

09-23-2004



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Form PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Armstrong Containers, Inc.

- Individuals Association
 General Partnership Limited Partnership
 Corporation-State -Delaware
 Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
 Security Interest Change of Name
 Other

Execution Date: July 7, 2004

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

2. Name and address of receiving party(ies):

Name: Deutsche Bank Trust Company Americas

Internal Address: _____

Street Address: 60 Wall Street

City: New York State: NY ZIP: 10005

- Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- _____
 Other Collateral Agent

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CORP/FINANCE

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

Trademark Registration No.(s)

0986679

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Meredith Schorr

Internal Address: c/o White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: New York ZIP: 10036

6. Total number of applications and registration involved

1

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

23-1705 (in event of deficiency)

(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.

Meredith Schorr

Name of Person Signing

Meredith Schorr

Signature

9/21/04

Date

Total number of pages comprising cover sheet:

1

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director of US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Armstrong Containers, Inc., a Delaware Corporation (the "Grantor") with principal offices at 8607 Roberts Drive, Suite 250, Atlanta, Georgia 30350-2230 hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street New York, New York 10005, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of July 7, 2004 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

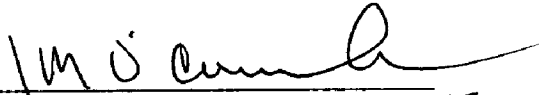
Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

7 day of JULY, 2004.

ARMSTRONG CONTAINERS, INC., Grantor

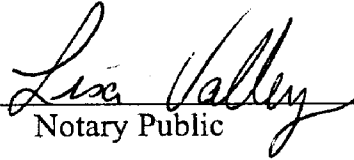
By 
Name: JEFFREY M. O'CONNELL
Title: VP, SECRETARY

Deutsche Bank Trust Company Americas,
as Collateral Agent and Grantee

By _____
Name:
Title:

STATE OF Georgia)
COUNTY OF DeKalb) ss:

On this 7 day of July, 2004, before me personally came JOSEPH M.
O'CONNOR who, being by me duly sworn, did state as follows: that [s]he is
VP, SECRETARY of Armstrong Containers, Inc., that he is authorized to execute the foregoing
Grant on behalf of said CORPORATION and that he did so by authority of the Board of Directors
of said CORPORATION.


Notary Public

LISA VALLERY
Notary Public, State of Georgia
DeKalb County
Commission Expires February 18, 2007

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

7th day of July, 2004.

ARMSTRONG CONTAINERS, INC., Grantor

By _____

Name:

Title:

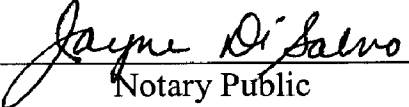
Deutsche Bank Trust Company Americas,
as Collateral Agent and Grantee

By *Albert Fischetti*
Name: **ALBERT FISCHETTI**
Title: **DIRECTOR**

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS:

On this 8TH day of JULY, 2004, before me personally came _____

ALBERT FISCHETTI who, being by me duly sworn, did state as follows: that [s]he is
DIRECTOR of Deutsche Bank Trust Company Americas, that [s]he is authorized to
execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of
the Board of Directors of said corporation.



Notary Public

Jayne DiSalvo
Notary Public, State of New York
No. 41-4760803
Qualified in Queens County
Certificate Filed in New York County
Commission Expires 11/30/06

MARKS
ARMSTRONG CONTAINERS, INC.

<u>Marks</u>	<u>Country</u>	<u>Registration/Serial No.</u>
ARMSTRONG	United States	0986679