

02-18-2000

FORM PTC-159
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MRD 1-18-00



101270063

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):
THE FONDA GROUP, INC.
 15-29 Lower Newton Street
 St. Albans, Vermont 05478

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

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

2. Name and address of receiving party(ies):
 Name: **IBJ WHITEHALL BUSINESS CREDIT CORPORATION, AS AGENT**
 Internal Address: _____
 Street Address: **One State Street**
 City: **New York** State: **N.Y.** ZIP: **10004**

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

Execution Date: **December 6, 1999**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **New York**
 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)
See Attached Schedule A

B. Trademark registration No.(s)
See Attached Schedule A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Federal Research Corp.**
 Internal Address: _____
 Street Address: **400 Seventh Street, NW, Suite 101**
 City: **Washington** State: **D.C.** ZIP: **20004**

6. Total number of applications and registrations involved: **39**

7. Total fee (37 CFR 3.41): \$ **990⁰⁰**
 Enclosed
 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

Richard Roel **Richard Roel** **1/13/2000**
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: **6**

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

02/16/2000 DNGUYEN 00000192 2057076

01 FC:481 40.00 OP
02 FC:482 950.00 OP

1066826.1/RIR/25254/032 1/12/00

TRADEMARK
REEL: 002024 FRAME: 0677

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated as of December 6, 1999 by and between THE FONDA GROUP, INC. and IBJ WHITEHALL BUSINESS CREDIT CORPORATION, as Agent.

Mark	Reg. No.	Issue Date
CLASSIC	2,057,076	4/29/97
CUT & TOSS	2,257,985	6/29/99
DURAPLATE	1,648,183	6/18/91
FIRMWARE	764,871	2/18/64
GALA	1,616,775	10/09/90
GALA	834,744	9/05/67
GALA	1,623,582	11/20/90
GALA and Design	1,612,908	9/11/90
"Hoffmaster Logo H Design"	2,106,890	10/21/97
HOLDING HANDS	2,136,623	2/17/98
IT'S JUST NOT A PARTY UNLESS WE'RE INVITED	1,238,243	5/17/83
LEISURE WAY	App. No. 75/581,303	App. Filed: 11/02/98
LINEN LIKE	2,181,124	8/11/98
LINEN-LIKE SUPREME and design	App. No. 75/548,568	App. Filed: 9/08/98
MOR-WARE	850,556	6/11/68
ODYSSEY	App. No. 75/348,028	App. Filed: 8/27/97
PAPER ART	1,634,124	2/05/91
PAPER ART	1,634,813	2/12/91
PAPER ART (stylized)	2,114,460	11/18/97

Mark	Reg. No.	Issue Date
PARTI PAC in Stylized Letters	1,200,025	6/29/82
PARTY HOUR and Design	696,442	4/19/60
PARTY PAK	2,278,570	9/14/99
PERMA-WIPES	1,313,488	1/08/85
PRESTIGE	2,237,793	4/06/99
QUALITYWARE	1,642,841	4/30/91
REED'S	928,923	2/15/72
REED'S	940,237	8/08/72
RIGIDWARE	1,642,842	4/30/91
SENSATIONS	2,163,419	6/09/98
SHARING	2,155,374	5/5/98
SMARTWARE	App. No. 75/738,457	App. Filed: 6/28/99
SOFTEES	1,409,471	9/16/86
SUPERIOR (Use Based App.)	App. No. 75/566,013	Filed: 10/07/98 (application suspended pending outcome of Cancellation No. 26,509)
SUPERIOR (ITU App.)	App. No. 75/566,510	App. Filed: 10/07/98 (application suspended pending outcome of Cancellation No. 26,509)
TOUCH OF COLOR	1,120,986	6/26/79
TOUCH OF COLOR	1,648,150	6/18/91

Mark	Reg. No.	Issue Date
TOUCH OF COLOR	1,648,876	6/25/91
TOUCH OF COLOR and Design	1,651,520	7/23/91
TOUCH OF COLOR and Design	1,652,364	7/30/91

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, THE FONDA GROUP, INC., a corporation formed under the laws of the State of Delaware ("Borrower") located at 15-29 Lower Newton Street, St. Albans, Vermont 05478, has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to IBJ WHITEHALL BUSINESS CREDIT CORPORATION ("IBJ"), the other financial institutions named in and which hereafter become a party to the Loan Agreement (as hereinafter defined) (IBJ and such other financial institutions, the "Lenders") and IBJ as agent for the Lenders (IBJ in such capacity, the "Agent"), pursuant to (i) a certain Second Amended and Restated Revolving Credit and Security Agreement dated as of February 27, 1997 among Agent, Lenders and Borrower (as amended, modified, restated or supplemented from time to time, the "Loan Agreement") and (ii) a certain Trademark Collateral Security Agreement dated as of March 31, 1995 made by Borrower in favor of Agent (together with the Loan Agreement, the "Agreements"); and

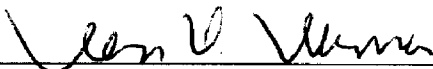
WHEREAS, pursuant to the Agreements, Borrower has granted to Agent for the ratable benefit of Lenders, a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent and grant to Agent for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements in accordance with the terms and provisions thereof.

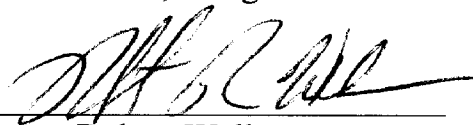
Agent and Borrower expressly acknowledge and affirm that the rights and remedies of Agent with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated as of: New York, New York
December 6, 1999

THE FONDA GROUP, INC.

By: 
Name: Hans H. Heinsen
Title: Senior Vice President

IBJ WHITEHALL BUSINESS CREDIT
CORPORATION, as Agent

By: 
Name: Robert Wallace
Title: Vice President

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

On this 11th day of January 2000, before me personally came Hans H. Heinsen, to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of THE FONDA GROUP, INC., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000

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

On this 11th day of January 2000, before me personally came Robert Wallace, to me known, who, being by me duly sworn, did depose and say that he is the Vice President of IBJ WHITEHALL BUSINESS CREDIT CORPORATION, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000