

RECC

09-26-2001

HEET U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



101855912

Tab settings =>

To the Honorable Commissioner of Patents and Trademarks, Washington, D.C. 20231, for the attached original documents or copy thereof.

1. Name of conveying party(ies):  
 The Fonda Group, Inc.  
 2920 North Main Street  
 Oshkosh, WI 54901

89/21/01

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  
 Internal Address: \_\_\_\_\_  
 Street Address: One State Street  
 City: New York State: NY ZIP: 10004

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

3. Nature of conveyances:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: August 28, 2001

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.(s)  
SEE ATTACHED SCHEDULE A

Additional numbers attached?  Yes  No

B. Trademark registration No.(s)  
SEE ATTACHED SCHEDULE A

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

Name: Feedfax  
Crystal Plaza One  
Suite 1207  
2001 Jefferson Davis Hwy.  
Arlington, Virginia 22202

Internal Address: \_\_\_\_\_  
 Street Address: \_\_\_\_\_  
 City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

6. Total number of applications and registrations involved: ..... 5

7. Total fee (37 CFR 3.41): ..... \$ \_\_\_\_\_  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
 (Attach duplicate copy of this page if paying by deposit account)

9/25/2001 AAHME01 00000052 1518037  
 01 FC:481 40.00 OP  
 02 FC:482 100.00 OP

**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*

Delores Taylor                      *Delores Taylor*                      9/10/01  
 Name of Person Signing                      Signature                      Date

Total number of pages including coversheet, attachments and document: 4

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

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated as of August 24, 2001 by and between THE FONDA GROUP, INC. and IBJ WHITEHALL BUSINESS CREDIT CORPORATION, as Agent.

<b>MARK</b>	<b>REGISTRATION AND ISSUANCE INFORMATION</b>	<b>OWNER OF RECORD</b>	<b>STATUS</b>	<b>COUNTRY</b>
Western Sunset	Reg. No. 1,518,037 Issued: 12/27/88	The Fonda Group, Inc.	Registered	United States
Cellutex	Reg. No. 2404409 Issued: 11/14/00	The Fonda Group, Inc.	Registered	United States
Gala	Serial No. 76115525 Issued: 8/23/00	The Fonda Group, Inc.	Registered	United States
Irish Linen	Serial No. 76148902 Issued: 10/18/00	The Fonda Group, Inc.	Registered	United States
Qualityware	Serial No. 76115548 Issued: 8/23/00	The Fonda Group, Inc.	Registered	United States

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, THE FONDA GROUP, INC., a corporation formed under the laws of the State of Delaware ("Borrower") located at 2920 North Main Street, Oshkosh, Wisconsin 54901 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 Fourth Amended and Restated Revolving Credit, Term Loan and Security Agreement dated as of the date hereof 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 (as the same has been and may further be amended, supplemented or modified from time to time, the "Trademark Security Agreement") made by Borrower in favor of Agent (Trademark Security Agreement 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  
August 28, 2001

THE FONDA GROUP, INC.

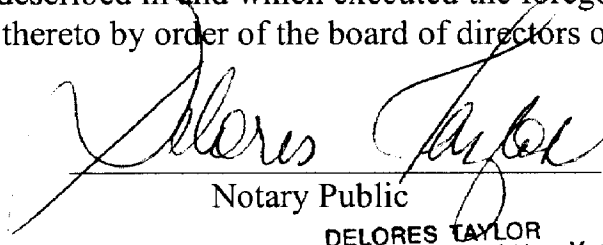
By: Hans H. Heinsen  
Name: Hans H. Heinsen  
Title: Chief Financial Officer

IBJ WHITEHALL BUSINESS CREDIT CORPORATION, as Agent

By: Deborah Kos Harmon  
Name: Deborah Kos Harmon  
Title: Vice President

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

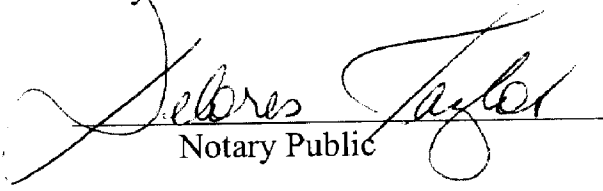
On the 17<sup>th</sup> day of August, 2001, before me personally came Hans H. Heinsen, to me known, who being by me duly sworn, did depose and say that he is Chief Financial Officer of The Fonda Group, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.



Notary Public  
**DELORES TAYLOR**  
Notary Public, State of New York  
No. 01TA6010553  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires July 20, 2002

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

On the 20<sup>th</sup> day of August, 2001, before me personally came Deborah Kus Harman to me known, who being by me duly sworn, did depose and say that she is Vice President of IBJ Business Credit Corporation., 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.



Notary Public  
**DELORES TAYLOR**  
Notary Public, State of New York  
No. 01TA6010553  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires July 20, 2002