

01-07-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE U.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):

Compagnie Plastic Omnium

12-31-02

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Corporation France

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: October 30, 2002

2. Name and address of receiving party(ies)

Name: Otto Acquisition, L.L.C.

Internal 12700 General Drive

Street Address: 12700 General Drive

City: Charlotte State: NC Zip: 28273-6415

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

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)

See Schedule

Additional number(s) attached Yes No

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

Name: E. Thomas Watson

Internal Address:

Street Address: 401 S. Tryon Street Suite 3000

City: Charlotte State: NC Zip: 28202

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

E. Thomas Watson

Name of Person Signing

E Thomas Watson

Signature

12/6/02

Date

Total number of pages including cover sheet, attachments, and document: 7

01/06/2003 DBYRNE 00000066 1446256

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

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40.00 DP 50.00 OP

TRADEMARK REEL: 2643 FRAME: 0299

U.S. PATENT AND TRADEMARK OFFICE  
RECORDATION FORM COVER SHEET

1. Second conveying party:  
Otto Acquisition, L.L.C.  
Delaware limited liability company

2. Zarn Waste Systems, L.L.C.  
Delaware limited liability company  
12700 General Drive  
Charlotte, NC 28273-6415

3. Change of name

4.B. Trademark Registrations  
1,446,256 Z  
1,785,432 ZARN  
1,428,424 ZARNTAINER

## TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made this 30th day of October, 2002 by Compagnie Plastic Omnium, a corporation organized under the laws of France, having a principal place of business at 1 rue due parc, 92300 Levallois, Perret ("Assignor") and Otto Acquisition, L.L.C., a limited liability company organized under the laws of Delaware and having a place of business in Charlotte, North Carolina ("Assignee"). The Assignor and Assignee are collectively referred to herein as the "Parties."

WHEREAS, the Assignor is the owner of the trademarks, service marks, and trade names as represented by the trademark registrations ("Trademarks") set forth on the Schedule attached to and made part of this Assignment;

WHEREAS, the Assignee is desirous of acquiring the Trademarks, including all domestic and foreign rights, registrations, and applications, from the Assignor, and the Assignor is interested in transferring the Trademarks to the Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor:

1. Hereby sells, assigns, transfers and conveys to the Assignee, its successors and assigns, the Assignor's entire right, title and interest in and to the Trademarks and the associated registrations and applications, both domestic and foreign, together with the goodwill of the business associated with and symbolized by the Trademarks; and
2. All causes of action, past, present, and future for infringement or unfair competition with respect to the Trademarks; and
3. Will, upon written request of Assignee, its successors and assigns, execute reasonable documents prepared at the expense of the Assignee, its successors and assigns, to perfect its title to any and all rights in the Trademarks conveyed hereunder.

IN WITNESS WHEREOF, Assignor has given legal effect to this Assignment by its duly authorized representative.

ASSIGNOR:

Compagnie Plastic Omnium

By: 

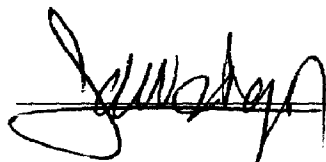
Name: JN SAZERBA

Title: Senior Executive Vice President and CFO

DECLARATION OF WITNESS

I, François SCHWEIGER, whose full address is 26 rue de Stalingrad, Nanterre, FRANCE hereby declare that I was personally present and did see the above mentioned person, Jean-Michel SAZERBA, who is personally known to me to be the person signing on behalf of the Assignor in the above Assignment, duly sign and execute the same.

Declared at \_\_\_\_\_ this 30TH day of OCTOBER, 2002.



**SCHEDULE OF TRADEMARKS**

Title	Registration Number/Application No.	Country	Record Owner
Z	1,446,256	USA	Compagnie Plastic Omnium
ZARN	1,785,432	USA	Compagnie Plastic Omnium
ZARN	432,656	Canada	Compagnie Plastic Omnium
ZARN	131,738/417,008	Mexico	Compagnie Plastic Omnium
ZARN-TOUGH	1,111,802	USA	Compagnie Plastic Omnium
ZARNTAINER	1,428,424	USA	Compagnie Plastic Omnium

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF FORMATION  
OF  
OTTO ACQUISITION,LLC**

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 05:01 PM 11/04/2002  
020682271 - 3572016

Otto Acquisition, LLC, a company duly organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware (the "LLC") does hereby certify:

FIRST: That by unanimous written consent of the Sole Member and Manager of the LLC, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Formation of the LLC declaring said amendment to be advisable. The resolutions setting forth the proposed amendment are as follows:

RESOLVED, that the Certificate of Formation of this limited liability company is amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

- 1. The name of the limited liability company is: Zarn Waste Systems, LLC

SECOND: That this amendment of the Certificate of Formation shall be effective upon filing.

IN WITNESS WHEREOF: Otto Acquisition, LLC has duly caused this Certificate of Amendment of its Certificate of Formation to be signed by Phil Trussell, its Manager, this 4<sup>th</sup> day of November, 2002.

OTTO ACQUISITION, LLC

By: 

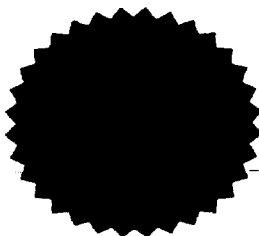
Phil Trussell, Manager

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "OTTO ACQUISITION, LLC", CHANGING ITS NAME FROM "OTTO ACQUISITION, LLC" TO "ZARN WASTE SYSTEMS, LLC", FILED IN THIS OFFICE ON THE FOURTH DAY OF NOVEMBER, A.D. 2002, AT 5:01 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3572016 8100

AUTHENTICATION: 2072953

020682271

DATE: 11-06-02

RECORDED: 12/31/2002

TRADEMARK  
REEL: 2643 FRAME: 0305