

PATENT ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY AGREEMENT
CONVEYING PARTY DATA	
Name	Execution Date
Hilex Poly Co. LLC	11/01/2012
RECEIVING PARTY DATA	
Name:	General Electric Capital Corporation
Street Address:	500 West Monroe Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60661
PROPERTY NUMBERS Total: 23	
Property Type	Number
Patent Number:	D552901
Patent Number:	D547580
Patent Number:	D505036
Patent Number:	7624881
Patent Number:	6446811
Patent Number:	6401971
Patent Number:	6286681
Patent Number:	6264035
Patent Number:	5941393
Patent Number:	5881882
Patent Number:	5979841
Patent Number:	5924573
Patent Number:	5690229
Patent Number:	5845779
Patent Number:	5667173

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Patent Number:	5421803
Patent Number:	5562580
Patent Number:	5626550
Patent Number:	5362152
Application Number:	61602549
Application Number:	13538492
Application Number:	12845503
Application Number:	12813695

CORRESPONDENCE DATA

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ATTORNEY DOCKET NUMBER:	207170-00544
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NAME OF SUBMITTER:	David Schalk
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Total Attachments: 9

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PATENT SECURITY AGREEMENT

THIS PATENT SECURITY AGREEMENT, dated as of November 1, 2012, is made by Hilex Poly Co. LLC, a Delaware limited liability company (the "Grantor"), in favor of General Electric Capital Corporation ("GE Capital"), as administrative agent (in such capacity, together with its successors and permitted assigns, the "Agent") for the Lenders and the L/C Issuers (as defined in the Credit Agreement referred to below) and the other Secured Parties.

WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, dated as of November 1, 2012 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Borrowers, the Borrower Representative, Holdings, the other Credit Parties, the Lenders and the L/C Issuers from time to time party thereto and GE Capital, as Agent for the Lenders and the L/C Issuers, the Lenders and the L/C Issuers have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, the Grantor has agreed, pursuant to a Guaranty and Security Agreement of even date herewith in favor of the Agent (as the same may be amended, restated, supplemented or otherwise modified from time to time the "Guaranty and Security Agreement"), to guarantee the Obligations (as defined in the Credit Agreement) of each Borrower; and

WHEREAS, the Grantors is party to the Guaranty and Security Agreement pursuant to which the Grantor is required to execute and deliver this Patent Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders, the L/C Issuers and the Agent to enter into the Credit Agreement and to induce the Lenders and the L/C Issuers to make their respective extensions of credit to the Borrowers thereunder, the Grantor hereby agrees with the Agent as follows:

Section 1. Defined Terms. Capitalized terms used herein without definition are used as defined in the Guaranty and Security Agreement.

Section 2. Grant of Security Interest in Patent Collateral. The Grantor, as collateral security for the prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of such Grantor, hereby mortgages, pledges and hypothecates to the Agent for the benefit of the Secured Parties, and grants to the Agent for the benefit of the Secured Parties a Lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of such Grantor (the "Patent Collateral");

(a) all of its Patents and all IP Licenses providing for the grant by or to such Grantor of any right under any Patent, including, without limitation, those referred to on Schedule 1 hereto;

(b) all reissues, reexaminations, continuations, continuations-in-part, divisionals, renewals and extensions of the foregoing; and

(a) all income, royalties, proceeds and Liabilities at any time due or payable or asserted under and with respect to any of the foregoing, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation or other impairment thereof.

Section 3. Guaranty and Security Agreement. The security interest granted pursuant to this Patent Security Agreement is granted in conjunction with the security interest granted to the Agent pursuant to the Guaranty and Security Agreement and the Grantor hereby acknowledges and agrees that the rights and remedies of the Agent with respect to the security interest in the Patent Collateral made and granted hereby are more fully set forth in the Guaranty and Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

Section 4. Grantor Remains Liable. The Grantor hereby agrees that, anything herein to the contrary notwithstanding, such Grantor shall assume full and complete responsibility for the prosecution, defense, enforcement or any other necessary or desirable actions in connection with its Patents and IP Licenses subject to a security interest hereunder.

Section 5. Counterparts. This Patent Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.


Section 6. Governing Law. This Patent Security Agreement and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the New York.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the 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.

Very truly yours,

HILEX POLY CO. LLC, as Grantor

By: 
Name: Michael L. Nelson
Title: Vice President

[SIGNATURE PAGE TO PATENT SECURITY AGREEMENT]

ACCEPTED AND AGREED
as of the date first above written:

GENERAL ELECTRIC CAPITAL CORPORATION,
as Agent

By: Devasena Vallabhaneni
Name: Devasena Vallabhaneni
Title: Duly Authorized Signatory

[SIGNATURE PAGE TO PATENT SECURITY AGREEMENT]

SCHEDULE I
TO
PATENT SECURITY AGREEMENT

Patent Registrations

Country	Patent Title	Application #	File Date	Patent Number	Inventor	Grant Date
USA	Films Containing Calcium Carbonate and Processes	61/602,549	23-Feb-12		Wilfong	PENDING
USA	Automatic Gusset Inflation System and Method	13/538,492	29-Jun-12		Wilfong	PENDING
PCT	Automatic Gusset Inflation System and Method	PCT/US2012/045100	29-Jun-12		Wilfong	PENDING
USA	Dispensers and Dispensing Systems for Bags	12/845,503	28-Jul-10		Wilfong	PENDING
PCT	Dispensers and Dispensing Systems for Bags	PCT/US11/44647	20-Jul-11		Wilfong	PENDING
Canada	Consumer Bags and Process of Manufacture (C-fold)	2707288	11-Jun-10		Wilfong	PENDING
EU	Consumer Bags and Process of Manufacture (C-fold)	EP10251073.2	11-Jun-10		Wilfong	PENDING
Mexico	Consumer Bags and Process of Manufacture (C-fold)	MX/a/2010/006492	11-Jun-10		Wilfong	PENDING
USA	Consumer Bags and Process of Manufacture (C-fold)	12/813,695	11-Jun-10		Wilfong	PENDING
Canada	Reusable Shopping Bag	2673890	24-Jul-09		Wilfong	PENDING
Canada	System for Monitoring Flexible Container Usage	2571279	6-Dec-06		Reuten et al	PENDING
EU	Rack System (Ref US Paten Apps 60/773,869 2/16/06 & 11/534,646 10/5/06)	06256064.4	28-Nov-06			PENDING
EU	Rack System (Ref US Patent Apps 29/266,783 9/28/06)	000627559	27-Nov-06	000627559-001	Wilfong et al	26-Dec-06

Country	Patent Title	Application #	File Date	Patent Number	Inventor	Grant Date
USA	Rack System	29/266,783	28-Sep-06	D552,901	Wilfong et al	16-Nov-07
Taiwan	Method and Apparatus for Bagging Retail Items	95111220	30-Mar-06			PENDING
Australia	Dispensing Apparatus for Plastic Bags	2006200771	24-Feb-06		Wilfong	PENDING
Mexico	Dispensing Apparatus for Plastic Bags	PA/f/2006/000141	20-Jan-06	22356	Wilfong	14-Feb-07
Isreal	Dispensing Apparatus For Plastic Bags	41871	19-Jan-06	41871	Wilfong	9-Sep-07
EU	Dispensing Apparatus For Plastic Bags	000469432	19-Jan-06		Wilfong	PENDING
Canada	Dispensing Apparatus for Plastic Bags	114258	18-Jan-06	114258	Wilfong	27-Nov-06
Canada	Dispensing Apparatus for Plastic Bags	2541888	05-Apr-06		Wilfong	PENDING
USA	Dispensing Apparatus for Plastic Bags	29/234,555	20-Jul-05	D547,580	Wilfong	31-Jul-07
Mexico	Dispensing Apparatus for Plastic Bags	PA/A/2005/000860	20-Jan-05	274340	Wilfong	4-Mar-10
Mexico	Dispensing Apparatus for Plastic Bags	CIP /2005/000860	20-Jan-05			
Canada	Dispensing Apparatus for Plastic Bags	2,493,658	19-Jan-05	2,493,658	Wilfong	19-Jan-05
Mexico	Dispensing Apparatus for Plastic Bags	PA/F/2004/001768	12-Nov-04	20297	Wilfong	24-Mar-06
Canada	Dispensing Apparatus for Plastic Bags	108986	10-Nov-04	108986	Wilfong	26-Sep-06
USA	Dispensing Apparatus for Plastic Bags	29/205,362	13-May-04	D505,036	Wilfong	17-May-05
USA	Dispensing Apparatus for Plastic Bags	10/760,925	20-Jan-04	7,624,881	Wilfong	1-Dec-09
Poland	Easy-Opening Star Seal Bag With Integral Dispensing Tab	P 351 303	20-Dec-01			

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Country	Patent Title	Application #	File Date	Patent Number	Inventor	Grant Date
Mexico	Self-Opening Serially-Arranged Plastic Bag Pack of the Star-Seal Type (Easy Opening Star-Seal Bag With Integral Dispensing Tab)	PA/a/2002/000101	19-Dec-01	233172	Wilfong	19-Dec-05
EPC	Self-Opening Serially-Arranged Plastic Bag Pack of the Star-Seal Type	01306623.8	2-Aug-01	1219544	Wilfong	17-Nov-04
EPC - France	Easy-Opening Star Seal Bag With Integral Dispensing Tab	1219544	2-Aug-01	1219544	Wilfong	3-Jul-02
EPC - Germany	Easy-Opening Star Seal Bag With Integral Dispensing Tab	1219544	2-Aug-01	1219544	Wilfong	3-Jul-02
EPC - Great Britain	Easy-Opening Star Seal Bag With Integral Dispensing Tab	1219544	2-Aug-01	1219544	Wilfong	3-Jul-02
Canada	Self-Opening Serially-Arranged Plastic Bag Pack of the Star-Seal Type	2,354,490	1-Aug-01	2,354,490	Wilfong	4-Oct-05
Mexico	Ventilated Plastic Bag	PA/a/2001/004183	26-Apr-01	228402	Wilfong, et al	10-Jun-05
Canada	Ventilated Plastic Bag	2,344,724	20-Apr-01	2,344,724	Wilfong, et al	5-Jul-05
USA	Self-Opening Serially-Arranged Plastic Bag Pack of the Star-Seal Type	09/749,057	27-Dec-00	6,446,811	Wilfong	10-Sep-02
USA	Bag Storage and Dispensing System	09/688,364	12-Oct-00	6,401,971	Edwards et al	11-Jun-02
USA	Ventilated Plastic Bag	09/559,951	27-Apr-00	6,286,681	Wilfong, et al	11-Sep-01
Mexico	Easy Opening Plastic Bag Pack Of The Star Seal Type	PA/A/1999/004844	25-May-99	214408	Wilfong	23-May-03
Belgium	Easy Opening Plastic Bag Pack of The Star Seal Type	974530	14-May-99	0974530	Wilfong	6-Aug-03
France	Easy Opening Plastic Bag Pack Of The Star Seal Type	974527	14-May-99	0974527	Wilfong	6-Aug-03

Country	Patent Title	Application #	File Date	Patent Number	Inventor	Grant Date
Germany	Easy Opening Plastic Bag Pack Of The Star Seal Type	974527	14-May-99	0974527	Wilfong	6-Aug-03
Italy	Easy Opening Plastic Bag Pack Of The Star Seal Type	974527	14-May-99	0974531	Wilfong	6-Aug-03
Netherlands	Easy-Opening Plastic Bag Pack Of The Star Seal Type	974527	14-May-99	0974532	Wilfong	6-Aug-03
U.K.	Easy Opening Plastic Bag Pack Of The Star Seal Type	974527	14-May-99	0974527	Wilfong	6-Aug-03
Canada	Easy Opening Plastic Bag Pack Of The Star Seal Type	2271342	7-May-99	2,271,342	Wilfong	30-Mar-04
Mexico	Plastic Bag Pack Adapted to leave No Residue on a Supporting Rack	PA/A/1999/003763	22-Apr-99	212880	Fletcher, et al	10-Feb-03
Canada	Plastic Bag Pack Adapted To Leave No Residue on a Supporting Rack	2268608	12-Apr-99	2,268,608	Fletcher, et al	21-Nov-00
USA	Dispenser for Merchandise Bags	09/207,013	7-Dec-98	6,264,035	Petrie	24-Jul-01
EPC	Easy Opening Plastic Bag Pack Of The Star Seal Type	99303800.9	14-May-99	EP0974527	Wilfong	6-Aug-03
USA	Easy opening plastic bag pack of the star-seal type	09/121,804	23-Jul-98	5,941,393	Wilfong	24-Aug-99
USA	Plastic Bag Pack Adapted To Leave No Residue On A Supporting Rack	09/064,454	22-Apr-98	5,881,882	Fletcher, et al	16-Mar-99
USA	Easy dispense Plastic Merchandise Bag Dispenser	08/948,769	10-Oct-97	5,979,841	Paraneo et al	9-Nov-99
Mexico	T-Shirt Plastic Bag Pack Adapted To Leave No Residue On A Supporting Rack	975028	2-Jul-97	200770	Fletcher, et al	2-Feb-01
Canada	T-Shirt Type Plastic Bag Pack Adapted To Leave No Residue on a Supporting Rack	2207976	16-Jun-97	2,207,976	Wilfong, et al	8-Oct-02

Country	Patent Title	Application #	File Date	Patent Number	Inventor	Grant Date
USA	Easy Dispense Plastic Bag Dispensing System	08/785,859	20-Jan-97	5,924,573	Paraneo et al	20-Jul-99
USA	Easy Dispense T-Shirt Bags	08/747,366	12-Nov-96	5,690,229	Paraneo et al	25-Nov-97
USA	T-Shirt Type Plastic Bag Pack Adapted To Leave No Residue On A Supporting Rack	08/674,893	3-Jul-96	5,845,779	Wilfong, et al	8-Dec-98
USA	A Compact Rack Construction For Mounting T-Shirt Type Plastic Bag	08/558,963	13-Nov-95	5,667,173	Wilfong, et al	16-Sep-97
Canada	T-Shirt Type Plastic Bag for Carrying Hot Food	2132476	20-Sep-94	2,132,476	Fletcher, et al	29-Jun-99
USA	Method of Fabricating Packs of Self Opening Plastic Bags	08/237,601	2-May-94	5,421,803	Kemanjian	6-Jun-95
USA	Self-Opening Polyethylene Bag Stack and Process for Producing Same	08/193,386	8-Feb-94	5,562,580	Beasely, et al	8-Oct-96
USA	Easy Dispense T-Shirt Bags	08/130,310	1-Oct-93	5,626,550	Paraneo et al	6-May-97
USA	T-Shirt Type Plastic Bag For Carrying Hot Food	08/126,274	24-Sep-93	5,362,152	Fletcher, et al	8-Nov-94
Canada	Self Opening Polyethylene Bag Stack and Process for Producing same	2095880	10-May-93	2,095,880	Beasley, et al	21-Mar-95
Canada	Self Opening Polyethylene Bag Stack and Process for Producing same	2113843	10-May-93	2,113,843	Beasely, et al	11-Jun-96
Mexico	Method for Fabricating an Easy Opening Bag Pack - Front Side Free Plastic Bag Pack	931970	5-Apr-93	182937	Wilfong	11-Oct-96
Canada	Dispensing Apparatus For Plastic Bags	2075853	12-Aug-92	2,075,853	Wilfong et al	9-Dec-97

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