

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Conopco, Inc.		07/07/2004	CORPORATION: NEW YORK

RECEIVING PARTY DATA	
Name:	Phoenix Brands LLC f/k/a Winter Holdings LLC
Street Address:	399 Park Avenue
Internal Address:	9th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Serial Number:	76523040	SUN GUARD

CORRESPONDENCE DATA	
Fax Number:	(860)275-8299
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	8602758200
Email:	adoolan@rc.com
Correspondent Name:	Alaine C. Doolan c/o Robinson & Cole LLP
Address Line 1:	280 Trumbull Street
Address Line 4:	Hartford, CONNECTICUT 06103

NAME OF SUBMITTER:	Alaine C. Doolan
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Total Attachments: 1 source=Phoenix Brands Assignment SUNGUARD#page1.tif
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TRADEMARK ASSIGNMENT

WHEREAS, CONOPCO, INC., a New York corporation, having offices at 390 Park Avenue, New York, New York 10022 (hereafter "Assignor") is the owner in the United States of the trademark SUN GUARD for fabric care products in International Class 3 (hereafter "the Trademark") and a corresponding application for registration of the Trademark, namely, Serial No. 76/523040 (hereafter "the Application"); and


WHEREAS, PHOENIX BRANDS LLC, f/k/a WINTER HOLDINGS LLC, a limited liability company organized under the laws of the State of Delaware, having offices at 399 Park Avenue, 9<sup>th</sup> Floor, New York, New York 10022 (hereafter "Assignee") is desirous of acquiring the Trademark and the Application.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor hereby assigns to Assignee all of its right, title and interest in and to the Trademark, together with the goodwill of the business symbolized thereby, and the Application.

Assignor will, without additional consideration but at Assignee's full cost and expense, take such further actions and execute promptly such further document as are reasonably necessary to effect and record the above assignment.

Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States to register the same in the name of Assignee and Assignee's successors, assigns and other legal representatives in accordance with the terms of this instrument.

CONOPCO, INC.

By:   
Name: Mitchell A. Frank  
Title: Assistant Secretary

Dated: July 7, 2004