-Aug-2002	
Owner: POPE Classes: 16					20-Aug-1992	05-Jul-1996		
Agent: OLIV OLIVARES AND CIA								
CAPRI Country: UNITED STATES	5457 - 0005	01 MP	Registered	TMD		1137859	15-Jul-2000	
Owner: POPE						15-Jul-1980		
CO-ED Country: UNITED STATES	5457 - 0007	01 MP	Registered	TMD		721015	05-Sep-2001	
Owner: POPE						05-Sep-1961		
DOVALS & DESIGN Country: UNITED STATES	5457 - 0053	01 MP	Registered	JLB	574113 18-Feb-1949	526958 27-Jun-1950	27-Jun-2000	
Owner: POPE Classes: 37								
ESSEX Country: UNITED STATES	5457 - 0158	01 MP	Registered	TMD	74/624840	2057945	29-Apr-2007	
Owner: POPE Classes: 16					23-Jan-1995	29-Apr-1997		

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* * * 74 FRAME: 0225 * * *

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Trademark Name	Case Number	Sub Case	Resp Off	Status	Attorneys	Application Number / Filing Date	Registration Number/Date	Renewal Date	First Use Date
* GAYETY Country: CANADA	5457 - 0009	01	MP	Registered	TMD	710250	433917	30-Sep-2009	
	Owner: POPE				JLB	04-Aug-1992	30-Sep-1994		
				Agent: SIM	SIM & MCBURNEY				
* GAYETY Country: MEXICO	5457 - 0009	01	MP	Registered	TMD	147991	448001	20-Aug-2002	
	Owner: POPE			JLB	20-Aug-1992	03-Dec-1993			
				Agent: OLIV OLIVARES AND CIA					
* GAYETY Country: UNITED STATES	5457 - 0009	01	MP	Registered	JLB		759242	29-Oct-2003	
	Owner: POPE						29-Oct-1963		
	Classes: 37								
* GENTLE TOUCH Country: ARGENTINA	5457 - 0105	01	MP	Registered	TMD	1866316	1505711	28-Feb-2004	
	Owner: POPE			JLB	23-Dec-1992	28-Feb-1994			
	Classes: 16			Agent: HAU HAUSHEER BELGRANO & FERN					
* GENTLE TOUCH Country: MEXICO	5457 - 0105	01	MP	Registered	TMD	152109	469106	14-Oct-2002	
	Owner: POPE			JLB	14-Oct-1992	10-Aug-1994			
				Agent: OLIV OLIVARES AND CIA					
* KIP Country: UNITED STATES	5457 - 0010	01	MP	Registered	TMD		678457	12-May-1999	
	Owner: POPE				JLB		12-May-1959		
	Classes: 37								
* LAMBKIN & DESIGN Country: UNITED STATES	5457 - 0043	01	MP	Registered	JLB	319974	905150	29-Dec-2000	
	Owner: POPE					24-Feb-1969	29-Dec-1970		
	Classes: 37								
* NATURE'S CHOICE Country: UNITED STATES	5457 - 0090	01	MP	Registered	TMD	74/062282	1964334	26-Mar-2006	
	Owner: POPE			JLB	24-May-1990	26-Mar-1996			
	Classes: 16								

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Trademark Name	Case Number	Sub Case	Resp Off	Status	Attorneys	Application Number / Filing Date	Registration Number / Date	Renewal Date	First Use Date
* PERT	5457 - 0012	01	MP	Registered	TMD	1853532	1835225	30-Sep-2004	
Country: ARGENTINA	Owner: POPE				JLB	20-Aug-1992	30-Sep-1994		
	Classes: 16			Agent: HAU HAUSHEER BELGRANO & FERN					
* PERT	5457 - 0012	01	MP	Registered	JLB	147992	446537	20-Aug-2002	
Country: MEXICO	Owner: POPE					20-Aug-1992	16-Nov-1993		
	Classes: 16			Agent: OLIV OLIVARES AND CIA					
* PERT	5457 - 0012	01	MP	Registered	TMD		380488	20-Aug-2000	
Country: UNITED STATES	Owner: POPE				JLB		20-Aug-1940		
* SNO-E	5457 - 0016	01	MP	Registered	TMD		651760	17-Sep-2007	
Country: UNITED STATES	Owner: POPE				JLB		17-Sep-1957		

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Trademark Name	Case Number	Sub Case	Resp Off	Status	Attorneys	Application Number /Filing Date	Registration Number/Date	Renewal Date	First Use Date
CAPRI	5457 - 0005	02	MP	Pending	JLB	75/315035			
Country: UNITED STATES						26-Jun-1997			
	Classes: 16								
HOLIDAY CLASSICS	5457 - 0151	01	MP	Pending	JLB	74/618152	2151103		
Country: UNITED STATES	Owner: POPE					05-Jan-1995	14-Apr-1998		
	Classes: 16								
KITCHEN COLLECTION	5457 - 0093	01	MP	Pending	JLB	74/153136			
Country: UNITED STATES	Owner: POPE					01-Apr-1991			
	Classes: 16								
RITZ	5457 - 0115	01	MP	Pending	JLB	728856			
Country: CANADA	Owner: POPE					13-May-1993			
						Agent: SIM SIM & MCBURNEY			
RITZ	5457 - 0115	01	MP	Pending	JLB	168736			
Country: MEXICO	Owner: POPE					26-May-1993			
	Classes: 16								
RITZ	5457 - 0115	01	MP	Pending	JLB	74/342873			
Country: UNITED STATES						23-Dec-1992			
	Classes: 16								

TRADEMARK