

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Assignment for Security

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Phoenix Brands LLC		08/24/2005	LimitedLiability Company: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	AmSouth Bank, as Agent
<b>Street Address:</b>	599 Lexington Avenue
<b>Internal Address:</b>	c/o AmSouth Capital Corp.
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10022
<b>Entity Type:</b>	Banking Institution:

**PROPERTY NUMBERS Total: 23**

Property Type	Number	Word Mark
Registration Number:	2702629	ABC
Registration Number:	2556199	ARCTIC POWER
Registration Number:	2726001	CARIBBEAN FRESH
Registration Number:	756538	COLD POWER
Registration Number:	2681636	CRISP MORNING AIR
Registration Number:	645230	DYNAMO
Registration Number:	139710	FAB
Registration Number:	2856872	FRESCURA DEL CARIBE
Registration Number:	1072080	FRESH START
Registration Number:	2577362	FAB
Registration Number:	2505418	RAIN FOREST
Registration Number:	2887472	SPRING MAGIC
Registration Number:	2602154	SUN SHOWER FRESH

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Registration Number:	2646593	WATERFALL FRESH
Registration Number:	2188522	FAB SENSITIVE SKIN
Registration Number:	522356	FAB
Registration Number:	2870558	
Registration Number:	2237577	TOUGH ON DIRT... GENTLE ON SKIN
Registration Number:	856187	ULTRAMARINE-PLUS
Serial Number:	78496399	PARAISO FLORAL
Serial Number:	78199902	BLANCOS MAS BLANCOS COLORES MAS BRILLANTES COLOR SAFE BLEACH ALTERNATIVE
Serial Number:	78199896	
Serial Number:	78428462	SUNRISE FRESH

**CORRESPONDENCE DATA**

Fax Number: (212)836-6651  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (212) 836-7231  
Email: cjan@kayescholer.com  
Correspondent Name: Cindy Jan, Esq.  
Address Line 1: 425 Park Avenue  
Address Line 2: c/o Kaye Scholer LLP  
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Johanne R. Remy
Signature:	/s/ Johanne R. Remy
Date:	09/06/2005

**Total Attachments: 4**  
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ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, PHOENIX BRANDS LLC (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 2-A, which trademarks are registered or filed with the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor, certain affiliates thereof, certain financial institutions named therein (the "Lenders"), AmSouth Bank, as agent for the Lenders (in such capacity, together with any successor agent, "Assignee"), AmSouth Capital Corp., as administrative agent, and the guarantors named therein are parties to the Second Amended and Restated Loan and Security Agreement dated as of August 24, 2005, and Assignee and the Lenders are desirous of having a security interest in favor of Assignee on the above-identified property in order to secure the payment of certain obligations of Assignor now or hereafter owing to Assignee and the Lenders;

WHEREAS, Assignor has entered into an Amended and Restated Security Agreement-Trademarks and Patents dated as of August 27, 2005 (as it may be amended, supplemented, or otherwise modified from time to time, the "Agreement") with Assignee;

WHEREAS, pursuant to the Agreement, Assignor has granted to Assignee a security interest in all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Agreement; and

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the security interest in and mortgage on the Collateral made and

granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is c/o AmSouth Capital Corp., 599 Lexington Avenue, New York, New York 10022.

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IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 24<sup>th</sup> day of August, 2005.

PHOENIX BRANDS LLC

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

Name: E. MARK LANDRY

Title: PRESIDENT & CHIEF EXECUTIVE OFFICER

Schedule 2-A

MARK	COUNTRY	REG. NO. (APP. NO.)
COLD POWER	Puerto Rico	15,383
ABC	United States	2,702,629
ARTIC POWER	United States	2,556,199
CARIBBEAN FRESH	United States	2,726,001
COLD POWER	United States	756,538
CRISP MORNING AIR	United States	2,681,636
DYNAMO	United States	645,230
FAB	United States	139,710
FRESCURA DEL CARIBE	United States	2,856,872
FRESH START	United States	1,072,080
Miscellaneous Design (FAB Wave)	United States	2,577,362
PARAISO FLORAL	United States	(78/496,399)
RAIN FOREST	United States	2,505,418
SPRING MAGIC	United States	2,887,472
SUNSHOWER FRESH	United States	2,602,154
WATERALL FRESH	United States	2,646,593
ABC and Design	Puerto Rico	26,718
FRESH START (Stylized)	Puerto Rico	20,808
BLANCOS MAS BLANCOS COLORES MAS BRILLANTES and Design	United States	(78/199,902)
FAB SENSITIVE SKIN (Stylized)	United States	2,188,522
FAB and Design	United States	522, 356
Miscellaneous Design (Blancos Mas Blancos Logo)	United States	2,870,558
Miscellaneous Design (Blancos Mas Blancos Color Logo)	United States	(78/199,896)
SUNRISE FRESH	United States	(78/428,462)
TOUGH ON DIRT, GENTLE ON SKIN	United States	2,237,577
ULTRAMARINE-PLUS	United States	856,187