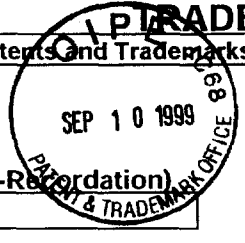


09-15-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation) Document ID # _____

Correction of PTO Error Reel # _____ Frame # _____

Corrective Document Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other _____

Effective Date
Month Day Year
8/13/99

Conveying Party

Mark if additional names of conveying parties attached

Name Mount Vernon Mills, Inc. Execution Date
Month Day Year
8/13/99

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Maryland

Receiving Party

Mark if additional names of receiving parties attached

Name Wal-Mart Stores, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 702 S.W. 8th Street

Address (line 2) _____

Address (line 3) Bentonville Arkansas 72716
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

09/14/1999 HTHRI1 00000068 1608303

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,608,303"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Barbara L. Waite

9/10/97

Name of Person Signing

Signature

Date Signed

ASSIGNMENT

Mount Vernon Mills, Inc. a Maryland corporation, having its principal place of business at One Insignia Financial Plaza, Suite 700, Greenville, South Carolina, 29603, (the "Assignor") having adopted, used and is the owner of certain trademarks described more fully below, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

Sells, assigns and transfers to Wal-Mart Stores, Inc., a Delaware corporation, having its principal place of business at 702 Southwest Eighth Street, Bentonville, Arkansas, 71716 (the "Assignee"), the entire right, title and interest, in and to the following trademark, together with the goodwill of the business symbolized by said trademark:

BABYCARE, Reg. No. 1,608,303

Assignor warrants and covenants that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been or will be made to others by the Assignor or any predecessor in title thereto and that the fill right to convey the same as herein expressed is possessed thereby.

To be binding on the successors and assigns of the Assignor and to extend to the successors, assigns and nominees of the Assignee.

Mount Vernon Mills, Inc.

By: James M. Spinner
Date: 8/13/99

STATE OF SOUTH CAROLINA

COUNTY OF Edgefield

On this 13 day of August, 1999, personally appeared JAMES SPINNER to me known and known to me to be DIVISION PRESIDENT of Mount Vernon Mills, Inc., the Assignor above named, and acknowledged that he executed the foregoing Assignment on behalf of said Assignor and pursuant to authority duly received.

Aylina Thomas
Notary Public

My Commission Expires: 8-10-2004