

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Nice-Pak Products, Inc.		06/18/2007	CORPORATION: NEW YORK

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Professional Disposables International, Inc.
<b>Street Address:</b>	2 Nice-Pak Park
<b>City:</b>	Orangeburg
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10962-1376
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 20**

Property Type	Number	Word Mark
Registration Number:	1494752	ACTION
Registration Number:	2903957	CASINO CLEAN
Registration Number:	1192402	DUO-SWAB
Registration Number:	2320037	HYGEA
Registration Number:	1183403	IO-GONE
Registration Number:	2559607	MEDI-SOOTHE
Registration Number:	2367823	PDI
Registration Number:	1163330	PDI
Registration Number:	2936179	SANI CART WIPE
Registration Number:	3139927	SANI-BRACKET
Registration Number:	1665082	SANI-CLOTH
Registration Number:	1574337	SANI-DEX
Registration Number:	1891613	SANI-HANDS
Registration Number:	3108134	SANI-SURFACE

**CH \$515.00 1494752**

Registration Number:	2125758	SANI-SYSTEM
Registration Number:	2565754	SANI-WIPE
Registration Number:	2058087	SEE CLEAR
Registration Number:	3070275	SHIELD 'N PROTECT
Registration Number:	2306502	THERMO-SAN
Registration Number:	0719409	WET-NAP

**CORRESPONDENCE DATA**

Fax Number: (404)572-5134  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 404-572-4691  
Email: jhannon@kslaw.com  
Correspondent Name: James M. Hannon  
Address Line 1: 1180 Peachtree Street  
Address Line 2: King & Spalding LLP  
Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	11683.009003
NAME OF SUBMITTER:	James M. Hannon
Signature:	/James M. Hannon/
Date:	07/30/2007

**Total Attachments: 7**  
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**EXECUTION VERSION**

**TRADEMARK ASSIGNMENT**

This TRADEMARK ASSIGNMENT (the "Assignment"), dated as of June 18, 2007, is made by and between NICE-PAK PRODUCTS, INC., a New York corporation ("Company" or "Assignor") and PROFESSIONAL DISPOSABLES INTERNATIONAL, INC., a Delaware corporation and wholly owned subsidiary of the Company ("PDI" or "Assignee"). Capitalized terms used and not otherwise defined in this license will have the meanings ascribed to such terms in the Agreement.

**WHEREAS**, the Parties have entered into a Contribution and Distribution Agreement dated as of June 18, 2007 and an Intellectual Property Agreement (the "IP Agreement") dated as of June 18, 2007.

**WHEREAS**, as set forth in the IP Agreement, Assignor is the owner of the trademarks and service marks set forth on Exhibit A attached hereto and made a part hereof, together with the goodwill of the business symbolized by each such trademark and service mark and the registrations and applications therefor (hereinafter the "Trademarks"); and

**WHEREAS**, Assignee desires to acquire the Trademarks and the goodwill of the business pertaining thereto along with the registrations and applications therefore.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee the entire right, title and interest of Assignor in and to the Trademarks, including the applications and registrations, together with the goodwill of the business pertaining thereto including all rights to damages and profits, due or accrued, arising out of past infringements, and the right to sue and recover for the same.

Assignor agrees that it will execute or arrange for execution of such further documents as may be necessary, if any, from Assignor to permit Assignee to record Assignor's assignment to Assignee of said Trademarks, and the registrations and applications therefor.

IN WITNESS WHEREOF, the Parties have caused this Assignment to be signed by a duly authorized officer and delivered on this 18<sup>th</sup> day of June, 2007.

NICE-PAK PRODUCTS, INC.

By: *[Signature]*

Name: Mitchell Goldstein  
Title: Chief Financial Officer

ACKNOWLEDGMENT

STATE OF NEW YORK )  
COUNTY OF [New York] ) ss: Natalie Posteau

On this 18<sup>th</sup> day of June 2007, before me personally appeared Mitch Goldstein, to me known, who, being by me duly sworn, did depose and say that he/she is Chief Financial Officer of Nice-Pak Products, Inc. the Assignor above-named, and acknowledged that he/she executed the foregoing Assignment on behalf of said Assignor and pursuant to authority duly received.

**NATALIE E. POSTEAU**  
**Notary Public, State of New York**  
**No. 02PO6139708**  
**Qualified in New York County**  
**Commission Expires January 17, 2010**

\_\_\_\_\_  
[NOTARY SEAL]

\_\_\_\_\_  
NOTARY PUBLIC

PROFESSIONAL DISPOSABLES INTERNATIONAL, INC.

By: \_\_\_\_\_

Name: Zachary Julius  
Title: President

ACKNOWLEDGMENT

STATE OF NEW YORK        )  
  ) ss:  
COUNTY OF Rockland    )

On this 14 day of ~~April~~ <sup>JUNE 2007</sup> 2007, before me personally appeared Zachary Julius to me known, who, being by me duly sworn, did depose and say that he/she is President of PDI the Assignee above-named, and acknowledged that he/she executed the foregoing Assignment on behalf of said Assignee and pursuant to authority duly received.


\_\_\_\_\_  
[NOTARY SEAL]


Sandra Giga  
NOTARY PUBLIC

SANDRA GIGA  
Notary Public, State of New York  
No. 4953619  
Qualified in Rockland County  
Term Expires 7/17/07

**EXHIBIT A**

Argentina	PDI	Reg. No. 1819070	Class 05: Antiseptic towelettes, alcohol prep pads, iodine prep pads and swabsticks, perineal wipes, antimicrobials and disinfectants
Australia	CHLORASCRUB	Reg. No. 888153	Class 05: Antimicrobial skin cleanser for human use
Australia	HYGEA	Reg. No. 586615	Class 05: Sanitary preparations including pre-moistened towelettes, impregnated for personal hygiene, and personal cleansing washcloths
			Class 03: Personal cleansing washcloths and skin cleansers
Australia	PDI	Reg. No. 805609	Class 05: Antiseptic towelettes, alcohol prep pads, iodine prep pads and swabsticks, perineal wipes and disinfectants
Canada	CHLORADERM	App. No. 1249334	Antimicrobial skin cleanser for human use only
Canada	CHLORASCRUB	Reg. No. 584063	Antimicrobial skin cleanser for human use only
Canada	HYGEA	Reg. No. 417988	Medicated cleansing wipes
Canada	MEDI-SOOTHE	Reg. No. 578521	Pre-moistened medicated hemorrhoidal/vaginal wipes
			Flexible pouch containing medicinals such as: a non-woven fiber impregnated with 70% isopropyl alcohol; non-woven towelette containing benzalkonium chloride; applicator impregnated with adhesive solubilizer for adhesive removal; non-woven applicator impregnated with iodine poloxamer preparation; rayon tipped plastic applicator impregnated with poloxamer iodine preparation; rayon tipped swabs moistened with glycerin and lemon flavor; applicator impregnated with deodorant material; castile soap consisting of soap water glycerin as a soap suds enema; electrode skin prep pad consisting of applicator alcohol and pumice; towelette impregnated with poloxamer iodine compound; liquid benzalkonium chloride and isopropyl alcohol; scrub sponge consisting of plastic hand and nail brush combined with porous sponge impregnated with poloxamer iodine and lathering agent; water soluble lube jelly
Canada	PDI	Reg. No. 459884	
Canada	PDI	Reg. No. 526012	Personal cleansing washcloths and skin cleaners, antiseptic towelettes, alcohol prep pads, iodine prep pads and swabsticks, perineal wipes, antimicrobials and disinfectants used topically on the skin
Canada	WET-NAP	Reg. No. 195832	Napkin size paper cloth saturated with scented skin cleanser
China	PDI	Reg. No. 4331922	Class 05: Antiseptic towelettes, alcohol prep pads, iodine prep pads and swabsticks, perineal wipes, antimicrobials and disinfectants
Community Trademark	CHLORASCRUB	Reg. No. 2370013	Class 05: Antimicrobial skin cleanser for human use only
Community Trademark	MEDI-SOOTHE	Reg. No. 1560440	Class 05: Pre-moistened medicated hemorrhoidal/vaginal wipes.
			Class 03: Personal cleansing washcloths and skin cleansers
Community Trademark	PDI	Reg. No. 1224104	Class 05: Antiseptic towelettes, alcohol prep pads, iodine prep pads and swabsticks, perineal wipes, antimicrobials and disinfectants

Community Trademark	SANI-CLOTH	Reg. No. 3348349	Class 03: Non-medicated toilet preparations; cleaning, polishing and scouring preparations and substances; pads and tissues, all impregnated with non-medicated preparations for toilet purposes; pre-moistened disposable towelettes
Community Trademark	WET-NAP	Reg. No. 600817	<p>Class 03: Bleaching preparations and other substances for laundry use; cleaning, polishing, scouring and abrasive preparations; soaps, pre-moistened towelettes for cleaning the skin; perfumery, essential oils, cosmetics, hair lotions; dentifrices</p> <p>Class 05: Pharmaceutical, veterinary and sanitary preparations; dietetic substances adapted for medical use, food for babies; plasters, materials for dressings; material for stopping teeth, dental wax; disinfectants; preparations for destroying vermin; fungicides, herbicides</p> <p>Class 16: Paper, cardboard and goods made from these materials, not included in other classes; printed matter; bookbinding material; photographs; stationery; adhesives for stationery or household purposes; artists' materials; paint brushes; typewriters and office requisites (except furniture); instructional and teaching material (except apparatus); plastic materials for packaging (not included in other classes); playing cards; printers' type; printing blocks</p>
France		Reg. No. 1434680	<p>Classes 3, 5, 10, 21: Tampons impregnated of fibre non woven for eliminating or reducing population bacterial for surface of skin before injection or taking samples of blood in vein, tampon impregnated for cleaning skin for obtaining certain ~antiseptie~ for unsticking adhesive tapes of skin and eliminating irritation, and pain for sterilizing skin before injection or removal fluids, for destroying bacteria, fungi, virus and other bacteria pathogenic, applicators of plastic for tacks rayon impregnated forsterilizing skin before incision, injection and taking samples of blood; brushes for animal hair rayon impregnated, with handle of plastic for use for care of lips, of draught and of oral cavity in case of weak absorption of liquids, for avoidingdesiccating lips, of draught. Tampons deodorants for elimination bad odors and cleansing of atmosphere. Soap for rectal injections for water ~savonnee~, tampons for cleaning of skin before application of metal electrodes for electro cardiograms, tampons impregnated for application of composite iodized on surface of body for whitewashing and sterilizing body before all removal.</p> <p>Liquid for disinfection thermometers and instruments, hand brushes and nails combined with impregnated sponges liquid germicide and disinfectant for cleaning</p> <p>and sterilization of hands prerequisite for surgical interventions; jelly water soluble</p> <p>for lubrication instruments and other devices before insertion in openings; tampons of fibre non woven impregnated softeners and scented containing water for</p> <p>cleaning and freshening of patients immobile, tampons non woven textile fabrics saturated</p> <p>solution for elimination tasks of blood, carriers for sponges form triangular compressed</p> <p>used of medicine andlaboratory testing. All these products being conditioned in</p> <p>packaging for opening by tearing.</p>

			Classes 5 and 10: Methanol, ethanol and isopropanol for medicinal and sanitary purposes; disinfectants; cleansing agents for medicinal and sanitary purposes; enema concentrates; agents and devices for removing skin plasters; reagents for medical purposes for examining body fluids; sponges and textile products, namely as gauzes, pads, swabs, nonwovens and towels for medical, surgical and hygienic purposes, also soaked with deodorants, moistening agents, disinfectants, fresheners or cleansing agents; lubricants (with the exception of preserving lubricants) for medical and surgical instruments and devices; sponges for medical diagnostic purposes; pumice for medical purposes
Germany		Reg. No. 975723	
Germany	SANI-CLOTH	Reg. No. 1121022	Class 21: Textiles, particularly rayon, moist cleansing cloths
Mexico	CHLORASCRUB	Reg. No. 731567	Class 05: Antimicrobial skin cleanser for human use only
Mexico	MEDI-SOOTHE	Reg.No. 685003	Class 05: Pre-moistened medicated hemorrhoidal/vaginal wipes.
Mexico	PDI	Reg. No. 684863	Class 05: Antiseptic towelettes, alcohol prep pads, iodine prep pads and swabsticks, perineal wipes, antimicrobials and disinfectants
Panama	PDI	Reg. No. 32305	Class 05: Pharmaceutical, veterinary and sanitary preparations; dietetic substances adapted for medical use, food for babies; plasters, materials for dressings; material for stopping teeth, dental wax; disinfectants; preparations for destroying vermin; fungicides, herbicides
Panama	WET-NAP	Reg. No. 32167	Class 03: Napkin size paper cloth saturated with scented skin cleanser
Spain	PDI	Reg. No. 860504	Class 10: Applicators in form of small napkins impregnated of anticeptical substances, bactericides, disinfectants, sterilizers, solubilizers, deodorants and air fresheners; surgical sponges, all wrapped in disposable bags for medical, clinical, and surgical purposes
Spain	PDI NICE-PAK PRODUCTS, INC.	Reg. No. 860503	Class 05: Anticeptical substances, disinfectants, bactericides, sterilizers, solubilizers, deodorants and air fresheners; all for medical, clinical, and surgical purposes; medicated soap
			Class 05: Products packed in flexible bags for medical purposes such as for disinfection, for facilitating of removal of plasters, for sterilization of the skin, for prevention of dehydration of the mouth and the lips, for disinfection of nursing instruments, for smell removal, etc.
Sweden	PDI	Reg. No. 162564	Class 10: Surgical, medical, odontological and veterinary apparatus and instruments, including artificial limbs, eyes, and teeth
Taiwan	PDI	Reg. No. 952426	Class 05: Antiseptic towelettes, alcohol prep pads, iodine prep pads and swabsticks, perineal wipes, antimicrobials and disinfectants
United Kingdom	SANI-CLOTH	Reg. No. 1314987	Class 03: Non-medicated toilet preparations; cleaning, polishing and scouring preparations and substances; pads and tissues, all impregnated with non-medicated preparations for toilet purposes; pre-moistened disposable towelettes
United Kingdom	SANI-WIPE	Reg. No. 1314986	Class 03: Non-medicated toilet preparations for wiping; cleaning, polishing and scouring wipes, pads and tissues, all impregnated with non-medicated preparations for wiping, pre-moistened disposable towelettes for wiping
United States	ACTION	Reg. No. 1494752	Class 03: Individually packaged moist towels
United States	CASINO CLEAN	Reg. No. 2903957	Class 03: Pre-moistened non-medicated towelettes for personal use
United States	DUO-SWAB	Reg. No. 1192402	Class 05: Antiseptic applicators
United States	HYGEA	Reg. No. 2320037	Class 03: Non-medicated pre-moistened sanitary cloths for cleansing use



United States	IO-GONE	Reg. No.1183403	Class 03: Chemically impregnated pad to remove iodine stains from skin and clothing
United States	MEDI-SOOTHE	Reg. No.. 2559607	Class 05: Pre-moistened, medicated hemorrhoidal/vaginal wipes
United States	PDI	Reg. No. 2367823	Class 03: Pre-moistened cosmetic towelettes for personal cleansing and skin cleansers  Class 05: Pre-moistened medicated towelettes and pads impregnated with antiseptic, iodine or alcohol; pre-moistened medicated cotton swabs; pre-moistened medicated wipes for perineal use impregnated with disinfectants namely antimicrobials
United States	PDI	Reg. No. 1163330	Class 05: Flexible pouch containing medicinals such as: a non woven fiber impregnated with 70% isopropyl alcohol; non woven towelette containing benzalkonium chloride; applicator impregnated with adhesive solubilizer for adhesive removal; non woven applicator impregnated with iodine poloxamer preparation; rayon tipped plastic applicator impregnated with poloxamer iodine preparation; rayon tipped swabs moistened with glycerin and lemon flavor; applicator impregnated with deodorant material; castile soap consisting of soap water glycerin as a soap suds enema; electrode skin prep pad consisting of applicator alcohol and pumice; towelette impregnated with poloxamer iodine compound; liquid benzalkonium chloride and isopropyl alcohol; scrub sponge consisting of plastic hand and nail brush combined with porous sponge impregnated with poloxamer iodine and lathering agent; water soluble lube jelly; and the like
United States	SANI CART WIPE	Reg. No. 2936179	Class 03: Premoistened wipes to sanitize grocery cart handles
United States	SANI-BRACKET	Reg. No. 3139927	Class 06: Metal wall brackets for disposable wipes impregnated with sanitizers and disinfectants
United States	SANI-CLOTH	Reg. No. 1665082	Class 24: Germicidal disposable cloths for disinfecting environmental hard surfaces
United States	SANI-DEX	Reg. No. 1574337	Class 05: Antiseptic premoistened towelettes
United States	SANI-HANDS	Reg. No. 1891613	Class 05: Antiseptic premoistened towelettes
United States	SANI-SURFACE	Reg. No. 3108134	Class 21: Pre-moistened towelettes for cleaning surfaces
United States	SANI-SYSTEM	Reg. No. 2125758	Class 03: Pre-moistened sanitary antimicrobial wiping cloths
United States	SANI-WIPE	Reg. No. 2565754	Class 05: Disposable wipes impregnated with sanitizers and disinfectants for use in cleaning food preparation surfaces
United States	SEE CLEAR	Reg. No. 2058087	Class 03: Disposable tissue wipes impregnated with chemicals or compounds for cleansing eyeglasses
United States	SHIELD 'N PROTECT	Reg. No. 3070275	Class 05: Pre-moistened medicated wipes for providing a skin barrier
United States	THERMO-SAN	Reg. No. 2306502	Class 05: Medicated pre-moistened disinfecting towelettes and medicated pre-moistened disinfecting wipes
United States	WET-NAP	Reg. No. 719409	Class 03: Napkin size paper cloth saturated with scented skin cleanser

TRADEMARK

RECORDED: 07/31/2007

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