TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM433455

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Weyerhaeuser NR Company		12/01/2016	Corporation:

RECEIVING PARTY DATA

Name:	International Paper Company
Street Address:	6400 Poplar Avenue
City:	Memphis
State/Country:	TENNESSEE
Postal Code:	38197
Entity Type:	Corporation: NEW YORK

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	87058522	ELEGANCE
Serial Number:	87077721	INTERLACE
Serial Number:	87118727	INTERLACE
Registration Number:	3757889	MATRIX
Registration Number:	2974218	PEACH
Registration Number:	4795544	THRIVE
Serial Number:	87077142	VALENCE
Serial Number:	87077164	VALENCE PRIME

OP $215.00 87058522

CORRESPONDENCE DATA

Fax Number: 2062240779

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2066828100
Email: efiling@cojk.com
Correspondent Name: Everett E. Fruehling, Esq.
Address Line 1: 1201 Third Avenue, Suite 3600
Address Line 4: Seattle, WASHINGTON 98101

NAME OF SUBMITTER:	Everett E. Fruehling, Esq.
SIGNATURE:	/Everett E. Fruehling/

DATE SIGNED:	06/30/2017

Total Attachments: 11
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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "**Assignment**"), dated as of December 1, 2016, is made between Weyerhaeuser NR Company ("**Assignor**"), a Washington corporation, located at 33633 Weyerhaeuser Way South, Federal Way, Washington, 98003, United States of America, in favor of International Paper Company ("**Assignee**"), a New York corporation, located at 6400 Poplar Avenue, Memphis, Tennessee, 38197, United States of America, the purchaser of Assignor's cellulose fibers business (the "**Business**") pursuant to a Purchase Agreement between Assignee and Assignor, dated as of May 1, 2016 (as amended and restated on August 12, 2016, and as further amended, modified or supplemented from time to time in accordance with its terms, the "**Purchase Agreement**"). Unless otherwise indicated, capitalized terms used herein without definitions shall have the meanings specified in the Purchase Agreement.

W I T N E S S E T H:

WHEREAS, under the terms of the Purchase Agreement, Assignor has agreed to sell, transfer, assign and deliver to Assignee, among other assets, all rights, title and interest in the trademark registrations and trademark applications included as Transferred Intellectual Property (excluding the Transferred Intellectual Property related to northern bleached softwood kraft pulp), including as set forth in Schedule A (the "**Assigned Trademarks**");

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:

SECTION 1. Assignment. Assignor hereby sells, transfers, assigns and delivers to Assignee, and Assignee hereby accepts the sale, transfer, assignment and delivery of, all of Assignor's right, title and interest in, to and under the Assigned Trademarks together with all the goodwill associated with the use of or symbolized by the Assigned Trademarks; all rights of enforcement and the rights, interests, claims and demands recoverable in law or equity, that Assignor has or may have in profits and damages for past, present, and future infringements, unfair competition, passing off or other conflicts relating to the Assigned Trademarks, including, without limitation, the right to compromise, sue for and collect such profits and damages; all rights of priority resulting from the filing of the Assigned Trademarks, and all other rights, including common law rights, relating to the Assigned Trademarks, to the extent such rights exist or may exist in the future, each to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its successors, assigns and legal representatives as said rights would have been held and enjoyed by such Assignor had this assignment and sale not been made.

SECTION 2. Recordation. Assignor hereby authorizes the Commissioner for Trademarks in the United States Patent and Trademark Office and other empowered officials of the United States Patent and Trademark Office and the officials of

corresponding entities or agencies in any applicable jurisdictions to record and register this Assignment upon request by Assignee.

SECTION 3. No Modification of the Purchase Agreement. This Assignment shall not enlarge, restrict or otherwise modify the terms of the Purchase Agreement or constitute a waiver or relapse of any of the terms of the Purchase Agreement, including, without limitation, the representations, warranties, covenants, agreements and indemnities set forth in the Purchase Agreement. In the event of any conflict between the provisions of this Assignment, on the one hand, and the provisions of the Purchase Agreement, on the other hand, the provisions of the Purchase Agreement shall control.

SECTION 4. Severability. The invalidity, illegality or unenforceability of any portion of this Assignment shall not affect the validity, force or effect of the remaining portions of this Assignment. If it is ever held that any restriction hereunder is too broad to permit enforcement of such restriction to its fullest extent, each party agrees that a court of competent jurisdiction may enforce such restriction to the maximum extent permitted by Law, and each party hereby consents and agrees that such scope may be judicially modified accordingly in any proceeding brought to enforce such restriction.

SECTION 5. Counterparts. This Assignment may be executed in one or more counterparts, each of which shall be deemed an original and all of which shall be considered one and the same agreement, and shall become effective when one or more counterparts have been signed by each of the parties hereto and delivered to the other parties.

SECTION 6. Successors and Assigns. Neither this Assignment nor any of the rights, interests or obligations of the parties hereunder may be assigned by any of the parties (including by operation of Law or otherwise) without the prior written consent of the other parties. Any attempted assignment in violation of this Section 6 shall be void. Subject to the immediately preceding sentences, this Assignment shall be binding upon, inure to the benefit of and be enforceable by, the parties hereto and their respective successors and permitted assigns.

SECTION 7. Governing Law; Enforcement. This Assignment and disputes relating hereto (whether for breach of contract, tortious conduct or otherwise) shall be governed by, and construed in accordance with the Laws of the United States, in respect to trademark issues and in all other respects including as to validity, interpretation and effect by the Laws of the State of Delaware regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof. Any disputes shall be resolved in accordance with Section 11.10 of the Purchase Agreement. **IN CONNECTION WITH ANY DISPUTE HEREUNDER, EACH PARTY HERETO WAIVES ITS RIGHT TO TRIAL OF ANY ISSUE BY JURY.**

SECTION 8. Amendments; Waiver. This Assignment may be amended, modified, superseded or canceled only by an instrument in writing signed by the Assignor and Assignee. Any of the provisions hereof may be waived only by an instrument in

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writing signed by or on behalf of the party waiving compliance. The failure or delay by any party to this Assignment to assert any of its rights under this Assignment or otherwise shall not constitute a waiver of such rights nor shall any single or partial exercise by any party to this Assignment of any of its rights under this Assignment preclude any other or further exercise of such rights or any other rights under this Assignment.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Assignor has duly executed and delivered this Trademark Assignment as of the date first written above.

WEYERHAEUSER NR COMPANY

By: _____

Name: Devin W. Stockfish

Title: SVP, General Counsel and Corporate Secretary

AGREED TO AND ACCEPTED:

INTERNATIONAL PAPER COMPANY

By: _____

C. Cato Ealy

SVP Corporate Development

[Signature Page to Weyerhaeuser Trademark Assignment]

IN WITNESS WHEREOF, Assignor has duly executed and delivered this Trademark Assignment as of the date first written above.

WEYERHAEUSER NR COMPANY

By: _____
Name:
Title:

AGREED TO AND ACCEPTED:

INTERNATIONAL PAPER COMPANY

By: _____
C. Cato Ealy
SVP Corporate Development

[Signature Page to Weyerhaeuser Trademark Assignment]

SCHEDULE A
ASSIGNED TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark	Country	IC	Goods and Services	Application and Registration Numbers	Filing and Registration Date
THINFLEX	BR	001	Pulp	825721180 825721180	Jul 18, 2003 Apr 1, 2008
THINFLEX	CA	00	Pulp for manufacturing purposes (wood).	1188358 697494	Aug 21, 2003 Sep 28, 2007
THINFLEX	JP	1	Pulp	730632003 5026876	Aug 26, 2003 Feb 23, 2007
PEACH	CA	00	Pulp, namely wood pulp for manufacturing purposes	1216765 702100	May 13, 2004 Nov 30, 2007
PEACH	CN	001	Pulp, namely wood pulp for manufacturing purposes	3901784 3901784	Feb 3, 2004 Jun 21, 2006
PEACH	KR	001	Pulp, namely wood pulp for manufacturing purposes	40-2004-0003465 40-0607838-00-00	Jan 28, 2004 Feb 3, 2005
PEACH	MX	001	Pulp, namely wood pulp for manufacturing purposes	653496 847131	Apr 27, 2004 Aug 17, 2004
PEACH	TW	001	Pulp, namely wood pulp for manufacturing purposes	093003267 1128497	Jan 29, 2004 Dec 1, 2004
PEACH	US	001	Pulp, namely, wood pulp for manufacturing purposes	78332762 2974218	Nov 25, 2003 Jul 19, 2005
PORT WENTWORTH SOFTWOOD	CN	001	Wood, paper pulp	4295470 4295470	Sep 30, 2004 Nov 28, 2007
PORT WENTWORTH SOFTWOOD (Chinese Characters)	CN	001	Wood, paper pulp	4295477 4295477	Sep 30, 2004 Oct 28, 2007
MATRIX	AU	001	wood pulp for manufacturing purposes	A0009245 934123	Aug 16, 2007 Apr 3, 2008
MATRIX	EM	001	wood pulp for manufacturing purposes	A0009245 934123	Aug 16, 2007 Sep 20, 2007
MATRIX	IB	001	wood pulp for manufacturing purposes	A0009245 934123	Aug 16, 2007 Sep 20, 2007
MATRIX	JP	001	wood pulp for manufacturing purposes	A0009245 934123	Aug 16, 2007 Jul 18, 2008
MATRIX	KR	001	wood pulp for manufacturing purposes	A0009245 934123	Aug 16, 2007 Sep 20, 2007
MATRIX	MY	001	wood pulp for use as an additive to or component of cement	07021136 07021136	Oct 29, 2007 Oct 12, 2012
MATRIX	TH	001	wood pulp for manufacturing purposes	679778 Kor282604	Nov 20, 2007 Nov 20, 2007
MATRIX	TW	001	wood pulp for manufacturing purposes	096039570 1314108	Aug 17, 2007 Jun 16, 2008
MATRIX	US	001	wood pulp for use as an additive to or component of cement	77015990 3757889	Oct 6, 2006 Mar 9, 2010
MATRIX	ZA	001	wood pulp for manufacturing purposes	200718545 200718545	Aug 17, 2007 Sep 3, 2010
PEARL	CN	001	Pulp	A0006133 903154	Oct 16, 2006 Nov 30, 2006
PEARL	EM	001	Pulp	A0006133 0903154	Oct 16, 2006 Nov 30, 2006
PEARL	IB	001	Pulp	A0006133 903154	Oct 16, 2006 Nov 30, 2006
PEARL	IN	001	Pulp	1490750	Sep 25, 2006

				1490750	Mar 31, 2011
PEARL	TH	001	Wood pulp; paper pulp	642397 Kor265858	Oct 19, 2006 Jun 16, 2006
PEARL	TW	001	Pulp	095048338 1257794	Sep 21, 2006 Apr 16, 2007
AWAYUKI	JP	001	wood pulp for manufacturing purposes	1122142007 5141361	Nov 2, 2007 Jun 13, 2008
TencelWeb	EM	016; 017; 024; 042	Paper materials consisting of or comprising nonwovens, in particular wipes, napkins of paper for removing make-up, babies' diapers of paper and cellulose, disposables, filtering materials (paper), filter paper, toilet paper, towels and face towels of paper, sheets of reclaimed cellulose for wrapping (including sausage casings); thermally insulating materials, electrically insulating materials; insulators; sealing materials; filter materials other than paper; soundproofing materials; adhesive bands other than stationary and not for medical or household purposes; padding and packing materials; paper for electrical capacitors; carbon fibers, other than for textile use; all aforementioned goods consisting of or compromising cellulose materials; foils of regenerated cellulose, other than for packing; Textiles and textile goods, consisting of or comprising cellulose materials, in particular nonwovens in the form of fabrics, films, sheets and foils, not including in other classes; Scientific and technological services, in particular in relation to the development of manufacturing processes in the field of cellulosic materials, particularly textile fibers, nonwoven fibers and fabrics, films and foils and other cellulosic molded bodies	008258535 008258535	Apr 14, 2009 Nov 22, 2009
TENCELWEB	CN	16	Paper for industrial use; Paper for technology use (not include insulating use) Paper for daily life Paper and plastic materials for packaging (not included in other classes)	7703932 7703932	Sep 17, 2009 Jun 28, 2011
TENCELWEB	JP	16; 17; 24; 42	paper goods and printed matter; Rubber goods; Fabrics; Scientific and technological services	2009052366 5357517	Jul 10, 2009 Oct 1, 2010
TENCELWEB	CN	17	Airtight shock-absorber not of metal; Gum, resin and semi-worked fabrics; Heat retaining materials; thermal and acoustic insulating materials; Materials and products for insulating purpose; Padding and stuffing materials of rubber or plastics	7703933 7703933	Sep 17, 2009 Nov 21, 2010
TENCELWEB	CN	42	Research and development service	7703934 7703934	Sep 17, 2009 Feb 21, 2011
THRIVE	CA		Polymer composite materials comprising cellulose for industrial use; Polymer composite materials comprising cellulose in the form of granules; Polymer composite materials comprising cellulose in the form of pellets; unprocessed plastics; unprocessed plastics in the form of granules for industrial use; unprocessed plastics in the form of granules for use in manufacture; Unprocessed plastic pellets; Semi-processed plastics; Semi-processed cellulose based plastics	1607234	Dec 14, 2012
THRIVE	CN	001; 017	Polymer composite materials comprising cellulose for industrial use; Polymer composite materials comprising cellulose in the form of granules; Polymer composite materials comprising cellulose in the form of pellets; unprocessed plastics;	1148518 1148518	Dec 14, 2013 Mar 17, 2014

			unprocessed plastics in the form of granules for industrial use; unprocessed plastics in the form of granules for use in manufacture; Unprocessed plastic pellets; Semi-processed plastics; Semi-processed cellulose based plastics		
THRIVE	EM	001; 017	Polymer composite materials comprising cellulose for industrial use; Polymer composite materials comprising cellulose in the form of granules; Polymer composite materials comprising cellulose in the form of pellets; unprocessed plastics; unprocessed plastics in the form of granules for industrial use; unprocessed plastics in the form of granules for use in manufacture; Unprocessed plastic pellets; Semi- processed plastics; semi-processed cellulose based plastics	1148518 1148518	Dec 14, 2012 Feb 21, 2013
THRIVE	IB	001; 017	Polymer composite materials comprising cellulose for industrial use; Polymer composite materials comprising cellulose in the form of granules; Polymer composite materials comprising cellulose in the form of pellets; unprocessed plastics; unprocessed plastics in the form of granules for industrial use; unprocessed plastics in the form of granules for use in manufacture; Unprocessed plastic pellets; Semi- processed plastics; semi-processed cellulose based plastics	A0033232 1148518	Dec 14, 2012 Feb 28, 2013
THRIVE	JP	001	Polymer composite materials comprising cellulose for industrial use; chemicals, namely cellulose in the form of fibers for use in polymer composites; chemicals, namely polymer composite material comprising cellulose in the form of granules; chemicals, namely polymer composite material comprising cellulose in the form of pellets; unprocessed polymers; unprocessed polymers in the form of granules for industrial use; chemicals, namely unprocessed polymer composites in the form of granules for use in manufacture; chemicals, namely unprocessed polymer composites in the form of pellets, Semi-processed plastics, namely semi-processed polymer composite; semi-processed plastics, namely semi-processed polymer composite comprising cellulose	1148518 1148518	Dec 14, 2012 May 2, 2014
THRIVE	KR	001; 017	Polymer composite materials comprising cellulose for industrial use; Polymer composite materials comprising cellulose in the form of granules; Polymer composite materials comprising cellulose in the form of pellets; unprocessed plastics; unprocessed plastics in the form of granules for industrial use; unprocessed plastics in the form of granules for use in manufacture; Unprocessed plastic pellets; Semi- processed plastics; semi-processed cellulose based plastics	1148518 1148518	Dec 14, 2012 Sep 2, 2013
THRIVE	US	001; 017	Polymer composite materials comprising cellulose for industrial use; Polymer composite materials comprising cellulose in the form of granules; Polymer composite materials comprising cellulose in the form of pellets; unprocessed plastics; unprocessed plastics in the form of granules for industrial use; unprocessed plastics in the form of granules for use in manufacture; Unprocessed plastic pellets; Semi- processed plastics; semi-processed cellulose based plastics	85688108 4795544	Jul 26, 2012 Aug 15, 2015
THRIVE	BR	001	Polymer composite materials comprising cellulose	840384378	Jan 7, 2013

			for industrial use; Polymer composite materials comprising cellulose in the form of granules; Polymer composite materials comprising cellulose in the form of pellets; unprocessed plastics; unprocessed plastics in the form of granules for industrial use; unprocessed plastics in the form of granules for use in manufacture; unprocessed plastic pellets	840384378	Oct 20, 2015
THRIVE	MX	001	Polymer composite materials comprising cellulose for industrial use; Polymer composite materials comprising cellulose in the form of granules; Polymer composite materials comprising cellulose in the form of pellets; unprocessed plastics; unprocessed plastics in the form of granules for industrial use; unprocessed plastics in the form of granules for use in manufacture; Unprocessed plastic pellets	1336702 1433089	Dec 19, 2012 Jul 26, 2012
THRIVE	BR	017	Semi- processed plastics; semi-processed cellulose based plastics	840384360 840384360	Jan 7, 2013 Oct 20, 2015
THRIVE	MX	017	Semi- processed plastics; semi-processed cellulose based plastics	1336703 1366786	Dec 19, 2012 Jul 26, 2012
KAMLOOPS SOCKEYE (Chinese characters)	CN	001	Wood, paper pulp	4295474 4295474	Sept 30, 2004 Nov 7, 2007
MATRIX	CN	001	Wood pulp for manufacturing purposes	A0009245 934123	Aug 16, 2007 Jul 18, 2008
TENCELWEB	US	003 005 016 017 018 024 042	(IC3) Wipes, namely, baby wipes, disposable wipes impregnated with cleansing chemicals or compounds for personal hygiene and/or household use, pre-moistened cosmetic wipes and wipes impregnated with a skin cleaner; (IC5) Babies' diapers of paper and cellulose; disposable diapers for baby, adult, pet and/or incontinence; (IC16) Paper materials consisting of or comprising nonwovens, namely, cellulose wipes; napkins of paper for removing make-up; disposable paper and cellulose napkins; disposable wipes not impregnated with chemicals or compounds; filtering materials, namely, filter paper; toilet paper; paper towels; face towels of paper; sheets of reclaimed cellulose for wrapping sausage casings, namely, absorbent pads of paper and cellulose for use in food packing; (IC17) Thermally insulating materials; electrical insulating materials; electric, thermal and acoustic insulators; sealing and insulating materials; filter materials other than paper, namely, nonwoven fleece or felt; soundproofing materials for buildings and machinery; adhesive bands other than stationery and not for medical or household purposes; padding materials of plastic or rubber; packing and insulating materials; packing materials for forming seals; paper for electrical capacitors; carbon fibers, other than for textile use; all aforementioned goods consisting of or comprising cellulose materials; foils of regenerated cellulose, other than for packing, namely, laminate foil consisting primarily of plastic with or without a metal layer for application to a substrate, metal foil for building insulation and polypropylene foil other than for packing; (IC18) Sheets of reclaimed/regenerated cellulose for use as cellulose food casing including	86081602 4741677	Oct 3, 2013 May 26, 2015

			sausage casing; (IC24) Textiles and textile goods, consisting of or comprising cellulose materials, namely, nonwoven fabrics and felts and nonwoven textile fabrics in film, sheet and foil form, not included in other classes; (IC42) Scientific and technological services, namely, the development of manufacturing processes in the field of cellulosic materials, particularly textile fibres, nonwoven fibres and fabrics, films and foils and other cellulosic moulded bodies		
THRIVE	IN	001 017	(IC1) Polymer composite materials comprising cellulose for industrial use; Polymer composite materials comprising cellulose in the form of granules; Polymer composite materials comprising cellulose in the form of pellets; unprocessed plastics; unprocessed plastics in the form of granules for industrial use; unprocessed plastics in the form of granules for use in manufacture; Unprocessed plastic pellets; (IC17) Semi-processed plastics; semi-processed cellulose based plastics	2461279	Jan 17, 2013
ELEGANCE	CA	00	Wood pulp, wood pulp for manufacturing purposes, cellulose, cellulose pulp	1789370	Jun 29, 2016
ELEGANCE	CN	001	Wood pulp, wood pulp for manufacturing purposes, cellulose, cellulose pulp	Awaiting confirmation of filing particulars	Jun 28, 2016
ELEGANCE	ID	001	Wood pulp, wood pulp for manufacturing purposes, cellulose, cellulose pulp	D002016038098	Aug 15, 2016
ELEGANCE	IB	00	Wood pulp, wood pulp for manufacturing purposes, cellulose, cellulose pulp	Convention Deadline is 12/2/16. Instructions provided to file Madrid App designating EU, JP, MX, PH, KR, TR, VN – Waiting for US app to publish before filing Madrid App. US App published 11/15/16.	
ELEGANCE	MY	001	Wood pulp, wood pulp for manufacturing purposes, cellulose, cellulose pulp.	2016063283	Jul 22, 2016
ELEGANCE	TW	001	Wood pulp, wood pulp for manufacturing purposes, cellulose, cellulose pulp.	105037300	Jun 27, 2016
ELEGANCE	US	001	Wood pulp for manufacturing purposes, cellulose, cellulose pulp.	87058522	Jun 2, 2016
ELEGANCE (Chinese characters)	CN	001	Pulp (Wood -); Paper pulp; Cellulose paste; Cellulose derivatives [chemicals]; Dye auxiliaries; Paints (Chemical preparations for the manufacture of -); Whitener; Blueprint paper); Artificial resins, unprocessed; Starch paste [adhesive], other than for stationery or household purposes; wood pulp for manufacturing purposes	Awaiting confirmation of filing particulars	Jun 28, 2016
FRESH PEACH	CN	001	Wood pulp, wood pulp for manufacturing purposes, cellulose, cellulose pulp.	Awaiting confirmation of filing particulars	Jun 28, 2016

FRESH PEACH	CN	001	Wood pulp for manufacturing purposes, cellulose, cellulose pulp.	87058534	Jun 2, 2016
FRESH PEACH (Chinese characters)	CN	001	Pulp (Wood -); Paper pulp; Cellulose paste; Cellulose derivatives [chemicals]; Dye auxiliaries; Paints (Chemical preparations for the manufacture of -); Whitener; Blueprint paper); Artificial resins, unprocessed; Starch paste [adhesive], other than for stationery or household purposes; wood pulp for manufacturing purposes.	Awaiting confirmation of filing particulars	June 28, 2016
INTERLACE	US	001	Cellulose and cellulose derivatives, namely, Fibrillated cellulose, nano-cellulose, cellulose, microcellulose, namely microcrystalline cellulose, cellulose nanofibers, cellulose nanofibrils, microfibrillated cellulose, nanofibrillated cellulose, microfibrillar cellulose and nanofibrillar cellulose.	87077721	Jun 20, 2016
INTERLACE & Design	US	001	Fibrillated cellulose, nano-cellulose, cellulose, microcellulose, cellulose nanofibers, cellulose nanofibrils, microfibrillated cellulose, nanofibrillated cellulose, microfibrillar cellulose and nanofibrillar cellulose.	87118727	Jul 27, 2016
VALENCE	US	001	Chemical solution treatment in the nature of chemical preparations to be applied to disinfectant wipes to limit penetration of biocides into the cellulose fibers in the wipes.	87077142	Jun 20, 2016
VALENCE PRIME	US	001	Chemical solution treatment in the nature of chemical preparations to be applied to disinfectant wipes to limit penetration of biocides into the cellulose fibers in the wipes.	87077164	Jun 20, 2016