

03-06-2001

2-26-01

REC



SHEET

101626599

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

1. Name of conveying party(ies)  
 Universal Packaging Corporation

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

2. Name and address of receiving party(ies)  
 Name: Graphic Packaging Corporation  
 Internal Address: \_\_\_\_\_  
 Street Address: 4455 Table Mountain Drive  
 City: Golden State: CO ZIP: 80403

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

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

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

Execution Date: December 20, 2000

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
1,904,969  
1,909,285  
852,104  
 Additional numbers attached?  Yes  No

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

Name: John L. DuPré  
 Internal Address: \_\_\_\_\_  
Hamilton, Brook, Smith & Reynolds, P.C.  
 Street Address: Two Militia Drive  
 City: Lexington State: MA ZIP: 02421-4799

6. Total number of applications and registrations involved: [ 4 ]  
 7. Total Fee (37 C.F.R. 3.41)..... \$ 115 E  
 Enclosed  
 Authorized to charge any deficiencies or credit any overpayment to deposit account  
 Authorized to be charged to deposit account

8. Deposit account number:  
08-0380  
 (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.*

Darrell L. Wong                    [Signature]                    2/21/2001  
 Name of Person Signing                    Signature                    Date

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

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**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

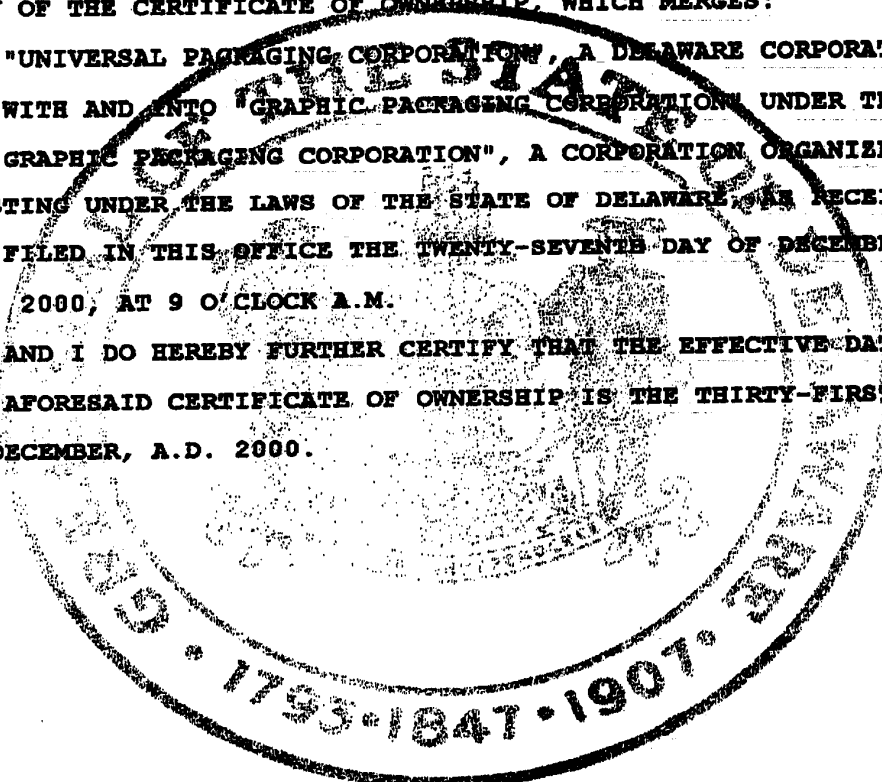
B. Trademark Registration No.(s) (Cont.)  
852,105

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, 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:

"UNIVERSAL PACKAGING CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "GRAPHIC PACKAGING CORPORATION" UNDER THE NAME OF "GRAPHIC PACKAGING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0942107

DATE: 01-29-01

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**CERTIFICATE OF OWNERSHIP  
MERGING  
UNIVERSAL PACKAGING CORPORATION  
WITH AND INTO  
GRAPHIC PACKAGING CORPORATION**

THIS CERTIFICATE OF OWNERSHIP is hereby submitted pursuant to Section 253 of the General Corporation Law of the State of Delaware.


1. The name and state of incorporation of the constituent corporations are Universal Packaging Corporation, a Delaware corporation ("UPC"), and Graphic Packaging Corporation a Delaware corporation ("GPC").
2. UPC is a wholly owned subsidiary of GPC.
3. The name of the surviving corporation is Graphic Packaging Corporation (the "Surviving Corporation").
4. Attached hereto is a copy of the resolutions of the Board of Directors of the Surviving Corporation adopted on December 20, 2000 authorizing the merger of UPC into GPC.
5. The effective date and time of the merger shall be midnight, December 31, 2000.

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, this Certificate of Ownership has been executed this 20th day of December, 2000.

**GRAPHIC PACKAGING CORPORATION**

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By:   
Name: Jeffrey H. Coors  
Title: President and Chief Executive Officer

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**TRADEMARK**  
**REEL: 002244 FRAME: 0925**

**RECORD OF PROCEEDINGS**

**UNANIMOUS WRITTEN CONSENT  
OF THE EXECUTIVE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
GRAPHIC PACKAGING CORPORATION**

**December 20, 2000**

Pursuant to Section 141(f) of the General Corporation Law of Delaware, the undersigned, being all of the members of the Executive Committee of the Board of Directors of GRAPHIC PACKAGING CORPORATION, a Delaware corporation (the "Corporation"), hereby consent to, vote in favor of and adopt the following resolutions:

**RESOLVED**, that the directors of the Corporation deem it advisable and generally to the advantage and welfare of the Corporation that GP Holdings, Inc. and Universal Packaging Corporation be merged with and into the Corporation:

**FURTHER RESOLVED**, that the officers of the Corporation are hereby authorized and directed, without any further resolution or authorization of this Board of Directors, to (i) execute on behalf of the Corporation a Certificate of Merger, and Agreement and Plan of Merger, and Articles of Merger; (ii) cause the filing of such documents, as appropriate, with the Corporation Division of the State of Delaware and with the Corporate Division of the State of Colorado in accordance with Section 253 of Delaware Corporation Law annotated and Section 7-111-105 of the Colorado Business Corporation Act; and (iii) perform any and all acts that may be required to carry out the terms and intent of these resolutions; and

**FURTHER RESOLVED**, that any and all acts of the officers of the Corporation to the date hereof in connection with the merger of GP Holdings, Inc. and Universal Packaging Corporation with and into the Corporation and the transactions referred to in the preceding resolutions are hereby in each and every respect ratified, confirmed, adopted, approved and accepted as the acts of the Corporation.

The effective date of the foregoing is December 20, 2000.

  
\_\_\_\_\_  
Jeffrey H. Coors, Chairman

  
\_\_\_\_\_  
William K. Coors, Director

RECORDED: 02/26/2001

TRADEMARK  
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