

5-21-01



RE

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101734259

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

1. Name of conveying party(ies):
BK Holding Corporation

- Individual
- General Partnership
- Corporation - State: Delaware
- Other:

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Association
- Limited Partnership
- Merger
- Change of Name

Execution Date: April 16, 2001

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

Name: Fleet National Bank
Internal Address:
Street Address: 100 Federal Street
City: Boston State: MA Zip: 02110

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

Other: National Association

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)
 - B. Trademark Registration No.(s): 2, 271, 122
- 578, 151
1, 864, 468
657,924
1,909,618
2,210,977
2,396,566
2,416,960
2,303,743
2,419,864
2,404,754
2,407,219
2,407,217
2,407,218
1,693, 947

Additional numbers attached? yes no

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

Name: Michelle Georges, Paralegal
Internal Address: Ropes & Gray
Street Address: One International Place
City: Boston State: MA Zip: 02110-2624

6. Total number of applications and registration involved: [15]

- 7. Total Fee (37 CFR 3.41) \$ 390
- Enclosed
- Authorized to be charged to deposit account.
Deposit Account # 18-1945
- Authorized to charge additional fees to 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.

Michelle Georges
Name of Person Signing

May 11, 2001
Date

Total number of pages including cover sheet, attachments and document: [4]

cc: Daria Tcherniakovskaia
8535883.1

RECEIVED
MAY 21 PM 4:35
STATEMENT SERVICES
DIVISION

**MEMORANDUM OF PATENT, TRADEMARK AND TRADE NAME SECURITY
INTEREST**

This Memorandum is dated as of April 16, 2001 between BKI Holding Corporation, a Delaware corporation (the "Patent and Mark Owner"), having a place of business at 900 Market Street, 2nd Floor, Wilmington, DE 19801, and Fleet National Bank, as agent (the "Secured Party") for itself and certain other lenders under the Credit Agreement dated as of April 16, 2001, as from time to time in effect, among the Patent and Mark Owner, certain of its affiliates, certain lenders party thereto and the Secured Party, having a place of business at 100 Federal Street, Boston, Massachusetts 02110.

1. Pursuant to the Security Agreement dated as of April 16, 2001, as from time to time in effect (the "Security Agreement"), among the Patent and Mark Owner, certain of its affiliates and the Secured Party, the Patent and Mark Owner has granted to the Secured Party a security interest in certain patents, trademarks and trade names and applications therefor listed in Exhibit A attached hereto and made a part hereof, in the name of the Patent and Mark Owner, together with the registrations thereof, the goodwill symbolized thereby and the assets associated therewith (collectively, the "Collateral").
2. The Patent and Mark Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Patent and Mark Owner has the capacity to grant to the Secured Party the security interests granted under the Security Agreement.

The Patent and Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

Patent and Mark Owner:

BKI HOLDING CORPORATION

Secured Party:

FLEET NATIONAL BANK,
as Agent under the Credit Agreement
referred to above

By James B. Jacobs
Title: President

By _____
Title: _____

The Patent and Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

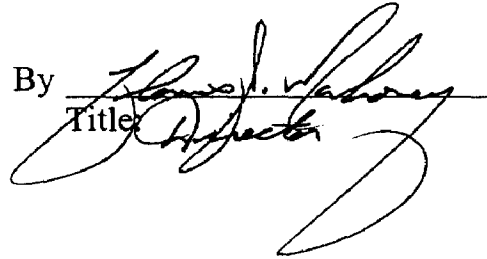

Patent and Mark Owner:

BKI HOLDING CORPORATION

By _____
Title:

Secured Party:

FLEET NATIONAL BANK,
as Agent under the Credit Agreement
referred to above

By 
Title: 

United States Trademark Registrations

MARK	REGISTRATION NUMBER	REGISTRATION DATE
BKI Holding Corporation		
BE (Stylized)	2,271,122	08-17-1999
BUCKEYE	578,151	08-04-1953
BUCKEYE	1,864,468	11-29-1994
BUCKEYE (and Design)	657,924	02-04-1958
BUCKEYE FIRST IN CELLULOSE (and Design)	1,909,618	08-08-1995
CURLY COTTON	2,210,977	12-15-1998
CURLY COTTON	2,369,566	07-18-2000
FOLEY FLUFFS	2,416,960	01-02-2001
HPZ	2,303,743	12-28-1999
NAVIGATOR	2,419,864	01-09-2001
SHOP ABSORBERS	2,404,754	11-14-2000
SHOP ASSISTANT	2,407,219	11-21-2000
SHOP PERFORMERS	2,407,217	11-21-2000
TOUGH CUSTOMER	2,407,218	11-21-2000
WALKISOFT*	1,693,947	06-16-1992

*Assigned to BKI Holding Corporation on October 1, 1999. Recordation in the Assignment Branch of the U.S. Patent and Trademark Office is pending.

M TAW 583820 v1
783824-00198 05/02/2001

RECORDED: 05/21/2001

TRADEMARK
REEL: 002306 FRAME: 0067