

09-20-2002

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

Tab settings

102228768

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

1. Name of conveying party(ies):

Paper-Pak Products, Inc.

09.17.02

- Individual(s) 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 Agreement Change of Name Other

Execution Date: September 6, 2002

2. Name and address of receiving party(ies)

Name: USPP Holdco, Inc.

Internal Address:

Street Address: 545 Terrace Drive

City: San Dimas State: CA Zip: 91773

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Mark Bellomy

Internal Address: Ropes & Gray

Street Address: 1 International Place

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved:

44

7. Total fee (37 CFR 3.41):

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

18-1945

OFFICE OF PUBLIC RECORDS 2002 SEP 17 AM 11:44 FINANCE SECTION

DO NOT USE THIS SPACE

9. Signature.

Paul J. LePore

Name of Person Signing

Signature

Signature

9/11/02

Date

Total number of pages including cover sheet, attachments, and document:

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

09/19/2002 6TOM11 00000125 181945 2005536

01 FC:481 40.00 CH 02 FC:482 1075.00 CH

TRADEMARK REEL: 002589 FRAME: 0384

SCHEDULE A

to

ASSIGNMENT OF MARKS

“Trademark Assets” means and includes the following:

1. All trademarks, service marks, trade names, and brand and source identifiers of any type or nature throughout the world, however embodied or recorded, which have been used in commerce, or have been developed to be used, in association with the Assets as such term is defined in the Asset Purchase Agreement dated as of August 12, 2002.
2. The following US registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Reg. Date</u>
ADHERES	2,005,536	Oct. 8, 1996
AIR DRI	1,911,236	August 15, 1995
AIRLAY	2,143,260	March 10, 1998
ATTENDS	1,439,799	May 19, 1987
ATTENDS	1,356,559	August 27, 1985
ATTENDS	1,100,540	Aug. 29, 1978
BREATHABLES	1,869,435	Dec. 27, 1994
BRIDGETEX	1,485,304	April 19, 1988
COMFORT CARE	1,969,396	April 23, 1996
CONFIDENCE	2,525,337	Jan. 1, 2002
CONFIDENCE	2,296,364	Nov. 30, 1999
CONFIDENCE	1,930,263	Oct. 24, 1995
CONFIDENCE	1,506,980	Oct. 4, 1988
CONFIDENCE	2,402,936	Nov. 7, 2000
CONTOUR	2,352,225	May 23, 2000
DRI-SHEET	1,439,872	May 19, 1987
DRI-SORB	2,068,921	June 10, 1997
EZ-SORB	2,071,345	June 17, 1997
EZ-TRAINER	2,309,542	Jan. 18, 2000
HYGARD	2,180,278	Aug. 11, 1998
HYGARD (AND DESIGN)	1,063,088	April 12, 1977
HYGARD TUCKABLES	1,202,592	Sept. 30, 1988
NIGHT PRESERVER	2,048,954	April 1, 1997
P DESIGN	1,262,894	Jan. 3, 1984
PAPER-PAK	1,673,361	Jan. 28, 1992
PHC AND DESIGN	2,190,541	Sept. 22, 1998
QUICKABLES	1,631,569	Jan. 15, 1991
SMART LINEN PROTECTION PROGRAM	2,078,811	July 15, 1997
STASMOOTH	1,309,854	Dec. 18, 1984
SUPERSORB	1,800,754	Oct. 26, 1993

Assignment of Trademarks

SUPERSORB	1,316,795	Jan. 29, 1985
SYMPHONY	2,167,143	June 23, 1998
TISSUEPAK	1,678,469	March 10, 1992
TRIMCORE	2,200,500	Oct. 27, 1998
TUFFSORB	1,523,387	Feb. 7, 1989
TUCKABLES	1,298,672	Oct. 2, 1984
TUCK-IN	2,012,117	Oct. 6, 1996
ULTIMA (AND DESIGN)	1,776,389	June 15, 1993
ULTIMA SUPERSORB	1,777,124	June 15, 1993
VECAFIX	1,212,090	Oct. 12, 1982
WE'LL HELP YOU LIVE YOUR BEST WITH CONFIDENCE	2,150,661	Jan. 20 1998

3. The following US trademark applications:

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
A AND SUNRISE DESIGN	76/240039	April 12, 2001
BUILDING A BETTER BRAND OF CARING	75/838362	Nov. 2, 1999
PAPER-PAK	76/307033	Aug. 30, 2001

4. The following Canadian registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ADAM	TMA317448	Aug. 15, 1986
AIRLAY	TMA374691	Oct. 19, 1990
AIRLAY	TMA469969	Jan 28, 1997
A AND SUNRISE DESIGN	TMA492089	March 30, 1998
ATTENDS	TMA235264	Aug. 17, 1979
(ATTENDS SHIELD & RIBBON DESIGN)	TMA248637	July 25, 1980
ATTENDS	TMA327186	May 8, 1987
(ATTENDS SHIELD & RIBBON DESIGN)	TMA327187	May 8, 1987
BREATHABLES	TMA544997	May 14, 2001
HYGARD	TMA396639	April 3, 1992
MOVABLES	TMA458744	May 31, 1996
PERMA-DRY	TMA439123	Feb. 10, 1995
QUICKABLES	TMA422847	Feb. 4, 1994
TUCKABLES (DESIGN)	TMA416256	Sept. 3, 1993
VECA-C	TMA423186	Feb. 18, 1994

5. The following Argentina registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	1,500,236	Jan. 31, 1994
ATTENDS	1,387,149	Feb. 28, 1992
ATTENDS	1,499,125	Jan. 31, 1994

Assignment of Trademarks

6. The following Aruba registered trademarks:

Mark	Registration No.	Registration Date
ATTENDS	13,830	Oct. 12, 1989

7. The following Australia registered trademarks:

Mark	Registration No.	Registration Date
ATTENDS	A340,953	Dec. 6, 1979

8. The following Bahamas registered trademarks:

Mark	Registration No.	Registration Date
ATTENDS	9,690	Dec. 17, 1979

9. The following Barbados registered trademarks:

Mark	Registration No.	Registration Date
ATTENDS	81/5594	Dec. 20, 1979

10. The following Bermuda registered trademarks:

Mark	Registration No.	Registration Date
ATTENDS	9,247	Feb. 1, 1980

11. The following Bolivia registered trademarks:

Mark	Registration No.	Registration Date
ATTENDS	57,195C	Sept. 21, 1994

12. The following Brazil registered trademarks:

Mark	Registration No.	Registration Date
ATTENDS	812,407,873	Dec. 29, 1987
ATTENDS	812,611,705	Feb. 2, 1988
PAPER-PAK	817,214,798	Jan. 2, 1996
PAPER-PAK	817,214,801	Oct. 28, 1997
P DESIGN	817,214,810	Mar. 26, 1996
P DESIGN	817,214,828	Apr. 9, 1996

Assignment of Trademarks

13. The following Cambodian registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	3,584	Nov. 23, 1993
ATTENDS (Logo)	3,585	Sept. 14, 1993

14. The following Chile registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	440,266	Dec. 3, 1984
ATTENDS	370,588	May 8, 1981
ATTENDS	386,160	Feb. 2, 1982

15. The following Columbia registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	140,967	April 6, 1993

16. The following Costa Rica registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	63,575	April 4, 1984
ATTENDS	64,194	Aug. 14, 1984

17. The following Cuba registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	128,135	March 17, 2000

18. The following Ecuador registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	1312-93	April 8, 1988
ATTENDS	1306-93	April 8, 1988

19. The following El Salvador registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	205/111	Feb. 27, 1986

Assignment of Trademarks

20. The following Guatemala registered trademarks:

Mark	Registration No.	Registration Date
ATTENDS	48,724	July 1, 1985

21. The following Honduras registered trademarks:

Mark	Registration No.	Registration Date
ATTENDS	45,625	Nov. 26, 1985

22. The following India registered trademarks:

Mark	Registration No.	Registration Date
ATTENDS	431,671B	Dec. 31, 1984

23. The following Indonesia registered trademarks:

Mark	Registration No.	Registration Date
ATTENDS	266,915	July 17, 1991

24. The following Laos registered trademarks:

Mark	Registration No.	Registration Date
ATTENDS	2,340	August 27, 1993

25. The following Macau registered trademarks:

Mark	Registration No.	Registration Date
ATTENDS	9,288M	April 9, 1995

26. The following Malaysia registered trademarks:

Mark	Registration No.	Registration Date
ATTENDS	84/00848	Feb. 21, 1984

27. The following Mexico registered trademarks:

Mark	Registration No.	Registration Date
ATTENDS	464,137	June, 21 1994
ATTENDS	407,393	March 9, 1992

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28. The following Netherlands Antilles registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	13,242	March 19, 1984

29. The following New Zealand registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	189,025	Nov. 16, 1988

30. The following Nicaragua registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	16,336-CC	Jan. 18, 1985

31. The following Panama registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	34,037	April 9, 1984

32. The following Paraguay registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	163,083	July 30, 1993

33. The following Peru registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	10,791	Oct. 10, 1994
ATTENDS	10,790	Oct. 10, 1994

34. The following Philippines registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	30,047	Oct. 14 1981

35. The following Puerto Rico registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
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Assignment of Trademarks

ATTENDS	35,735	Jan. 20, 1995
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36. The following Singapore registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	819/80	Feb. 29, 1980

37. The following Suriname registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	11,370	March 21, 1984

38. The following Thailand registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	Kor131522	June 1, 1990
ATTENDS	Kor119414	Sept. 13, 2000
ATTENDS	Kor132772	June 1, 1990

39. The following Trinidad & Tobago registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	14670A	Nov. 17, 1987

40. The following Uruguay registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	179,710	April 12, 1985

41. The following Vietnam registered trademarks:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ATTENDS	7,310	April 6, 1992
ATTENDS (logo)	11,950	July 8, 1993

Assignment of Trademarks

ASSIGNMENT OF TRADEMARK ASSETS

THIS ASSIGNMENT is dated as of the 6th day of September, 2002, and is made from Paper-Pak Products, Inc., a Delaware corporation, ("Assignor") on the one hand, to USPP Holdco, Inc., a Delaware corporation ("Assignee") on the other hand.

WITNESSETH

WHEREAS, pursuant to the Asset Purchase Agreement by and among the Assignor, as Seller, and the Assignee and Paper-Pak Europe Limited, as Purchasers, dated as of August 12, 2002, Assignee is desirous of acquiring, and Assignor is desirous of transferring to Assignee, certain trademark assets and the goodwill associated with such trademark assets;

NOW, THEREFORE, in consideration of the premises and the mutual covenants hereinafter set forth, the parties agree as follows:

1. Trademark Assets.

1.1 Assignor has adopted, used in commerce and applied for and/or acquired certain registrations and rights in the trademark assets, set forth in Schedule A attached hereto (the "Trademark Assets").

2. Assignment of Trademark Assets.

2.1 Assignor assigns to Assignee all rights, title and interests in and to the Trademark Assets, the goodwill of the business symbolized by the Trademark Assets, all registrations and applications for registration thereof, all rights of action accrued and to accrue under and by virtue thereof, including the right to sue and recover for past infringement of said Trademark Assets, and all records and files relating to said Trademark Assets. This Assignment of Trademark Assets will be governed by the laws of the State of New York without regard to its conflicts of laws principles.

2.2 Assignor shall sign all documents, and, at Assignee's sole cost and expense: (i) provide all testimony reasonably requested by Assignee and (ii) do all lawful things reasonably requested of them by Assignee, as the foregoing are necessary to carry out and fulfill the purposes and intent of this Agreement.

2.3 Assignor hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

Assignment of Trademarks

IN WITNESS WHEREOF, the parties have executed, made and entered into this Assignment of Trademark Assets as of the date first set forth above.

ASSIGNOR:

By: *Jolene A. Myers*
Name: *Jolene A. Myers*
Title: *CFO*

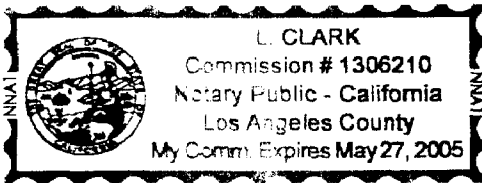
THE STATE OF CALIFORNIA

County of *LOS ANGELES*

This instrument was executed before me on this *29* day of August 2002, by *JOLENE A. MYERS*, the *CFO* (title) of Paper-Pak Products, Inc., a Delaware corporation, on behalf of said corporation.

WITNESS my hand and official seal.

L. Clark
Notary Public in and for
The State of California



L. CLARK
Printed or Typed Name of Notary

My Commission Expires *MAY 27, 2005*

ASSIGNEE:

USPP Holdco, Inc.

By: Alan E. Peterson
Name: ALAN E. PETERSON
Title: PRESIDENT

THE STATE OF CALIFORNIA

County of _____

This instrument was executed before me on this ___ day of August 2002, by _____, the _____ (title) of USPP Holdco, Inc., a Delaware corporation, on behalf of said corporation.

WITNESS my hand and official seal.

Notary Public in and for
The State of California

Printed or Typed Name of Notary

My Commission Expires _____