

11-18-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



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

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

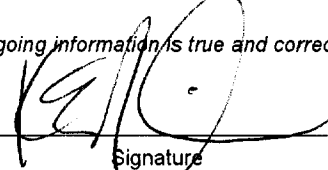
<p>1. Name of conveying party(ies): Creative Packaging Corp. <u>11-12-02</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other <u>Illinois</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Wachovia Bank, National Association</u> Internal Address: <u>Charlotte Plaza Building CP-06</u> Street Address: <u>201 S. College Street</u> City: <u>Charlotte</u> State: <u>NC</u> Zip: <u>28288-0735</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other <u>National Association</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>October 24, 2002</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) <u>1,515,409 1,651,504 2,295,164</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Kimberly E. Zirkle, Paralegal</u> Internal Address: <u>Robinson, Bradshaw & Hinson</u> Street Address: <u>101 N. Tryon Street</u> Suite <u>1900</u> City: <u>Charlotte</u> State: <u>NC</u> Zip: <u>28246</u></p>	<p>6. Total number of applications and registrations involved: 3</p> <p>7. Total fee (37 CFR 3.41) <u>\$90.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>500327</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Kimberly E. Zirkle, Paralegal  November 4, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 3

11/15/2002 MUELLER 00000243 1515409

01 FC:8521
02 FC:8522

40.00 LM
50.00 OP

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

796824 15699.00013

TRADEMARK
REEL: 2618 FRAME: 0769

**GRANT OF SECURITY INTEREST
IN TRADEMARKS**

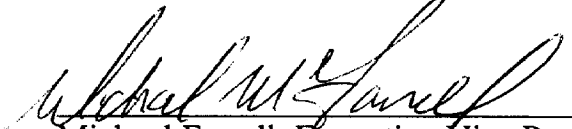
WHEREAS, Creative Packaging Corp. (the "Pledgor") is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on **Schedule A** attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks"); and

WHEREAS, the Pledgor has entered into a Pledge and Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of October 24, 2002, in which the Pledgor has agreed with Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent"), with offices at **Charlotte Plaza Building CP-06, 201 South College Street, Charlotte, North Carolina 28288-0735**, to execute this Grant of Security Interest;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby grant to the Administrative Agent a security interest in all of its right, title and interest in and to the Trademarks, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Grant of Security Interest has been given in conjunction with the security interest granted to the Administrative Agent under the Security Agreement, and the provisions of this Grant of Security Interest are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

CREATIVE PACKAGING CORP.

By:



Michael Farrell, Executive Vice President
and Secretary

Schedule A

Trademarks

<u>Country</u>	<u>Trademark Reg. No.</u>	<u>Registration Date</u>	<u>Mark</u>
U.S.	1,515,409	December 6, 1988	CP Design
U.S.	1,651,504	July 23, 1991	TILT-TOP
U.S.	2,295,164	November 30, 1999	CREATIVE PACKAGING
Australia	772233	April 30, 1999	CP Logo
South Korea	452062	July 31, 1999	CREATIVE PACKAGING
South Korea	452061	July 31, 1999	CP Logo
Japan	4327634	October 22, 1999	CREATIVE PACKAGING
Japan	4339198	November 26, 1999	CP Logo
China	1398780	May 20, 2000	CREATIVE PACKAGING
China	1383828	April 13, 2000	CP Logo