

07-20-2000

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TRADEMARKS ONLY

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

1. Name of conveying party(ies): Blessings Corporation

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

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

3. Nature of conveyance:

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

Execution Date: May 19, 1998

2. Name and address of receiving party(ies):

Name: Huntsman Edison Films Corporation

Address: 500 Huntsman Way

City: Salt Lake City State: Utah Zip: 84108

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

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

A. Trademark Application No.(s) 75/451,583; 75/451,597

B. Trademark Registration No.(s) 1,550,100; 1,549,105, 2,243,544 and 2,301,570

Additional numbers attached? Yes No

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

Name: Michael E. Mangelson

Telephone: (801) 328-3131

Address: Stoel Rives LLP
One Utah Center
201 South Main, Ste 1100

City: Salt Lake City State: Utah Zip: 84111-4904

6. Total number of applications and registrations

involved: **6**

7. Total Fee (37 CFR 3.41).....\$165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 19-4455

(Attach duplicate copy of this page if paying by deposit account)

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. Charges to deposit account are authorized, as indicated herein.

07/19/2000 ASCOTT 00000089 75451583

01 FC:481 40.00 OP
02 FC:482 125.00 OP

Ronald G. Moffitt
Name of Person Signing
Title: Senior Vice President and General Counsel
Huntsman Edison Films Corporation

Signature

6-13-00

Date

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"VA ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "BLESSINGS CORPORATION" UNDER THE NAME OF
"HUNTSMAN EDISON FILMS CORPORATION", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE NINETEENTH DAY OF MAY, A.D. 1998,
AT 9:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0389511 8100M

981190987

AUTHENTICATION: 9088464

DATE: 05-19-98

TRADEMARK
REEL: 002105 FRAME: 0548

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

VA ACQUISITION CORP.

WITH AND INTO

BLESSINGS CORPORATION

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

VA Acquisition Corp., a Delaware corporation (the "Corporation"), does hereby certify to the following facts relating to the merger (the "Merger") of the Corporation with and into Blessings Corporation, a Delaware corporation ("Blessings"), with Blessings remaining as the surviving corporation (the "Surviving Corporation"):

FIRST: The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). Blessings is incorporated pursuant to the DGCL.

SECOND: The Corporation owns at least 90% of the outstanding shares of each class of capital stock of Blessings.

THIRD: The Board of Directors of the Corporation, by the following resolutions duly adopted on May 19, 1998, determined to merge the Corporation with and into Blessings pursuant to Section 253 of the DGCL:

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:30 AM 05/19/1998
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TRADEMARK
REEL: 002105 FRAME: 0549

WHEREAS, the Corporation owns at least 90% of the outstanding shares of each class of capital stock of Blessings;

WHEREAS, the Board of Directors of the Corporation has deemed it advisable that Corporation be merged with and into Blessings pursuant to Section 253 of the DGCL;

WHEREAS, in connection with the tender offer by Parent and the Corporation for all of the outstanding Shares (as defined below) of Blessings (the "Offer") and the Merger, the Corporation proposes to enter into an Exchange Agreement (the "Exchange Agreement") with ChaseMellon Shareholder Services, L.L.C. and Huntsman Packaging Corporation, a Utah corporation and the owner of 100% of the capital stock of the Corporation (the "Parent");

NOW, THEREFORE, BE IT

RESOLVED, that the Corporation be merged with and into Blessings and that from and after the date and time of filing the Certificate of Ownership and Merger in connection with the Merger with the Secretary of State of the State of Delaware (the "Effective Time"), the Surviving Corporation shall possess all the rights, privileges, powers, immunities and franchises, and be subject to all of the restrictions, disabilities and duties of each of the Corporation and Blessings; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interests, of or belonging to or due to each of the Corporation and Blessings shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of the Corporation or Blessings shall not revert or be in any way impaired by reason of the Merger; and be it further

RESOLVED, that at the Effective Time, each share of common stock, par value \$.71 per share, of Blessings issued and outstanding immediately prior to the Effective Time (individually a "Share" and, collectively, the "Shares") (other than (i) Shares held by Blessings or any wholly-owned direct or indirect subsidiaries of Blessings, (ii) Shares held by Parent, the Corporation or any other wholly-owned direct or indirect subsidiary of Parent and (iii) Dissenting Shares (as defined below)), shall, by virtue of the Merger and without any further action on the part of Parent, the Corporation, Blessings or the holder thereof, be converted into and shall become the right to receive a cash payment per Share, without interest, equal to \$21.00 (individually the "Per Share Amount", and collectively the "Merger Consideration") upon the surrender of the certificate representing such Share; and be it further

RESOLVED, that at the Effective Time, each issued and outstanding share of the common stock, par value \$.01 per share, of the Corporation shall, by virtue of the Merger and without any further action on the part of Parent, the Corporation or Blessings or any holder thereof, be converted into one (1) validly issued, fully-paid and non-assessable share of common stock, par value \$.01 per share, of the Surviving Corporation and shall constitute the only outstanding shares of capital stock of the Surviving Corporation; and be it further

RESOLVED, that at the Effective Time, each Share held by Blessings (as treasury stock or otherwise) or held by Parent, the Corporation or any wholly-owned direct or indirect subsidiary of Parent, the Corporation or Blessings immediately prior to the Effective Time shall, by virtue of the Merger and without any further action on the part of Parent, the Corporation, Blessings or the holder thereof, be canceled, retired and cease to exist, and no consideration shall be delivered with respect thereto; and be it further

RESOLVED, that Shares outstanding immediately prior to the Effective Time and held by a holder who has not voted in favor of the Merger or consented thereto in writing and who has demanded appraisal for such Shares in accordance with the DGCL shall not be converted into a right to receive the Merger Consideration, unless such holder fails to perfect or withdraws or otherwise loses his right to appraisal (collectively, "Dissenting Shares"). If, after the Effective Time, such holder fails to perfect or withdraws or loses his right to appraisal, such Shares shall be treated as if they had been converted as of the Effective Time into a right to receive the Merger Consideration payable in respect of such Shares; and be it further

RESOLVED, that ChaseMellon Shareholder Services shall act as the exchange agent (in such capacity, the "Exchange Agent") for the benefit of the holders of Shares, for the exchange of a certificate or certificates which, immediately prior to the Effective Time, represented Shares (the "Certificates") that were converted into the right to receive the Per Share Amount; and be it further

RESOLVED, that the officers of the Corporation are and each of them hereby is, authorized to prepare, execute and deliver the Exchange Agreement between Corporation and the Exchange Agent for the benefit of the holders of Shares, pursuant to the terms and conditions set forth in the Exchange Agreement; and be it further

RESOLVED, that (i) the Certificate of Incorporation of the Surviving Corporation shall be substantially in form presented to the Board of Directors and attached hereto as Exhibit A and (ii) the By-laws of the

Corporation in effect immediately prior to the Effective Time shall be the By-laws of the Surviving Corporation until thereafter amended as provided therein and under the DGCL; and be it further

RESOLVED, that each of the officers of the Corporation be and they hereby are authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Corporation, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the offices of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger; and be it further

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and empowered to do and perform, or cause to be done and performed, all such acts and things and to sign and deliver or cause to be signed and delivered, all such documents, certificates and other instruments, and to take all such other actions as are necessary and appropriate in order to carry out the intent of the foregoing resolutions; and be it further

RESOLVED, that the Board of Directors of the Corporation in office immediately prior to the Effective Time shall be the Board of Directors of the Surviving Corporation; and be it further

RESOLVED, that the name of the Surviving Corporation shall be "Huntsman Edison Films Corporation".

FOURTH: The sole stockholder of the Corporation duly approved the Merger in the resolutions adopted by its Board of Directors on May 19, 1998 pursuant to and in accordance with Sections 228 and 253(a) of the DGCL.

[signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 19th day of May, 1998.

VA ACQUISITION CORP.

By: *Ronald G. Moffitt*
Name: Ronald G. Moffitt
Title: Sr. Vice President

319559.5

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Trademark Applications/Registrations of

HUNTSMAN PACKAGING CORPORATION

Serial/Reg. Nos.: See Attachment "A"

Filed/Registered: See Attachment "A"

Marks: See Attachment "A"

Box NO FEE

Box POST REG NO FEE

Assistant Commissioner for Trademarks

2900 Crystal Drive

Arlington, Virginia 22202-3513

To the Honorable Commissioner:

Applicant/Registrant, Huntsman Packaging Corporation, hereby notifies the U.S. Patent and Trademark Office of the following changes:

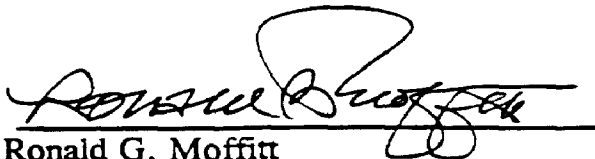
**REVOCATION OF POWERS OF ATTORNEY
AND
APPOINTMENT OF SUBSTITUTE ATTORNEYS**

Applicant/Registrant hereby revokes all current powers of attorney in connection with the trademark applications and registrations identified in the accompanying attachment, all of which are owned by Applicant/Registrant, and hereby appoints Michael E. Mangelson, Nathan W. Jones, and all other attorneys of the law firm of Stoel Rives LLP having an office at 201 South Main Street, Suite 1100, Salt Lake City, Utah 84111-4904, (801) 328-3131, as its attorneys in connection with these registrations and applications, with full power of substitution and revocation, to transact all business in the Patent and Trademark Office in connection therewith.

All communications and inquiries relating to these registrations should be addressed to Michael E. Mangelson, Stoel Rives LLP, 201 South Main Street, Suite 1100, Salt Lake City, Utah 84111-4904.

Respectfully Submitted,

HUNTSMAN PACKAGING CORPORATION



Ronald G. Moffitt
Senior Vice President and General Counsel

Dated: April 10, 2000

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: Box POST REG NO FEE, Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on:

Date of Mailing: April 12, 2000

Print Name of Depositor: Michael E. Mangelson

Signature of Depositor: 

Date of Signing: April 12, 2000

ATTACHMENT "A"

**Huntsman Packaging Corporation
U.S. Trademark Applications/Registrations**

MARK	FILING/REGISTRATION DATE	SERIAL/REGISTRATION NO.
703DC	April 5, 1988	1,483,437
ARCTICWRAP	November 7, 1989	1,564,492
BFO	June 12, 1990	1,600,830
BLESSINGS	December 21, 1999	2,301,570
CHEEZFILM	October 11, 1994	1,857,675
CHEEZFILM	August 5, 1986	1,404,004
CHOICE-WRAP	October 1, 1968	857,929
CLOUD NINE and Design	September 10, 1985	1,359,201
CO-EX PLASTICS	May 16, 1989	1,539,303
COOLWAVE	February 22, 1999	75/645.387
CT FILM and Design	July 17, 1984	1,286,012
DP and Design	February 5, 1974	977,946
DUBL-PAK	July 9, 1968	852,101
EDIGARD	March 17, 1998	75/451.597
ELASTIFILM	29 August, 1978	1,100,744
ELASTIFILM ULTRA	April 13, 1999	2,238,366
FRY-PAK	March 5, 1996	1,959,770
GROWFILM	August 24, 1982	1,206,169
H and Design	October 12, 1999	2,284,746
H and Design	October 12, 1999	2,284,747
HL	June 12, 1990	1,600,831
MAXILENE	February 14, 1984	1,267,132
OMNIFILM	September 14, 1982	1,208,308
OPTIFRESH	March 17, 1998	75/451.583
PERMA-BLOCK	January 16, 1996	1,947,873

PHASE PLUS	September 5, 1995	1,916,417
PLYLENE	August 8, 1978	1,098,786
POLY STAR	June 19, 1990	1,602,283
PP and Design	April 29, 1980	1,134,158
PRIME-WRAP	November 22, 1966	819,118
SECURALL	February 4, 1986	1,381,419
SHO CASE	March 10, 1992	1,678,544
STRATA	April 19, 1988	1,485,267
TAURUS and Design	June 22, 1982	1,198,793
TOUGH GUARD	July 9, 1974	987,894
UNIVOH	July 8, 1997	2,077,576
VITAFILM	August 20, 1946	422,922
VITAFRESH	January 12, 1982	1,185,722
VITASPENSER	April 1, 1967	2,049,615
VITAWRAP	November 21, 1967	839,152
WINWRAP	March 7, 1995	1,882,217
YIELDMASTER	May 4, 1999	2,243,544