

01-04-1999



100932957

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1 Name of Party(ies) conveying an interest:

Bagecraft Corporation Of America
3900 West 43rd Street
Chicago, Illinois 60632

MRD
12-28-98

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Delaware
 Other

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

2 Name and Address of Party(ies) receiving an interest:

Name: Bagecraft Acquisition, L.L.C.
 Internal Address: _____
 Street Address: 100 Tri State
 City: Lincolnshire State: Illinois Zip: 60669

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

Additional name(s) & address(es) attached? Yes No

3 Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 20, 1998

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

A Trademark Application No (s): N/A

Additional numbers attached? Yes No

B Trademark Registration No.(s): See Attached

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

Name: Arlene D. Hanks, Esq.
 Internal Address: Moore & Van Allen, PLLC
 Street Address: 2200 West Main Street, Suite 800
 City: Durham State: NC ZIP: 27705

6 Total number of applications and registrations involved: 14

7 Total fee (37 CFR 3.4): \$ 365.00
 Enclosed
 Authorized to be charged to deposit account
 (Any Deficiency)

8 Deposit account number: 36E
13-4365
 (Attach duplicate copy of this form 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

Arlene D. Hanks, Esq. [Signature] 12-22-98
 Name of Person Signing Signature Date

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

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

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

12/31/1998 DNGUYEN 00000212 1964134

01 FC:431 40.00 DP
 02 FC:482 325.00 DP

Kin Oakey
 (Typed or printed name of person signing the certificate)

K. Oakey
 (Signature of the person signing the certificate)

12-22-98
 (Date of Signature)

ATTACHMENT A
Recordation Form Cover Sheet - Trademarks

4. Application Number(s) or Registration Number(s):

A. Trademark Application Numbers: N/A

B. Trademark Registration Numbers:

Mark	Registration No.
BAGCRAFT (Stylized Letters)	1,964,134
CAMEO	1,531,968
DUBL-CLEAR	1,533,089
DUBL-HANDL	1,558,630
DUBL-VIEW	1,739,803
GRAZING BAGS	1,541,512
IDENTO	1,531,967
TRIO	1,531,969
BAGCRAFT (Stylized Letters)	602,576
DUBL-FRESH	804,067
DUBL-WAX	2,185,943
DUBL-PANEL	775,159
INVITE-A-BITE & Design	684,255
OPEN SESAME	746,055

ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS, dated as of November 20 1998 ("Assignment"), by BAGCRAFT CORPORATION OF AMERICA, a Delaware corporation ("Assignor"), in favor of BAGCRAFT ACQUISITION, L.L.C, a Delaware limited liability corporation ("Assignee").

W I T N E S S E T H

WHEREAS, Assignor has adopted, used, is using and is the owner of the trademarks and/or service marks listed on Schedule A hereto, which trademarks and/or service marks are registered, have been filed for registration in the United States Patent and Trademark Office or in the Canadian Trademark Office, or are protected by either United States or Canadian common law (the "Trademarks"); and

WHEREAS, Assignor and Assignee are parties to that certain Assets Purchase Agreement, dated August 26, 1998, as amended on September 30, 1998, October 26, 1998, and November 16, 1998 (the "Assets Purchase Agreement"), pursuant to which Assignor has agreed to sell to Assignee and Assignee has agreed to purchase from Assignor, the Trademarks and the goodwill connected with and symbolized thereby, among other assets.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, transfer, set over, and deliver to Assignee all of Assignor's right, title, and interest in and to the Trademarks and the registrations thereof and applications therefor, together with (i) the goodwill of the business connected with the use of and symbolized by the Trademarks, (ii) all causes of actions, claims and demands or other rights for, or arising from any infringement, including past infringement, of the Trademarks, (iii) to the extent that any trademark or service mark applications included in the Trademarks are filed on the basis of Assignor's "intent to-use" such trademarks or service marks, the portion of the business to which those trademarks or service marks apply (which business is ongoing and existing), and (iv) all rights corresponding thereto throughout the world, all upon the terms and subject to the conditions set forth in the Assets Purchase Agreement.

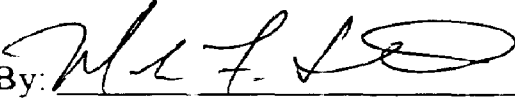
Assignor further agrees, without further consideration, to cause to be performed such lawful acts and to be executed such further assignments and other lawful documents as Assignee may reasonably request to effectuate fully this Assignment and to permit Assignee to be duly recorded as the registered owner and proprietor of the rights hereby conveyed.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be executed by the signature of its duly authorized officer as of the date above first written.

ASSIGNOR

BAGCRAFT CORPORATION OF AMERICA

By: 

Name: Mark F. Santacrose

Title: Pres.

Acknowledged and
Accepted:

ASSIGNEE:

BAGCRAFT ACQUISITION, L.L.C.

By: _____

Name:

Title:

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be executed by the signature of its duly authorized officer as of the date above first written.

ASSIGNOR:

BAGCRAFT CORPORATION OF AMERICA

By: _____
Name:
Title

Acknowledged and
Accepted:

ASSIGNEE:

BAGCRAFT ACQUISITION, L.L.C.

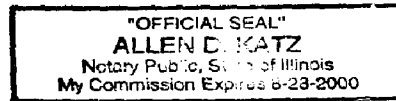
By: *R. R. COTE*
Name: *R. R. COTE*
Title: *UI*

STATE OF Illinois)
) SS.
COUNTY OF Cook)

I, a notary public, in and for the county and state aforesaid, do hereby certify that Mark F. Santacrose personally known to me to be the President of Bagcraft Corporation of America, a Delaware corporation, appeared before me this day in person and acknowledged that (s)he signed the above and foregoing instrument as his/her free and voluntary act and as the free and voluntary act of said corporation pursuant to authority granted to him/her by the board of directors of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 20th day of November, 1998.


Notary Public



My commission expires: 8/28/2000

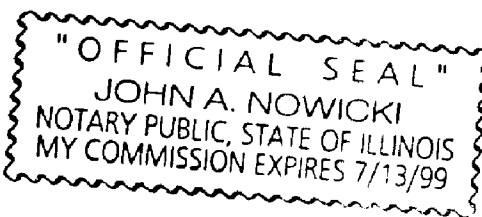
STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, a notary public, in and for the county and state aforesaid, do hereby certify that f.h. Cole personally known to me to be the Vice President of Bageraft Acquisition, L.L.C., a Delaware corporation, appeared before me this day in person and acknowledged that (s)he signed the above and foregoing instrument as his/her free and voluntary act and as the free and voluntary act of said corporation pursuant to authority granted to him/her by the board of directors of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 20th day of November, 1998.

John A. Nowicki
Notary Public

My commission expires: 07/13/99



SCHEDULE A TO ASSIGNMENT OF TRADEMARKS

Bagcraft Corporation of America Registered U.S. Trademarks	
Name of Trademark	Registration Number
BAGCRAFT (Stylized letters)	1,964,134
CAMEO	1,531,968
DUBL-CLEAR	1,533,089
DUBL-HANDL	1,558,630
DUBL-VIEW	1,739,803
GRAZING BAGS	1,541,512
IDENTO	1,531,967
TRIO	1,531,969
BAGCRAFT (Stylized letters)	602,576
DUBL-FRESH	804,067
DUBL-PANEL	775,159
DUBL-WAX	2,185,943
INVITE-A-BITE & Design	684,255
OPEN SESAME	746,055

Bagcraft Corporation of America Registered Foreign Trademarks		
Trademark	Country	Registration Number
BAGCRAFT	Canada	TMA 273,447

Bagcraft Corporation of America Common Law Trademarks
BAGCRAFT SEALING STRIP
BLUE DENIM
BRUSHSTROKE (design)
CUE-PON WINDOW BAG
DUBL-FOIL
DUBL-GLOSS
DUBL-COAT
DUBL-LAM
FUNBURST (design)
GLO-GLOSS
GOURMET GOODIES
HONEYCOMB
HOT-N-CLEAR
MAT-SAK
MESSAGE CENTER BAG
NAP-SACK

**Bagcraft Corporation of America
Common Law Trademarks**

NOTE PAD

PIZZA-PAK

PAPER POCKET BAGS

POCKET WINDOW BAG

SNO-KRAFT

TO GO! BAG

TAC-LABEL

2-IN-ONE

4-IN-ONE

COLOR ME REUSABLE

WRITE-ON

ZZZIP-STRIP