

12/30/23



01-06-2004

Form PTO-1595 (Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

RECORD



102638550

DEPARTMENT OF COMMERCE J.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):
Hilex Poly Co. LLC
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: General Electric Capital Corporation
Internal Address: _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 12/22/2003

Street Address: 6130 Stoneridge Mall
Road, Suite 300
City: Los Angeles State: CA Zip: 94588
Additional name(s) & address(es) attached? Yes No

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) 5562580
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Deborah Taylor
Internal Address: c/o Latham & Watkins LLP
Street Address: 633 W. 5th Street,
Suite 4000
City: Los Angeles State: CA Zip: 90071

6. Total number of applications and patents involved: 35
7. Total fee (37 CFR 3.41).....\$1400. 00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(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.
Deborah E. Taylor Deborah Taylor December 30, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 12

01/05/2004 EDOOPER 00000066 5562580
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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

PATENT
REEL: 014845 FRAME: 0493

LICENSE AGREEMENT

EUROPACKAGING

UNDER NEGOTIATION

PATENTS

Domestic:

<u>Patent Title</u>	<u>Patent Number</u>	<u>Grant Date</u>
Self-Opening Polyethylene Bag Stack and Process for Producing Same	5562580	October 8, 1996
Self-Opening Polyethylene Bag Stack and Process for Producing Same	5335788	August 9, 1994
Dispensing Nozzle for Plastic Bags	D307555	May 1, 1990
Nozzle For A Plastic Bag Dispenser	D323619	February 4, 1992
Plastic Bag Roll Dispenser	D325311	April 14, 1992
Nozzle For A Plastic Bag Dispenser	D396636	August 4, 1998
Through-Counter Dispensing System For Plastic Bags	RE34324	July 27, 1993
Dispensing Nozzle for plastic bags	D308170	May 29, 1990
Bag Construction	4480750	November 6, 1984
Bag pack	4676378	June 30, 1987
Through-Counter Dispensing System For Plastic Bags	4793539	December 27, 1988
Packaging System For Plastic Bags	4807754	February 28, 1989
Two-Compartment Plastic Bag	4872766	October 10, 1989
Easy Open Bag	4911560	March 27, 1990
Plastic Bag & Method & Apparatus Of Manufacture	4923436	May 8, 1990
Dispensing Nozzle for Plastic Bags	4930385	June 6, 1990
Plastic Bag and Method and Apparatus of Manufacture	4943167	July 24, 1990
Check-Out Counter System For Plastic Bags	4953664	September 4, 1990
Easy Opening Bag Pack and Supporting Rack System and Fabricating Method	4981216	January 1, 1991
Easy Opening Bag Pack and Supporting Rack System and Fabricating Method	4995860	February 26, 1991
A System For Automatic Consecutive Opening and Dispensing Thermoplastic Grocery or Retail Product Bags	5125604	June 30, 1992
Dispensing Apparatus For Plastic Bags	5207368	May 4, 1993
Portable Compactor System For Agricultural Films	5336036	August 9, 1994
T-Shirt Type Plastic Bag For Carrying Hot Food	5362152	November 8, 1994

(Borrower Patent)

PATENT

REEL: 014845 FRAME: 0494



<u>Patent Title</u>	<u>Patent Number</u>	<u>Grant Date</u>
A Compact Rack Construction For Mounting T-Shirt Type Plastic Bags	5667173	September 16, 1997
T-Shirt Type Plastic Bag Pack Adapted To Leave No Residue On A Supporting Rack	5845779	December 8, 1998
Plastic Bag Pack Adapted To Leave No Residue On A Supporting Rack	5881882	March 16, 1999
Easy opening plastic bag pack of the star-seal type	5941393	August 24, 1999
Ventilated Plastic Bag	6286681	September 11, 2001
Self-Opening Serially-Arranged Plastic Bag Pack of the Star-Seal Type	6446811	September 10, 2002

Pending Domestic:

<u>Patent Title</u>	<u>Filing No.</u>	<u>Status</u>
Individually Folded Bags in Dispenser Pack	None	Pending
High Barrier Film for Use with Methyl Bromide Alternatives during Fumigation of Farmland	None	Pending
With Fold, Self-Opening Bag (Star-Seal)	None	Pending
Compact Dispensing Apparatus (Star-Seal)	None	Pending
Method for Registering Pre-Printed Coupons	None	Pending

PATENT SECURITY AGREEMENT

PATENT SECURITY AGREEMENT dated as of December 22, 2003, by HILEX POLY CO. LLC, a Delaware limited liability company ("Grantor"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, individually and in its capacity as Agent for Lenders.

WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement dated as of the date hereof by and among Hilex Poly Holding Co. LLC, a Delaware limited liability company, as Holdings, Grantor and the other Persons named therein as Credit Parties, Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, and as from time to time amended, restated, amended and restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to make the Loans and to incur Letter of Credit Obligations for the benefit of Borrower and guaranteed by Grantor;

WHEREAS, Agent and Lenders are willing to make the Loans and incur Letter of Credit Obligations as provided for in the Credit Agreement, but only upon the condition, among others, that Grantor shall have executed and delivered to Agent, for itself and the ratable benefit of Lenders, that certain Security Agreement dated as of the date hereof (including all annexes, exhibits or schedules thereto, and as from time to time amended, restated, amended and restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Patent Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1 DEFINED TERMS. All capitalized terms used herein but not otherwise defined herein shall have the meanings given them in Annex A to the Credit Agreement.

2 GRANT OF SECURITY INTEREST IN PATENT COLLATERAL. Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing first priority security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Patent Collateral"):

(a) all of its Patents and Patent Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all reissues, continuations or extensions of the foregoing; and

(c) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against any third party for past, present or future infringement or dilution of any Patent or any Patent licensed under any Patent License;

provided, however, that the Patent Collateral shall not include any rights or interests of Grantor under any Patent License in effect on the Closing Date, if, and solely to the extent that, the granting of a security interest in favor of Agent in such Patent License would cause a default under the express terms of such Patent License (other than to the extent that any such term would be rendered ineffective pursuant to the Code (including, without limitation, with respect to any Account, payment intangible, Chattel Paper or promissory note) or any other applicable law, including, without limitation, the Bankruptcy Code or principles of equity), provided further, however, that immediately upon the ineffectiveness, lapse, amendment or termination of any such term, such Patent License shall (without any further action or delivery by any Person) constitute Patent Collateral (and such Grantor shall be deemed to have granted a security interest therein) hereunder as if such provision had never been in effect. Grantor hereby agrees and acknowledges that the foregoing exclusion shall not in any way be construed to limit, impair or otherwise affect the Agent's unconditional continuing security interests in and liens upon any rights or interests of Grantor in or to monies due or to become due under any Patent License, and Grantor agrees that it shall use commercially reasonable efforts prior to entering into any such Patent License to cause the grant of the security interest in favor of the Agent in such Patent License, as contemplated hereunder, to be permitted thereunder.

3 **SECURITY AGREEMENT.** The security interests granted pursuant to this Patent Security Agreement are granted in conjunction with the security interests granted to Agent, on behalf of itself and Lenders, pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Patent Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Patent Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

HILEX POLY CO. LLC, a Delaware limited liability company

By: _____
Name: Leon Farahnik
Title: C.E.O.

ACCEPTED AND ACKNOWLEDGED BY:
GENERAL ELECTRIC CAPITAL CORPORATION,
a Delaware corporation, as Agent

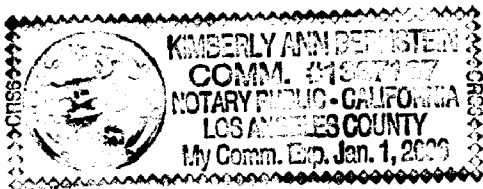
By: _____
Name: _____
Title: _____

ACKNOWLEDGMENT OF GRANTOR

STATE OF California)
) ss.
COUNTY OF Los Angeles

On this 21 day of December, 2003 before me personally appeared Leon Farahnik, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Hilex Poly Co. LLC, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Kimberly Ann Bernstein
{seal} Notary Public

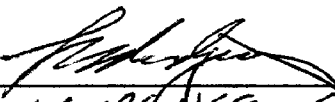


IN WITNESS WHEREOF, Grantor has caused this Patent Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

HILEX POLY CO. LLC, a Delaware limited liability company

By: _____
Name: _____
Title: _____

ACCEPTED AND ACKNOWLEDGED BY:
GENERAL ELECTRIC CAPITAL CORPORATION,
a Delaware corporation, as Agent

By: 
Name: LAURENCE E RIDGWAY
Title: DULY AUTHORIZED SIGNATORY

ACKNOWLEDGMENT OF GRANTOR

STATE OF _____)
) ss.
COUNTY OF _____)

On this ____ day of _____, ____ before me personally appeared _____, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of _____, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

{seal}Notary Public

SCHEDULE I
TO
PATENT SECURITY AGREEMENT

PATENT REGISTRATIONS	
PATENT REG. NO.	DATE
SEE ANNEX I ATTACHED HERETO	

PATENT APPLICATIONS
SEE ANNEX I ATTACHED HERETO

PATENT LICENSES		
NAME OF AGREEMENT	PARTIES ¹	DATE OF AGREEMENT
LICENSE AGREEMENT	ALPINE AMERICAN AND SONOCO PRODUCTS COMPANY	FEBRUARY 23, 1996
CROSS-LICENSE AGREEMENT	SUPERBAG CORPORATION AND SONOCO PRODUCTS COMPANY	SEPTEMBER 4, 1998
LICENSE AGREEMENT	UNISTAR PLASTICS LLC AND SONOCO DEVELOPMENT, INC.	JULY 15, 2003
SETTLEMENT AND LICENSE AGREEMENT	VANGUARD PLASTICS, INC. AND SONOCO DEVELOPMENT, INC.	OCTOBER 28, 2002
SETTLEMENT AND LICENSE AGREEMENT	ORANGE PLASTICS, INC. AND ORANGE PLASTICS, LLC AND SONOCO DEVELOPMENT, INC.	MAY 20, 2003
LICENSE AGREEMENT	POLYPRO PLASTICS, INC., SPECTRUM PLASTICS, INC. AND IPS INDUSTRIES, INC. AND SONOCO DEVELOPMENT, INC.	MAY 20, 2003
SETTLEMENT AGREEMENT	SONOCO DEVELOPMENT, INC. AND DURABAG COMPANY, INC. DEVELOPMENT, INC.	SEPTEMBER 12, 2003
LICENSE AGREEMENT	BAG MASTERS, LLC, CAPITAL PLASTICS AND BAGS, INC. AND SONOCO DEVELOPMENT, INC.	NOVEMBER 11, 2003

¹ All right, title and interest of Sonoco Products Company and Sonoco Development, Inc. in these licenses has been assigned to Grantor.

(Borrower Patent)

PATENTS**Domestic:**

<u>Patent Title</u>	<u>Patent Number</u>	<u>Grant Date</u>
Self-Opening Polyethylene Bag Stack and Process for Producing Same	5562580	October 8, 1996
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Nozzle For A Plastic Bag Dispenser	D396636	August 4, 1998
Through-Counter Dispensing System For Plastic Bags	RE34324	July 27, 1993
Dispensing Nozzle for plastic bags	D308170	May 29, 1990
Bag Construction	4480750	November 6, 1984
Bag pack	4676378	June 30, 1987
Through-Counter Dispensing System For Plastic Bags	4793539	December 27, 1988
Packaging System For Plastic Bags	4807754	February 28, 1989
Two-Compartment Plastic Bag	4872766	October 10, 1989
Easy Open Bag	4911560	March 27, 1990
Plastic Bag & Method & Apparatus Of Manufacture	4923436	May 8, 1990
Dispensing Nozzle for Plastic Bags	4930385	June 6, 1990
Plastic Bag and Method and Apparatus of Manufacture	4943167	July 24, 1990
Check-Out Counter System For Plastic Bags	4953664	September 4, 1990
Easy Opening Bag Pack and Supporting Rack System and Fabricating Method	4981216	January 1, 1991
Easy Opening Bag Pack and Supporting Rack System and Fabricating Method	4995860	February 26, 1991
A System For Automatic Consecutive Opening and Dispensing Thermoplastic Grocery or Retail Product Bags	5125604	June 30, 1992
Dispensing Apparatus For Plastic Bags	5207368	May 4, 1993
Portable Compactor System For Agricultural Films	5336036	August 9, 1994
T-Shirt Type Plastic Bag For Carrying Hot Food	5362152	November 8, 1994

(Borrower Patent)

<u>Patent Title</u>	<u>Patent Number</u>	<u>Grant Date</u>
A Compact Rack Construction For Mounting T-Shirt Type Plastic Bags	5667173	September 16, 1997
T-Shirt Type Plastic Bag Pack Adapted To Leave No Residue On A Supporting Rack	5845779	December 8, 1998
Plastic Bag Pack Adapted To Leave No Residue On A Supporting Rack	5881882	March 16, 1999
Easy opening plastic bag pack of the star-seal type	5941393	August 24, 1999
Ventilated Plastic Bag	6286681	September 11, 2001
Self-Opening Serially-Arranged Plastic Bag Pack of the Star-Seal Type	6446811	September 10, 2002

Pending Domestic:

<u>Patent Title</u>	<u>Filing No.</u>	<u>Status</u>
Individually Folded Bags in Dispenser Pack	None	Pending
High Barrier Film for Use with Methyl Bromide Alternatives during Fumigation of Farmland With Fold, Self-Opening Bag (Star-Seal)	None	Pending
Compact Dispensing Apparatus (Star-Seal)	None	Pending
Method for Registering Pre-Printed Coupons	None	Pending

Foreign:

<u>Country</u>	<u>Patent Title</u>	<u>App. No./ Patent No.</u>	<u>Issue Date</u>
Canada	Compact Rack Construction For Mounting T-Shirt Type Plastic Bags	2187692	June 1, 1999
	Apparatus For Serially Dispensing Flexible Plastic Bags	2216676	December 5, 2000
	Automatic Plastic Bag Dispensing System	1317258	May 4, 1993
	Ventilated Plastic Bag	2271342	Pending
	Bag Pack	1269954	June 5, 1990
	Packaging System for Plastic Bags	1295543	February 11, 1992
	Dispensing Apparatus For Plastic Bags	2075853	December 9, 1997
	Dispensing Nozzle For Plastic Bags	1313167	January 26, 1993
	Easy Opening Plastic Bag Pack Of The Star Seal Type	2271342	Pending

(Borrower Patent)

	Easy-Opening Star-Seal Bag With Integral Dispensing Tab	2354490	Pending
	Plastic Bag with Easy-Opening Mouth	1329384	May 10, 1994
	Easy-Opening Bag Pack and Supporting Rack System and Fabricating Method	2031046	August 1, 1995
	T-Shirt Type Plastic Bag Pack Adapted To Leave No Residue on a Supporting Rack	2207976	October 8, 2002
	Plastic Bag Pack Adapted To Leave No Residue on a Supporting Rack	2268608	November 21, 2000
	Plastic Bag Roll Dispenser	68089	Pending
	Plastic Grocery Bag	55289 DES	Pending
	Plastic Grocery Bag	1206449	June 24, 1986
	Rollmate Plastic Bag	60262	Pending
	Self Opening Polyethylene Bag Stack and Process for Producing same	2113843	June 11, 1996
	Self Opening Polyethylene Bag Stack and Process for Producing same	2095880	March 21, 1995
	Through Counter Dispensing System For Plastic Bags	1295294	February 4, 1992
Benelux	Dispensing Nozzle For Plastic Bags	19369	Pending
Holland	Dispensing Nozzle For Plastic Bags	19369	Pending
U.K.	Easy Opening Plastic Bag Pack Of The Star Seal Type	0974527	Pending
	Plastic Bagging Systems For Hot Food	2282127	Pending
France	Easy Opening Plastic Bag Pack Of The Star Seal Type	0974527	Pending
	Rollmate Plastic Bag	882012	Pending
Germany	Easy Opening Plastic Bag Pack Of The Star Seal Type	0974527	Pending
Belgium	Easy Opening Plastic Bag Pack of The Star Seal Type	0974527	Pending
Italy	Easy Opening Plastic Bag Pack Of The Star Seal Type	0974527	Pending
Mexico	Easy Opening Plastic Bag Pack Of The Star Seal Type	994844	Pending
	Ventilated Plastic Bag	994844	Pending
	Easy Opening Star-Seal Bag With Integral Dispensing Tab	2002/000101	Pending
	Front Side Free Plastic Bag Pack	169087	June 21, 1993
	Front Side Free Plastic Bag Pack	182937	October 11, 1996
	Self-Opening Polyethylene Bag Stack (Corona Bag)	284	January 13, 1995
	T-Shirt Plastic Bag Pack Adapted To	200770	February 2, 2001

(Borrower Patent)

	Leave No Residue On A Supporting Rack		
Netherlands	Easy-Opening Plastic Bag Pack Of The Star Seal Type	0974527	Pending
Europe	Easy-Opening Star Seal Bag With Integral Dispensing Tab	1219544	July 3, 2002
Norway	Easy-Opening Star Seal Bag With Integral Dispensing Tab	20015725	Pending
Poland	Easy-Opening Star Seal Bag With Integral Dispensing Tab	P 351 303	Pending