

2/5/04

02-10-2004



Form PTO-1594
(Rev. 10/02)
OMB No. 0651-007 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE

102666042

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

1. Name of conveying party(ies):
The Newark Group, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - **New Jersey**
 Other _____

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

2. Name and address of receiving party(ies)
Name: **JP Morgan Chase Bank**

Internal Address: **Attention: Khuyen Ta**

Street Address: **1111 Fannin, 10th Floor**

City: **Houston** State: **TX** Zip: **77002**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other **New York Banking Corporation**

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **January 30, 2004**

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) **76/332,189**

Additional number(s) attached Yes No

B. Trademark Registration No.(s) **1,262,386**

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

Internal Address: **Milbank, Tweed, Hadley & McCloy LLP**

Street Address: **One Chase Manhattan Plaza**

City: **New York** State: **NY** Zip: **10005**

6. Total number of applications and registrations involved: **21**

7. Total fee (37 CFR 3.41) \$**540**

Enclosed
 Authorized to be charged to deposit account


8. Deposit account number:
13-3250

(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

Janis Nici _____
 Name of Person Signing

 _____
 Signature

2-5-04 _____
 Date

Total number of pages including cover sheet, attachments, and document: **13**

02/09/2004 EC00PER 00000139 133250 76332189
01 FC:0521 40.00 DA
02 FC:0522 500.00 DA
NY2:#4577826

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

TRADEMARK
REEL: 002910 FRAME: 0650

**Continuation Sheet, Item 4.B.
The Newark Group, Inc.**

Trademark Registrations

2,641,319	2,318,801
1,614,822	1,884,926
1,224,215	2,506,530
1,208,245	1,452,087
1,287,932	2,050,679
1,803,729	2,052,445
617,869	1,804,418
2,194,054	1,325,764
1,477,662	2,049,923
1,751,273	

INTELLECTUAL PROPERTY SECURITY AGREEMENT

INTELLECTUAL PROPERTY SECURITY AGREEMENT dated as of January 30, 2004 between The Newark Group, Inc., a corporation duly organized and validly existing under the laws of the State of New Jersey (the "Company"), each of the Subsidiaries of the Company identified under the caption "SUBSIDIARY GUARANTORS" on the signature pages hereto (individually, a "Subsidiary Guarantor" and, together with the Company, individually an "Obligor" and, collectively, the "Obligors"), and JPMORGAN CHASE BANK, as collateral agent for the Secured Parties from time to time party to the Collateral Agency and Intercreditor Agreement referred to below (in such capacity, together with its successors in such capacity, the "Collateral Agent").

WHEREAS, the Company, Newark Group International B.V., a Dutch corporation ("Dutch Holdings"), the lenders party thereto and identified in the Collateral Agency and Intercreditor Agreement referred to below (herein collectively, together with any person that may become a "Bank" under the Credit Agreement after the date hereof, the "Banks") and JPMorgan Chase Bank (formerly known as The Chase Manhattan Bank), as Administrative Agent for the Banks (in such capacity, the "Administrative Agent"), are parties to a Second Amended and Restated Credit Agreement dated as of June 14, 2001 (as amended, modified, supplemented, refinanced, or replaced from time to time, the "Credit Agreement") providing, subject to the terms and conditions thereof, for extensions of credit (by the making of loans and the issuing of letters of credit) to be made by the Banks to the Company and Dutch Holdings in an aggregate principal or face amount of up to \$190,000,000.

WHEREAS, certain subsidiaries of the Company (the "Bank Subsidiary Guarantors") are parties to a Subsidiary Guarantee Agreement dated as of June 14, 2001 (as amended, modified, supplemented, refinanced, or replaced from time to time, the "Bank Subsidiary Guarantee Agreement"), pursuant to which the Bank Subsidiary Guarantors guaranteed to the Banks the payment of the Guaranteed Obligations (as defined in the Subsidiary Guarantee Agreement).

WHEREAS, the Company and the financial institutions identified in the Collateral Agency and Intercreditor Agreement referred to below (herein collectively, together with any person that may become a holder of Notes after the date hereof, the "Noteholders") are party to a Note Purchase Agreement dated as of September 23, 1999 (as amended, modified, supplemented, refinanced, or replaced from time to time, the "Note Purchase Agreement") pursuant to which the Company issued \$75,000,000 aggregate principal amount of its 7.82% Senior Notes Due September 15, 2009 (as amended, modified, supplemented, refinanced, or replaced from time to time, the "Notes").

Intellectual Property Security Agreement

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WHEREAS, certain subsidiaries of the Company (collectively, the "Noteholder Subsidiary Guarantors") are parties to a Guaranty Agreement dated as of September 23, 1999 (as amended, modified, supplemented, refinanced, or replaced from time to time, the "Note Guaranty Agreement"), pursuant to which the Subsidiary Guarantors guaranteed to the Noteholders the payment of the Guaranteed Obligations (as defined in the Note Guaranty Agreement).

WHEREAS, the Company may from time to time enter into interest or commodity or other hedging agreements with one or more of the Banks or the Noteholders or the affiliates of any thereof (any such agreement being herein called "Hedging Agreement"), which Hedging Agreements include a confirmation dated as of June 21, 2001 pursuant to a Master Agreement and Schedule, dated as of June 14, 2001, entered into by the Company with Fleet National Bank and a confirmation dated as of June 20, 2001 pursuant to a Master Agreement and Schedule, dated as of August 20, 1999, entered into by the Company with Wachovia Bank, National Association (formerly known as First Union National Bank). The Banks, the Noteholders, the Banks or their affiliates party to any Hedging Agreement (including Fleet National Bank and Wachovia Bank, National Association) are herein called the "Hedging Parties".

WHEREAS, concurrently with the execution and delivery hereof, the Banks party to the Credit Agreement on the date hereof, the Noteholders party to the Note Purchase Agreement on the date hereof, the Administrative Agent under the Credit Agreement and the Collateral Agent have entered into a Collateral Agency and Intercreditor Agreement dated as of the date hereof (as amended, modified and supplemented from time to time, the "Collateral Agency and Intercreditor Agreement") to, among other things, define the rights, duties, authority and responsibilities of the Collateral Agent and the relationship among the Banks, the Noteholders and the Hedging Parties (the Banks, the Noteholders, the Hedging Parties, the Administrative Agent and the Collateral Agent being collectively referred to herein as the "Secured Parties", and individually referred to as a "Secured Party") with respect to the collateral security provided for by the Security Agreement (defined herein).

WHEREAS, concurrently with the execution and delivery hereof, the Company, the Subsidiary Guarantors party thereto and the Collateral Agent have entered into a Security Agreement dated as of the date hereof (as amended, modified and supplemented from time to time, the "Security Agreement"). Terms defined in the Security Agreement and not otherwise defined herein are used herein as defined in the Security Agreement.

WHEREAS under the terms of the Security Agreement, the Obligors have granted to the Collateral Agent for the ratable benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of the Obligors, and have agreed as a condition thereof to execute this Intellectual Property Security Agreement for the purposes of recording the grant of the security interest in such intellectual property with the United States Patent and Trademark Office.

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NOW, THEREFORE. for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Obligor agrees as follows:

SECTION 1. Grant of Security. Each Obligor hereby confirms the grant to the Collateral Agent for the ratable benefit of the Secured Parties under the terms of the Security Agreement of a security interest in all of such Obligor's right, title and interest in and to the registered United States patents, United States federally registered trademarks, unregistered trademarks, and tradenames set forth in Schedule I hereto, and the right to recover for past, present and future infringements or misappropriations thereof and all other rights of any kind whatsoever accruing thereunder or pertaining thereto (collectively being the "Collateral").

SECTION 2. Security for Obligations. The grant of a security interest in the Collateral by each Obligor under the Security Agreement, as evidenced by this Intellectual Property Security Agreement, secures the payment of the Obligations of each Obligor whether now existing or hereafter coming into existence.

SECTION 3. Recordation. The Obligors shall authorize and request that the Commissioner for Trademarks (with respect to United States federally registered trademarks) and any other applicable government officer (with respect to other Collateral secured hereunder) record this Intellectual Property Security Agreement.

SECTION 4. Counterparts. This Intellectual Property Security Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and any of the parties hereto may execute this Intellectual Property Security Agreement by signing any such counterpart.


SECTION 5. Grants, Rights and Remedies. This Intellectual Property Security Agreement has been entered into pursuant to the terms of the Security Agreement. Each Obligor does hereby acknowledge and confirm that the grant of the security interest referenced herein to, and the rights and remedies of the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

SECTION 6. Governing Law. This Intellectual Property Security Agreement shall be construed and governed by the law of the State of New York.

Intellectual Property Security Agreement

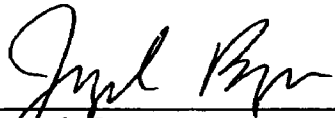
IN WITNESS WHEREOF, each Obligor has caused this Intellectual Property Security Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

THE NEWARK GROUP, INC.


By 
Name: Joseph Byrne
Title: Vice President - Planning and Finance

SUBSIDIARY GUARANTORS

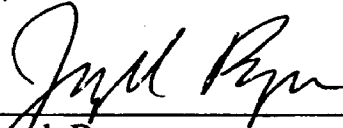
ALLFORMS PACKAGING CORP.

By 
Name: Joseph Byrne
Title: Vice President - Planning and Finance
Finance

RIDGE FINANCE CORP.

By 
Name: Joseph Byrne
Title: Vice President - Planning and Finance

NP COGEN, INC.

By 
Name: Joseph Byrne
Title: Vice President - Planning and Finance

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JPMORGAN CHASE BANK,
as Collateral Agent

By Brendan Walsh

Name: Brendan L. Walsh

Title: Vice President

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TRADEMARK
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SCHEDULE I
to Intellectual Property Security Agreement

**LIST OF PATENTS, TRADE NAMES, SERVICE MARKS, TRADEMARK AND
SERVICE MARK REGISTRATIONS AND APPLICATIONS FOR TRADEMARK
AND SERVICE MARK REGISTRATIONS**

The Newark Group, Inc. U.S. Patents

U.S. Patent No.	Issue Date	Title
6,378,764	April 30, 2002	Tray for transporting products, and method for its fabrication
6,309,334	Oct. 30, 2001	Divider for cardboard boxes
D433,782	Nov. 14, 2000	Pallet
D419,744	Jan. 25, 2000	Paperboard pallet
D419,275	Jan. 18, 2000	Pallet
6,012,399	Jan. 11, 2000	Paperboard pallet
5,952,062	Sept. 14, 1999	Laminate wrap
5,830,299	Nov. 3, 1998	Method for manufacturing loading platforms with replaceable feet, and platform manufactured with said procedure
5,816,172	Oct. 6, 1998	Paperboard pallet
5,799,586	Sept. 1, 1998	Loading platform with dismountable legs and method for manufacturing loading platforms with dismount legs
5,741,098	Apr. 21, 1998	System for protecting goods during transport
5,735,405	Apr. 7, 1998	Pile up tray for the transportation of products
5,647,708	July 15, 1997	System for protecting goods during transport
5,628,451	May 13, 1997	Corrugated paper container
5,601,521	Feb. 11, 1997	Method for manufacturing a divider for a cardboard box
5,577,989	Nov. 26, 1996	Method for forming corrugated paper container and container made therefrom
5,507,390	Apr. 16, 1996	Pile up tray for transporting goods
5,272,990	Dec. 28, 1993	Paperboard core pallet
5,119,740	June 9, 1992	Paperboard storage bin
5,067,418	Nov. 26, 1991	Recyclable paperboard pallet
4,932,530	June 12, 1990	Container with integral blank and separate corner post fastened thereto
4,931,346	June 5, 1990	Lightweight laminated paperboard
4,876,054	Oct. 24, 1989	Concrete forming method
4,716,709	Jan. 5, 1988	Apparatus and method for roll wrapping with poly-coated paper
4,685,610	Aug. 11, 1987	Container and method of making a container with integral bottom panel and side panels
4,636,185	Jan. 13, 1987	Apparatus for fabricating a box-like article

Intellectual Property Security Agreement

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**TRADEMARK
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The Newark Group, Inc. Registered Trademarks

Trademark	Generic	Trademark Registration No.	Registration (or Filing) Date	Country	Status
BCI		1,262,386	12/27/1983	United States	Registered
CUT-AWAY	Concrete forming tubes	2641319	10/22/2002	United States	Registered
DURA/COTE	Paperboard Boxes	1,614,822	9/25/1990	United States	Registered
EVER-FLEX	Coverboard Hinges	1,224,215	1/18/1983	United States	Registered
EXPANDA COVER	Book Covers	1,208,245	9/14/1982	United States	Registered
FIBERWRAP	Industrial packaging	1,287,932	7/31/1984	United States	Registered
FORTEX	Coverboard	1,803,729	11/9/1993	United States	Registered
KRAFIBRE	Boxboard	0,617,869	12/20/1955	United States	Registered
LAM PAK	Uncoated Substrate	2,194,054	10/6/1998	United States	Registered
MAXITE	Paperboard	1,477,662	2/23/1988	United States	Registered
MAXITE	Paperboard	353,983	3/31/1989	Canada	Registered
MAXITE	Paperboard	26,873	8/5/1996	Mexico	Registered
MEDIUM XPRESS	Fluted Paperboard	1,751,273	2/9/1993	United States	Registered
NEWEX	Graphic board	76332189 (ser#) 2001-108561	(10/30/01) 4/27/2003 6/13/2003 5/21/2003	United States Japan Colombia Eur. CTM China	Pending Registered Registered Registered Registered
NEWFORM	Construction Tubes	2,318,801	2/15/00	United States	Registered
NEWKRAF	Liners	1,884,926	3/21/1995	United States	Registered
NEWMOUNT	Recycled paperboard	2,506,530	11/13/01	United States	Registered
SOUTHERN FOAM PRODUCTS (not in use)	Foam-Backed Paperboard	1,452,087	8/11/1987	United States	Registered
STRESS RELIEF	Separator Stock	2,050,679	4/8/1997	United States	Registered
TAC	Tube & Can Board	2,052,445	4/15/1997	United States	Registered
Three tubes arranged in a triangle within a circle (design only)		1,804,418		United States	Registered
VAPO-GRIP	Roll headers	1,325,764	3/19/85	United States	Registered
XPANSE	Coverboard	2,049,923	4/1/1997	United States	Registered

The Newark Group, Inc. Unregistered Trademarks

Trademark	Generic
BCI 2000	Coverboard

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Trademark	Generic
BOSS BOARD	Coverboard
BREEZE BOARD	Paperboard
FOAM MASTER	Coverboard
GRAPH-X	Coverboard
NEW GARD	Edge Protection
NEWKOTE	Clay-coated Boxboard
TRI-R	Repulable Moisture Barrier Roll Wrap

THE NEWARK GROUP, INC. TRADE NAMES

NAME	JURISDICTION
Bennington Paperboard Co.	Secretary of State, NY
Book Covers, Inc.	Los Angeles County, CA
Book Covers, Inc.	Secretary of State, IL
Book Covers, Inc.	Secretary of State, NJ
Book Covers, Inc.	Secretary of State, TX
Book Covers, Inc.	Travis County., TX
Book Covers, Inc.	Dallas County., TX
California Paperboard	Santa Clara County., CA
Franklin Boxboard Co.	Secretary of State, OH
Haverhill Paperboard Corp.	Haverhill City Clerk, MA
Mobile Paperboard Corp.	Secretary of State, AL
Natick Paperboard Corp.	Natick Town Clerk, MA
Newark America	Fitchburg City Clerk, MA
Newark Pacific Paperboard Corp.	Los Angeles County, CA
Newark Paperboard Products - Atlanta	Secretary of State, TX & Cass County
Newark Paperboard Products - Bay Minette	Secretary of State, AL
Newark Paperboard Products - Cedartown	Polk County, GA
Newark Paperboard Products - Chicopee	Chicopee County, MA

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NAME	JURISDICTION
Newark Paperboard Products - Denver	CO
Newark Paperboard Products - Greenville	Secretary of the Commonwealth, PA
Newark Paperboard Products - Jacksonville Registration No. G01061900305	Secretary of State, FL
Newark Paperboard Products - Kountze	Dallas County, TX
Newark Paperboard Products - Kountze	Secretary of State, TX
Newark Paperboard Products - Kountze	Hardin County, TX
Newark Paperboard Products - Lawrence	Lawrence City Clerk, MA
Newark Paperboard Products - Longview	Master License Services, WA
Newark Paperboard Products - Mira Loma	El Dorado County Clerk, CA
Newark Paperboard Products - South Gardiner	Secretary of State, ME
Newark Paperboard Products - Stockton	San Joaquin County Clerk, CA
Newark Paperboard Products - Winston-Salem	Burke County, NC
Newark Paperboard Products - York	Secretary of the Commonwealth, PA
North Shore Recycled Fibers Corp.	Salem City Clerk, MA
Ohio Paperboard Corp.	Secretary of State, OH
Recycled Fibers Corp. of NJ	Secretary of State, NJ
Recycled Fibers Division	Secretary of State, FL
Recycled Fibers Division	Secretary of State, Ohio
Recycled Fibers International Reg. No. G96362900019	Secretary of State, FL
Recycled Fibers of Alabama	Secretary of State, AL
Recycled Fibers of Louisiana	Secretary of State, LA
Recycled Fibers of Louisiana	Caddo Parish, LA

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RECORDED: 02/05/2004

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