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Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RECORDATION FORM COVER SHEET PATENTS ONLY

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

1. Name of conveying party(ies): Packerware Corporation 7.25.02 Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: Fleet National Bank Internal Address: Attn: Shai Patel Mail Stop MA-DE 100-11A Street Address: 100 Federal Street City: Boston State: MA Zip: 02110 Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance: [] Assignment [] Merger [X] Security Agreement [] Change of Name [] Other Execution Date: 07/22/2002

4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: A. Patent Application No.(s) B. Patent No.(s) D409,084 D408,276 D417,839 5,657,897 Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Anna M. Kuzmik, Esq. Internal Address: Sullivan & Cromwell Street Address: 125 Broad Street City: New York State: NY Zip: 10004

6. Total number of applications and patents involved: [4] 7. Total fee (37 CFR 3.41).....\$ 160.00 [X] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Anna M. Kuzmik, Esq. Name of Person Signing [Signature] Signature 7.24.02 Date

Total number of pages including cover sheet, attachments, and documents: [6]

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

08/05/2002 LNUELLER 00000087 1409084 01 FC:581 160.00 EP

PATENT SECURITY INTEREST ASSIGNMENT

WHEREAS, **PACKERWARE CORPORATION**, a Delaware corporation (the "Assignor"), has made certain representations and warranties in the Security Agreement (as defined below) and related documents with respect to the patents listed on the annexed Schedule 1A, which patents are issued or applied for in the United States Patent and Trademark Office (the "Patents");

WHEREAS, the Assignor, has entered into a Pledge and Security Agreement, dated July ~~22~~ 2002 (the "Security Agreement"), in favor of **FLEET NATIONAL BANK**, as the Collateral Agent (as defined in the Security Agreement) (the "Assignee");

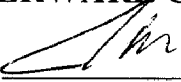
WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Patents and the applications and registrations thereof (if any) and all continuations in part, reissues, divisions, extensions and rights of priority concerning the foregoing, 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 Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, assign, and set over unto the Assignee, and grants to the Assignee for the benefit of the lenders, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Patent Security Interest Assignment to be duly executed by its officer thereunto duly authorized as of July 22, 2002.

PACKERWARE CORPORATION

By: 

Name: James M. Kratochvil

Title: EVP

Schedule 1A

**Packerware Corporation
United States Patents**

| Patent or Application Number | Filing Date | Issue Date | Title | The Company Assigned Name |
|-------------------------------------|--------------------|-------------------|--|----------------------------------|
| D409,084 | 5/21/98 | 4/4/99 | Jar | Strawberry jar design |
| D408,276 | 5/21/98 | 4/20/99 | Jar | Grape like jar design |
| D417839 | 5/21/98 | 12/21/99 | Jar | |
| 5,657,897 | 11/08/95 | 08/19/97 | Beverage container constructed to accommodate cup holders of different sizes | |

CITY: New York)
STATE OF: New York)
TO WIT:)

AFFIDAVIT OF EXECUTION

I, CLAUDIA ZAMORA, of the City of New York in the State of New York a Notary Public duly appointed, make oath and say:

1. I was personally present and did see JAMES M. KRATOCHVIL, who is personally known to me to be the duly authorized signatory of **PACKERWARE CORPORATION**, a Delaware corporation (the "Corporation"), duly sign and execute the foregoing instrument for the purposes named therein.
2. That the instrument was executed at the City of New York, in the State of New York, and that I am the subscribing witness thereto.
3. That I know the said JAMES M. KRATOCHVIL and he/she is in my belief of the full age of twenty-one years.

SWORN BEFORE ME at the City of)
New York in the State of New York,)
this 21ST day of July, 2002)
)
CLAUDIA ZAMORA)
A Notary Public in and for the State of)
New York)

CLAUDIA ZAMORA
Notary Public, State of New York
No. 4817400
Qualified in New York County
Commission Expires March 30, ~~2000~~ 2006

Claudia Zamora

AFFIDAVIT OF CORPORATE SIGNING AUTHORITY

CITY: New York)
STATE OF: New York)
TO WIT:)

I, JAMES M. KRATOCHVIL, of the City of EVANSVILLE, in the State of INDIANA, MAKE OATH AND SAY:

I am an officer or director or duly authorized signatory of **PACKERWARE CORPORATION**, a Delaware corporation (the "Corporation"), named in the within or annexed instrument.

I am authorized by the Corporation to execute the within instrument.

SWORN BEFORE ME at the City of New York, in the State of New York, this 21ST day of July, 2002

Claudia Zamora

[Signature]
EXECUTIVE V.P.

Title:

CLAUDIA ZAMORA
Notary Public, State of New York
No. 4817400
Qualified In New York County
Commission Expires March 30, ~~1999~~
2006