

11-08-2000



REC

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10.3.00

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
 - Merger
 - Change of Name
 - Other Nullification and Release of Security Interest
- Effective Date
Month Day Year
September 27, 2000

Conveying Party

Mark if additional names of conveying parties attached

Name Wells Fargo Bank, N.A., as Collateral Agent
Formerly _____

- Individual General Partnership Limited Partnership Corporation
- Association Other

Citizenship/State of Incorporation/Organization National Association

74430205

Receiving Party

Mark if additional names of receiving parties attached

Name Carewell Industries, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 132 A Spruce Street

Address (line 2) Cedarhurst, New York 11516

Address (line 3) _____

- 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
- Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization New York

FOR OFFICE USE ONLY

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

TRADEMARK
REEL: 002169 FRAME: 0489

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 (202) 467-7977

Name Travis P. Boozer, Esq.

Address (line 1) Morgan, Lewis & Bockius LLP

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036-5869

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

2

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

Trademark Application Number(s)

Registration Number(s)

74/430,205
74/430,207
74/530,126

2,070,125
2,159,408

Number of Properties Enter the total number of properties involved.

5

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$ 140.00

Method of Payment: Enclosed

Deposit Account _____

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

Deposit Account Number: 13-4520

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.

Travis P. Boozer
Name of Person Signing

Travis P. Boozer
Signature

10/3/2000
Date Signed

Additional Names of Receiving Parties



Paper Partners LLC
a Delaware Limited Liability Company
5200 Town Center Circle
Boca Raton, Florida 33486

Wal-Mart Stores, Inc.
a Delaware Corporation
702 S.W. 8th Street
Bentonville, Arkansas 72716



Security Interest Nullification and Release

Wells Fargo Bank, N.A., as Agent ("Wells Fargo") executes this Nullification and Release on September 27, 2000, in favor of Carewell Industries, Inc. ("Carewell"), Paper Partners LLC ("PPL"), and Wal-Mart Stores, Inc. ("Wal-Mart"), to nullify and release a security interest recorded with the United States Patent and Trademark Office ("PTO") against the marks set forth in the attached Schedule A (collectively, the "Marks"), at Reel 1793, Frame 623 et seq. and Reel 1793, Frame 626 et seq. and to nullify and release any security interest reflected in any corresponding recorded UCC-1 financing statements.

Introduction

A. Wells Fargo has been advised by Playtex and PPL, by letter dated September 20, 2000 (the "Letter"), that in connection with Playtex Products, Inc.'s acquisition of Carewell, Carewell (by then owned by Playtex) entered into a Subsidiary Security Agreement with Wells Fargo dated January 28, 1998 (the "Security Agreement") that granted to Wells Fargo and others a security interest in certain trademarks owned by Carewell. The Subsidiary Security Agreement inadvertently and incorrectly also listed the Marks among those trademarks.

B. Wells Fargo recorded the Subsidiary Security Agreement with the PTO against the Marks and recorded UCC financing statements with UCC recording offices, causing the record title of the Marks to reflect inaccurately a security interest in them in favor of Wells Fargo.

C. In reliance on the Letter, Wells Fargo wishes to nullify and release the recorded security interest against the Marks and have the nullification and release reflected in the records of the PTO; similarly, to the extent that it recorded UCC financing statements with respect to the Marks, Wells Fargo now wishes to nullify and release any recorded security interests in the Marks as well.

Nullification and Release

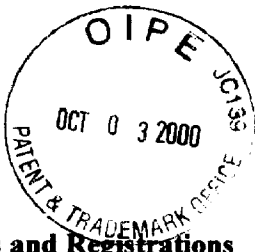
Accordingly, in reliance on the Letter, Wells Fargo confirms and agrees that:

1. To the extent that the Security Agreement appeared to have conveyed to Wells Fargo any security interest in the Marks, Wells Fargo confirms that such security interest is null and void and that it has released that security interest.

2. Wells Fargo will take any further steps, including executing such other documents as may reasonably be appropriate (e.g., UCC documents), to nullify and release any security interest that appears to have been granted in its favor in the Marks.

Wells Fargo Bank, N.A., as Agent:

By: 
Reginald M. Goldsmith III
Vice President



SCHEDULE A
The "Marks"

(1) Applications and Registrations

<u>MARK</u>	<u>APP. SER. NO.</u>	<u>REG. NO.</u>	<u>REGISTERED/ (APP. FILED)</u>
WHITE CLOUD	74/430,212	2,070,125	June 10, 1997
WHITE CLOUD	75/082,591	2,159,408	May 19, 1998
WHITE CLOUD	74/430,205	(application abandoned)	(August 30, 1993)
WHITE CLOUD	74/430,207	(application abandoned)	(August 30, 1993)
WIPO	74/530,126	(application abandoned)	(May 26, 1994)

(2) Trademarks and Service Marks (all common law rights)

WHITE CLOUD

WIPO