

05-18-1999



Form PTO-1594  
1-31-92

**S-10-99 mcd**

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

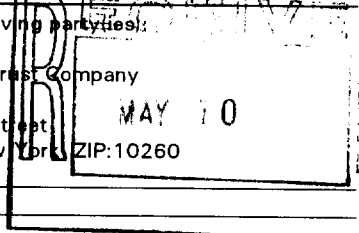
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IF COMMERCIAL  
Office

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

1. Name of conveying party(ies):  
 Packaging Corporation of America  Individuals   
 General Partnership -  Limited Partnership  
 Corporation -  
 Other Limited Liability Company - Delaware  
 Additional name(s) of conveying party(ies) attached? Yes  No

2. Name and address of receiving party(ies):  
 Name: Morgan Guaranty Trust Company  
 Internal Address:  
 Street Address: 60 Wall Street  
 City: New York State: New York ZIP: 10260  
 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership Corporation  
 Other Collateral Agent  
 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  
 Release

Execution Date: 4/12/99

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 Additional numbers attached?  Yes  No

Trademark Registration No.(s)\  
 1,446,369

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Meredith Schorr  
 Internal Address: White & Case LLP  
 Street Address: 1155 Avenue of the Americas  
 City: New York State: NY ZIP: 10036  
 Client/matter 1122556-0010 Ehud Schaffer

6. Total number of applications and registration involved: 15  
 7. Total fee (37 CFR 3.41): \$390.00  
 Enclosed (enclosed with original submission)  
 Authorized to be charged to deposit account  
 8. Deposit account number:  
 (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 S101099 Date  
 Total number of pages comprising cover sheet: 1

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

Do not detach this portion

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

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

05/18/1999 DNGUYEN 00000100 1446369

01 FC:481  
02 FC:482

40.00 DP  
50.00 DP

## SCHEDULE A

<u>Mark</u>	<u>United States Reg. Number</u>	<u>Registration Date</u>	<u>Renewal Date</u>
GRAPE CHEST	1,446,369	07/07/87	11/05/03
BARRELMASTER	1,481,595	03/22/88	03/22/98
BULK MASTER	1,330,867	04/16/85	04/16/05
LOADBOARD	1,405,820	08/19/86	08/19/06
NEAT-STAK	1,790,392	08/31/93	08/31/03
PORTA-BOARD	1,310,936	12/25/84	12/25/04
PORTA-BOARD	1,310,937	12/25/84	12/25/04
POWERPLY	1,513,558	11/22/88	11/22/98
SNAPSET	1,397,651	06/17/86	06/17/06
PCA	1,904,453	07/11/95	07/11/05
FIREBALL DESIGN	1,577,787	01/16/90	01/16/00
FIREBALL DESIGN	1,557,972	09/26/89	09/26/99
FIREBALL DESIGN	1,558,060	09/26/89	07/01/05
FIREBALL DESIGN	1,566,778	11/21/89	11/21/99

### TRADEMARK APPLICATIONS/REGISTRATIONS

<u>Trademark</u>	<u>Country</u>	<u>Application Number/ Registration Number or Serial Number</u>
Superstack	United States	75/442,584

**GRANT OF SECURITY INTEREST  
IN CERTAIN TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Packaging Corporation of America, a Delaware corporation ("the Assignor") with principal offices at 1900 West Field Court, Lake Forest, Illinois 60045, hereby grants to Morgan Guaranty Trust Company of New York, as Collateral Agent (the "Assignee") with principal offices at 60 Wall Street, New York, New York 10260, a security interest in (i) all of the Assignor's right, title and interest in and to the 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) 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 OF SECURITY INTEREST (this "Grant"), is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement, among Assignor, the other assignors from time to time party thereto and the Assignee, dated as of April 12, 1999 (as amended, restated, modified and/or supplemented from time to time, the "Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those 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.

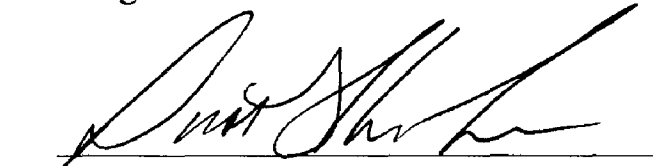
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 12<sup>th</sup> day of April, 1999.

PACKAGING CORPORATION OF  
AMERICA, as Assignor

A handwritten signature in black ink, appearing to be "A. L. J.", written over a horizontal line.

Title: *Vice President, Human Resources*

MORGAN GUARANTY TRUST COMPANY  
OF NEW YORK, as Collateral Agent, as  
Assignee



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Title: DOROTHY KIM LEE  
VICE PRESIDENT

STATE OF NEW YORK     )  
  ) ss.:  
COUNTY OF NEW YORK    )

On this 12<sup>th</sup> day of April, 1999, before me personally came Andrea L. Davy who, being by me duly sworn, did state as follows: that [s]he is V.P. Human Resources of Packaging Corporation of America, 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.

Nancy A. Hillegonds  
Notary Public

