

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
-----------------------	--

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Conopco, Inc.		12/06/2003	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: 10

Property Type	Number	Word Mark
Registration Number:	2612465	RIT
Registration Number:	0365792	RIT
Registration Number:	1517720	DESIGN-IT
Registration Number:	1647831	FAST FADE
Registration Number:	1644203	WHITE-WASH
Registration Number:	1461587	NIAGARA
Serial Number:	76509631	NIAGARA
Serial Number:	76509333	NIAGARA EASYIRON
Registration Number:	2354369	
Registration Number:	1753432	PROFESSIONAL FINISH

CORRESPONDENCE DATA

Fax Number: (860)275-8299
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 8602758200

OP \$265.00 2612465

Email: adoolan@rc.com
Correspondent Name: Robinson & Cole LLP
Address Line 1: 280 Trumbull Street
Address Line 4: Hartford, CONNECTICUT 06103

NAME OF SUBMITTER:

Alaine C. Doolan

Total Attachments: 2

source=Phoenix Conopco Assignment#page1.tif

source=Phoenix Conopco Assignment#page2.tif

TRADEMARK ASSIGNMENT

WHEREAS, CONOPCO, INC., a New York corporation, having offices at 390 Park Avenue, New York, New York, 10022 (hereinafter "ASSIGNOR"), is owner of the United States trademarks, and the registrations and applications therefor, listed on the attached Schedule A (the "TRADEMARKS"); 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, 9th Floor, New York, New York, 10022 (hereinafter "ASSIGNEE"), is desirous of acquiring said trademarks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said ASSIGNOR does hereby assign to ASSIGNEE all right, title and interest in and to the Trademarks together with the goodwill of the business symbolized by said trademarks.

IN TESTIMONY WHEREOF, ASSIGNOR has caused this agreement to be executed effective as of the Closing Date, as that term is defined in the Asset Purchase Agreement between Conopco, Inc. and Winter Holdings LLC, dated December 6, 2003.

Assignor will, without additional consideration but at Assignee's full cost and expense, take such further actions and execute promptly such further documents as are reasonably necessary to effect and record the above assignment, including any actions or documents required by the applicable registrar to document the transfer herein or as may be necessary to protect, secure and vest good, valid and marketable title to the Trademarks and related rights in Assignee.

Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any officer of any country or countries foreign to the United States, whose duty it is to register Trademarks or other evidence or forms of intellectual property protection or applications, 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: Mark J. Lewis
Name: _____
Title: _____

SCHEDULE A

RIT	2612465
RIT	365792
DESIGN-IT	1517720
FAST FADE	1647831
WHITE-WASH	1644203
NIAGARA	1461587
NIAGARA	(76/509631)
NIAGARA EASY IRON	(76/509333)
Iron Device	2354369
PROFESSIONAL FINISH	1753432

2337906