

11-12-2002



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

102277524 TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Pope & Talbot, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Paragon Trade Brands, Inc. Internal Address: Street Address: 601 Allendale Road City: King of Prussia State: PA Zip: 19406 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [] No

3. Nature of conveyance: [x] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: February 6, 1996

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1218462 Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Paragon Trade Brands, Inc. Internal Address: c/o Tyco Healthcare Retail Group, Inc., Deborah Kirchevel Street Address: 601 Allendale Road King of Prussia State: PA Zip: 19406

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$40.00 [] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 500726 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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. F. Brad Salcedo Signature November 6, 2002 Date

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

11/08/2002 TDIAZ1 00000148 500726 1218462 01 FC:0521 40.00 CH

UNITED STATES TRADEMARK ASSIGNMENT

WHEREAS, POPE & TALBOT, INC., a Delaware corporation, and its subsidiary POPE & TALBOT WIS, INC., a Delaware corporation (hereinafter collectively and individually "P&T"), are the owners of the entire right, title and interest in and to the trademarks and registrations, pending "use" applications and pending "intent-to-use" applications for registration thereof in the United States Patent and Trademark Office; said registrations and pending applications are set forth more fully in Exhibits A, B and C attached hereto and incorporated by reference herein.

WHEREAS, PARAGON TRADE BRANDS, a Delaware corporation (hereinafter "Paragon"), is desirous of acquiring the entire right, title and interest in and to said trademarks and the registrations and pending applications for registration thereof, together with the goodwill of the business symbolized by said trademarks;

WHEREAS, P&T has intended to use the marks listed in Exhibit C in interstate commerce and has filed applications with the United States Patent and Trademark Office based upon its bona fide intent-to-use such marks in commerce, which applications were given the serial numbers shown, but has not yet filed allegations of use of the marks under Section 1(c) or 1(d) of the Trademark Act;

WHEREAS, Paragon is acquiring the entire business, or a portion thereof, to which the marks in Exhibit C pertain, as required by 15 U.S.C. § 1060; and

WHEREAS, Paragon and P&T executed an Asset Purchase Agreement dated December 11, 1995, which provides for the purchase by Paragon of said trademarks and the registrations and pending applications thereof, together with the goodwill of the business symbolized by said trademarks, from P&T;

[18245-0020/SL953420.037]

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, P&T does hereby assign unto Paragon P&T's entire right, title and interest in and to said trademarks and the registrations, pending "use" application and pending "intent-to-use" applications thereof identified as part of the entire business or portion thereof to which the marks pertain as required by 15 U.S.C. § 1060, together with the goodwill of the business symbolized by said trademarks, the same to be held and enjoyed by the same Paragon for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives as fully and entirely as the same would have been held and enjoyed by P&T if this assignment had not been made, together with all claims for damages and reason of past infringement of said trademarks and their respective registrations, with the right to sue for and collect the same for its own use and behalf and for the use and behalf of its successors, assigns and other legal representatives; provided, however, that P&T shall also retain the right to bring claims relating to past infringements.

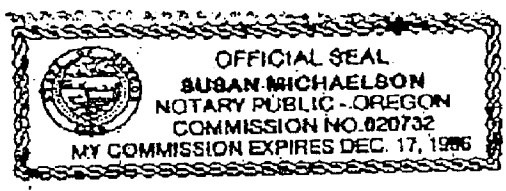
AND, P&T hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements in conflict herewith.

AND, P&T hereby agrees to execute and sign all documents required to effect a recordation of the assignment of the above trademarks and registrations thereof before the proper office or agency.

AND, P&T agrees that the Commissioner of Patents and Trademarks is hereby authorized to deliver to Paragon, its attorneys, agents, successors or assigns, all official documents and communications as may be warranted by this Assignment.

SUBSCRIBED AND SWORN to before me this 6th day of February, 1996

Susan Michaelson
(Signature of Notary)



(Print or Stamp Name of Notary)
NOTARY PUBLIC in and for the State of Oregon, residing at Portland
My Commission Expires: 12/17/96

STATE OF OREGON)
) ss.
COUNTY OF MULTNOMAH)

On this 6th day of February, 1996, before me, a Notary Public in and for the State of Oregon, duly commissioned and sworn, personally appeared Jerry B. Jacobsen of POPE & TALBOT WIS, INC., the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that he/she was duly elected, qualified and acting as said officer of the corporation, that he/she was authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said corporation.

GIVEN UNDER my hand and official seal the day and year in this certificate above written.

Susan Michaelson
NAME

SUBSCRIBED AND SWORN to before me this 6th day of February, 1996.



Susan Michaelson
(Signature of Notary)

(Print or Stamp Name of Notary)
NOTARY PUBLIC in and for the State of
Oregon, residing at Portland
My Commission Expires: 12/17/96

EXHIBIT A

Trademark Registrations

Trademark	Registration No.	Date of Registration
ADULT CARE	1,215,957	11/9/82
BABYCARE	1,849,242	8/9/94
BABYCARE	800,413	12/14/65
BABY COMFORT	1,786,743	8/10/93
BABY COMFORT	1,170,311	9/22/81
BABY DESIGN	1,229,957	3/8/83
BABY DESIGN	1,229,956	3/8/83
BABY DESIGN	1,323,339	3/5/85
BY-MYSELF	1,849,243	8/9/94
DIAPER MATES	1,624,823	11/27/90
DRI-GUARD	1,805,253	11/16/93
DRYCORE	1,607,988	7/31/90
EDGE GUARD	1,773,585	5/25/93
FULL LIFE & Design	1,544,153	6/20/89
... IT'S A WONDERFUL LIFE! AGAIN.	1,576,013	1/9/90
PADLOK	1,162,850	7/28/81
TEDDY BEAR & Design	1,218,462	11/30/82
TEDDY BOY (Stylized)	1,765,863	4/20/93
TEDDY GIRL (Stylized)	1,767,455	4/27/93

EXHIBIT B

Pending "Use" Application

Trademark	Serial No.	Filing Date
EARLY TRAINER	74/662,556	4/18/95

EXHIBIT C

Pending "Intent-to-Use" Applications

Trademark	Serial No.	Filing Date
AQUATHIN	74/566,045	8/26/94
BIG UNS	74/307,970	8/27/92
DIAMOND DRY LOFT	74/533,045	6/3/94
KIDS' COMFORT	75/013,397	11/1/95
LEVELS	74/622,558	1/18/95
PRESS-N-LOK	74/532,702	6/3/94
PRESS-N-LOK	74/604,451	11/29/94
SIMPLY COMFORT	74/535,193	6/9/94
SIMPLY DIAPERS	74/535,377	6/9/94
SIMPLY DRY	74/535,191	6/9/94
SIMPLY GREAT	74/535,185	6/9/94
SIMPLY SUPREME ULTRA	74/604,457	11/29/94
SIMPLY THE BEST	74/535,199	6/9/94
STRETCHFOAM	74/604,302	11/29/94
SUPREME ULTRA	74/604,339	11/29/94
TRAINERS	74/289,650	6/29/92
TRAINERS FOR BOYS	74/288,195	6/25/92
TRAINERS FOR GIRLS	74/289,402	6/29/92
ULTRA COMFORT THIN	74/493,475	2/23/94
ULTRA SUPREME	74/596,458	11/8/94

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