



5-30-01  
Tab settings

To the Honorable Commissioner of

101742297

attached original documents or copy thereof.

1. Name of conveying party(ies):  
Brockway Standard (New Jersey), Inc. f/k/a  
Brockway Standard, Inc.

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

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

2. Name and address of receiving party(ies)

Name: BWAY Manufacturing, Inc., a Delaware corporation

Internal Address: \_\_\_\_\_

Street Address : 8607 Roberts Drive, Suite 250

City: Atlanta State: GA Zip: 30350

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

If assignee is not domiciled in the United States, a 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
- Security Agreement
- Other Assignment via Merger, dated 9/14/00
- Merger
- Change of Name

May 18, 2001

Execution Date: \_\_\_\_\_

4. Application number(s) or trademark

A. Trademark Application No.(s)  
- NONE -

B. Trademark Registration  
1,674,779

Additional numbers attached? No

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

Name: Rebecca L. Foley

Internal Address: 16<sup>th</sup> Floor

Street Address: Katten Muchin Zavis

525 W. Monroe

City: Chicago Stat IL ZIP 60661

6. Total number of applications and registrations

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit

8. Deposit account number:

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

06/07/2001 TDIAZI 00000130 1674779

DO NOT USE THIS SPACE

01 FC:481 40.00 UP

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.

Rebecca L. Foley  
Name of Person

Rebecca L. Foley  
Signature

5/24/01

Date

Total number of pages including cover sheet, attachments, and

11

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

**TRADEMARK ASSIGNMENT NUNC PRO TUNC**

THIS TRADEMARK ASSIGNMENT by the undersigned, Milton Can Company, Inc., a Delaware corporation ("MCC"), and Brockway Standard (New Jersey), Inc., a Delaware corporation ("BSNJ") and BWAY Manufacturing, Inc., a Delaware corporation ("BMI"), dated nunc pro tunc to be effective as of September 14, 2000 ("Effective Date").

WHEREAS, MCC has been using and is the owner of all rights in and to the following registered trademark and the intellectual property rights and goodwill of the business symbolized by the registered trademark:

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>
Stylized "M"	1,674,779	February 11, 1992

WHEREAS, MCC transferred to BSNJ, the above-mentioned registered trademark, and the intellectual property rights and goodwill of the business symbolized by the trademark as part of the 1996 corporate name change ("1996 Name Change Agreement") between MCC and BSNJ dated October 22, 1996; and,

WHEREAS, BSNJ transferred to BMI, the above-mentioned registered trademark, and the intellectual property rights and goodwill of the business symbolized by the registered trademark as part of the 2000 corporate name change ("2000 Name Change") between BSNJ and BMI dated September 14, 2000.

NOW, THEREFORE, MCC does hereby confirm the assignment unto BSNJ, all of its right, title and interest in and to the above-mentioned registered trademark and the intellectual property rights and goodwill of the business symbolized by the registered trademark and the right to sue, either at law or in equity, and to recover for any past or future infringement thereof as part of the 1996 Name Change Agreement.

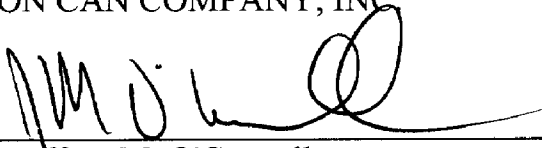
BSNJ does hereby confirm the assignment unto BMI, all of its right, title and interest in and to the above-mentioned registered trademark, and the intellectual property rights and goodwill of the business symbolized by registered trademark and the right to sue, either at law or in equity, and to recover for any past or future infringement thereof as part of the 2000 Name Change.

This Assignment is expressly made NUNC PRO TUNC, this Assignment to have the same legal force and effect as if executed on **September 14, 2000**.

IN WITNESS WHEREOF, the parties have caused this document to be executed on its behalf as of the 18th day of May, 2001.

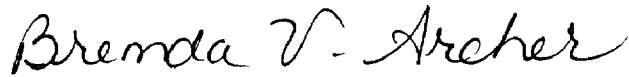
**MCC:**

MILTON CAN COMPANY, INC

By:   
Name: Jeffrey M. O'Connell  
Its: Vice President and Secretary

STATE OF GEORGIA )  
 ) SS:  
COUNTY OF FULTON )

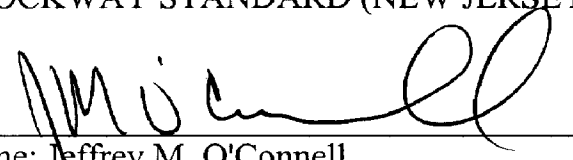
On this 18<sup>TH</sup> day of May, 2001, before me personally appeared Jeffrey M. O'Connell, known to me to be the individual aforesaid who duly acknowledged the signing of the foregoing instrument as a voluntary act on behalf of the identified corporation with authority to do so.

  
Notary Public

My Commission Expires: \_\_\_\_\_  
**Notary Public, Fulton County, Georgia  
My Commission Expires March 9, 2004**

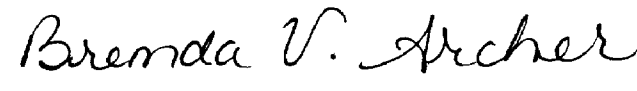
**BSNJ:**

**BROCKWAY STANDARD (NEW JERSEY), INC.**

By:   
Name: Jeffrey M. O'Connell  
Its: Vice President and Secretary

STATE OF GEORGIA )  
 ) SS:  
COUNTY OF FULTON )

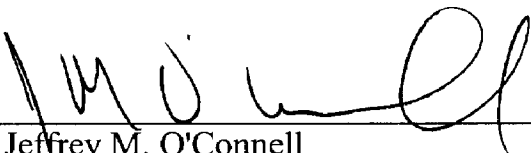
On this 18<sup>TH</sup> day of May, 2001, before me personally appeared Jeffrey M. O'Connell, known to me to be the individual aforesaid who duly acknowledged the signing of the foregoing instrument as a voluntary act on behalf of the identified corporation with authority to do so.

  
Notary Public

My Commission Expires: \_\_\_\_\_  
**Notary Public, Fulton County, Georgia  
My Commission Expires March 9, 2004**

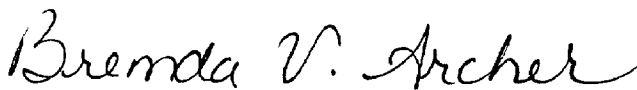
**BMI:**

BWAY MANUFACTURING, INC.

By:   
Name: Jeffrey M. O'Connell  
Its: Vice President and Secretary

STATE OF GEORGIA )  
 ) SS:  
COUNTY OF FULTON )

On this 18<sup>TH</sup> day of May, 2001, before me personally appeared Jeffrey M. O'Connell, known to me to be the individual aforesaid who duly acknowledged the signing of the foregoing instrument as a voluntary act on behalf of the identified corporation with authority to do so.

  
Notary Public

**Notary Public, Fulton County, Georgia**  
**My Commission Expires March 9, 2004**

My Commission Expires: \_\_\_\_\_

CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF  
MILTON CAN COMPANY, INC.

Milton Can Company, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Company adopted resolutions declaring it advisable to amend Article One of the Company's Certificate of Incorporation in its entirety to read as follows (the "Amendment"):

ARTICLE ONE

The name of the corporation is Brockway Standard (New Jersey), Inc.

SECOND: That thereafter, pursuant to said resolution, the Amendment was submitted for approval to the holders of the outstanding shares of the Company entitled to vote thereon, which approval was given by written consent pursuant to Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Milton Can Company, Inc. has caused this certificate to be signed

by its Vice President this 22nd day of October, 1996.

MILTON CAN COMPANY, INC.

By: /s/ David P. Hayford

David P. Hayford  
Vice President

**CERTIFICATE OF MERGER**

**OF**

**BROCKWAY STANDARD, INC.**

**AND**

**BROCKWAY STANDARD (NEW JERSEY), INC.**

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Adopted in accordance with  
the provisions of Section 251  
of the General Corporation Law  
of the State of Delaware

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It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Brockway Standard, Inc., which is incorporated under the laws of the State of Delaware; and

(ii) Brockway Standard (New Jersey), Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware and shall be effective as of the filing of the Certificate of Merger with the State of Delaware (the "Effective Date").

3. The surviving corporation in the merger herein certified is Brockway Standard (New Jersey), Inc., which will continue its existence as said surviving corporation upon the Effective Date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Brockway Standard (New Jersey), Inc., shall be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.



5. The executed Merger Agreement between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

8607 Roberts Drive, Suite 250  
Atlanta, Georgia 30350

6. A copy of the aforesaid Merger Agreement will be furnished by the aforesaid surviving corporation on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

Dated: September 14, 2000

BROCKWAY STANDARD, INC.

By:   
Name: Blair G. Schlossberg  
Its: Secretary

Dated: September 14, 2000

BROCKWAY STANDARD (NEW JERSEY), INC.

By:   
Name: Blair G. Schlossberg  
Its: Secretary

**CERTIFICATE OF AMENDMENT**

**TO**

**CERTIFICATE OF INCORPORATION**

**OF**

**BROCKWAY STANDARD (NEW JERSEY), INC.**

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Adopted in accordance with  
the provisions of Section 242  
of the General Corporation Law  
of the State of Delaware

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The undersigned, being the sole stockholder of Brockway Standard (New Jersey), Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

**FIRST:** That the Certificate of Incorporation of the Corporation be, and hereby is, amended by deleting Article One in its entirety and substituting in lieu thereof a new Article One to read as follows:

**ARTICLE ONE**

The name of the corporation is BWAY Manufacturing, Inc.

**SECOND:** That the Board of Directors of the Corporation approved the foregoing amendment by unanimous written consent pursuant to the provisions of Section 141(f) and 242 of the General Corporation Law of the State of Delaware and directed that such amendment be submitted to the sole stockholder of the Corporation entitled to vote for their consideration, approval and adoption thereof.

**THIRD:** That the sole stockholder entitled to vote thereon approved the foregoing amendment by written consent in accordance with Section 228 and 242 of the General Corporation Law of the State of Delaware.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Certificate of Amendment to the Certificate of Incorporation of the Corporation is the act and deed of the undersigned and the facts stated herein are true and accordingly has hereunto set his hand this 14<sup>th</sup> day of September, 2000.

**BROCKWAY STANDARD (NEW JERSEY), Inc.**

By:   
Name: Blair G. Schlossberg  
Its: Secretary