

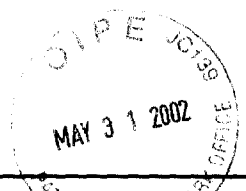
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OMB No. 0651-0027 (exp. 5/31/2002)

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):
Sweetheart Cup Company Inc. **S-31-02**

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: Bank of America, N.A.
Internal
Address: _____
Street Address: 335 Madison Avenue
City: New York State: NY Zip: 10017

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other a national banking 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

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

Execution Date: March 25, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s) **1,548,343**

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Lauren Ianacone, Esq.
 Internal Address: Kaye Scholer LLP

 Street Address: 425 Park Avenue

 City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 62


7. Total fee (37 CFR 3.41).....\$ 1,565.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

 (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.

Johanne Rémy  **MAY 31, 2002**
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 17

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 01 FC1481 Doc # 30473233.PDF 40.00 OF
 02 FC1482 1525.00 OF

TRADEMARK
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COLLATERAL ASSIGNMENT FOR
SECURITY IN U.S. TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, SWEETHEART CUP COMPANY INC., a Delaware corporation ("Assignor"), with principal offices at 10100 Reisterstown Road, Owings Mills, Maryland 21117, hereby grants to BANK OF AMERICA, N.A. (as successor-in-interest to BankAmerica Business Credit, Inc.) with principal offices at 335 Madison Avenue, New York, New York 10017, as Agent (in such capacity, the "Assignee") for the benefit of the Secured Creditors (as defined in the Borrower Security Agreement referred to below), a security interest in all of Assignor's right, title and interest in and to the U.S. trademark and service mark registrations and applications therefor set forth on Schedule A hereto (the "Marks"), together with the goodwill of the business symbolized by the Marks, and all claims for damages for past infringement of such Marks.

This Collateral Assignment for Security is made to secure the satisfactory performance of all of the Obligations, as such term is defined in the Amended and Restated Borrower Security Agreement, dated as of October 24, 1997 (as further amended, modified and supplemented from time to time, the "Borrower Security Agreement"), between the Assignor and the Assignee, and is subject to the terms of such Borrower Security Agreement. This Collateral Assignment shall terminate on the Payment and Termination Date (as defined in the Borrower Security Agreement) at which time, at the request and expense of the Assignor, the Assignee shall execute and deliver to Assignor a proper instrument or instruments acknowledging the satisfaction and termination of the Borrower Security Agreement as to the Assignor and releasing

{without representation or warranty) the security interest in the Marks acquired under this

Collateral Assignment.

IN WITNESS WHEREOF, the undersigned, by and through its authorized officer,

has caused this instrument to be executed on the date first written below.

SWEETHEART CUP COMPANY INC.

By Alan Weiss
Title: Sr. Vice President

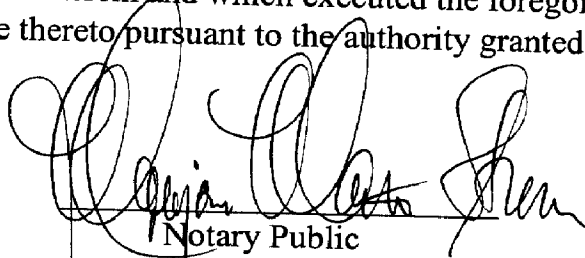
Dated: March 25, 2002

STATE OF NEW YORK)

: ss.:

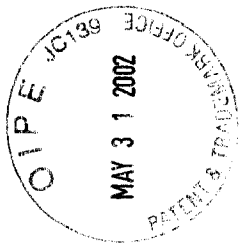
COUNTY OF NEW YORK)

On this 19th day of March, 2002, before me personally appeared Hans Heinsen, to me known who, being by me duly sworn, did depose and say that ~~(s)~~he resides at 71 Fairview Avenue and that ~~(s)~~he is the Senior Vice President of SWEETHEART CUP COMPANY INC. described herein and which executed the foregoing instrument, and that ~~(s)~~he signed his or her name thereto pursuant to the authority granted by SWEETHEART CUP COMPANY INC.


 Notary Public

MARJORIE MAXIM STERN
 Notary Public, State of New York
 No. 01ST4779256
 Qualified in Bronx County
 Certificate Filed in New York County
 Commission Expires Oct. 31, 2005

SEE ATTACHED



Revised: 3/22/02

**INTELLECTUAL PROPERTY INTERESTS OWNED BY
FONDA GROUP**

ACTIVE ASSETS

MARK	MATTER	OWNER OF RECORD	GOODS AND SERVICES	STATUS	OUR FILE NUMBER
"Fonda Bird Design"	Reg. No. 1,548,343 Issued: 7/18/89	The Fonda Group	Paper products, namely, plates, bowls, platters, food trays, food pails, water cups, cold cups, popcorn cups, hot cups, baking cups, plastic cold cup lids, and paper cans (IC 21)	Renewal due: 7/18/09	4726-079 113-T-077
"Hoffmaster Logo H Design"	Reg. No. 2,106,890 Issued: 10/21/97	The Fonda Group	Paper products, namely, napkins, table covers, placemats, doilies, plates and cups (IC 21)	Section 8 & 15 due: 10/21/03 Renewal due: 10/21/07	4726-114 113-T-114
"Holding Hands Design"	Reg. No. 2,136,623 Issued: 2/17/98	The Fonda Group	Paper products, namely, placemats and dinner and beverage napkins; Paper products, namely, plates (IC 16)	Section 8 & 15 due: 2/17/04	4726-113 113-T-113

AMERICAN	Reg. No. 783,224 Issue: 1/12/65	The Fonda Group	Bath mats, bibs, car mats, coasters, chop holders, skewers, garnishes, lace and linen dollies, printed dollies, cake laces, place mats, napkins, towels and paper plates, all made of paper (IC 16), plastic (IC 17) metallic foil (IC 20), or a combination	Renewal due: 1/12/05	4726-015 113-T-015
AMERICAN	Reg. No. 781,586 Issued: 12/15/64	The Fonda Group	Baking and fluted cups, cold and hot drink cups, portion cups, and biscuit and candy cups all made of paper (IC 16); plastic (IC 17), metallic foil (IC 20), or a combination	Renewal due: 12/15/04	4726-016 113-T-016
BARBEQUE	Reg. No. 2,033,873 Issued: 1/28/97	The Fonda Group	Paper napkins and table covers (IC 16)	Look for acceptance of Section 8 & 15 7/1/02 Renewal due: 1/28/07	4726-123 113-T-078
BUDGETWARE	Reg. No. 1,869,629 Issued: 12/27/94	The Fonda Group	Paper plates and paper cups (IC 21)	Renewal due: 12/27/04	4726-076 113-T-075
CELLUTEX Stylized	Reg. No. 775,858 Issued: 8/25/64	The Fonda Group	Paper table covers (IC 16)	Renewal due: 8/25/04	4726-021 113-T-021
CELLUTEX (Block Letters)	Reg. 2,404,409 Issued: 11/14/00	The Fonda Group	Paper table covers (IC 16)	Section 8 & 15 due: 11/14/06 Renewal Due: 11/4/10	4726-112 113-T-112

CLASSIC	Reg. No. 2,057,076 Issued: 4/29/97	The Fonda Group	Paper plates and cups (IC 21)	Section 8 & 15 due: 4/29/03 Renewal due: 4/29/07	4726-072 113-T-072
COLOR ME	Reg. No. 1,962,108 Issued: 3/12/96	The Fonda Group	Paper placemats (IC 16)	Look for acceptance of Section 8 & 15: 9/12/02 Renewal due: 3/12/06	4726-120 113-T-120
CREATIVE EXPRESSIONS	Application No.: (tbd) Filed: (not yet filed)	The Fonda Group	Catalog services, namely disposable tableware, party goods and decorations.	Discussing with Mr. Stickelmaier given Round Lake's pending ITU application.	4729-048
CUP 'N LID COMBO (Stylized)	Application No. 76/335,180 Filed: 11/6/01	The Fonda Group	Hot cups made of foam with a plastic lining, and plastic lids therefore (IC 21)	Look for Notice of Publication 5/7/02	4726-145 113-T-145
CUT & TOSS	Reg. No. 2,257,985 Issued: 6/29/99	The Fonda Group	Cutting boards made of paper for kitchen use (IC 21)	Section 8 & 15 due: 6/29/04 Renewal due: 6/29/09	4726-121 113-T-121
DOLLAR-WISE	Application No. 76/206,054 Filed: 2/6/01	The Fonda Group	Paper placemats, napkins and table covers. (IC 16)	Look for Notice of Allowance 4/1/02	4726-139 113-T-139
DOLLAR-WISE	Reg. No 2,112,472 Issued: 11/11/97	The Fonda Group	Placemats made of paper (IC 16)	Section 8 & 15 Due: 11/11/03 Renewal Due: 11/11/07	4726-146 113-T-146
FIRMWARE	Reg. No. 764,871 Issued: 2/18/64	Saxon Industries	Paper plates, paper cups and paper place mats (IC 16)	Renewal due: 2/18/04	4725-009 111-T-009

FONDA	Reg. No. 847,218 Issued: 4/09/68	The Fonda Group	Paper plates, paper cups, paper bowls, paper cans, paper meat boards, paper pails and paper trays for food products (IC 21)	Renewal due: 04/09/08	4725-002 111-T-002
FONDA and design	Reg. No. 815,664 Issued: 9/27/66	The Fonda Group	Paper cups, paper plates, paper baking cups, lining paper, paper place mats, shelf paper and paper doilies (IC 16)	Renewal due: 9/27/06	4725-003 111-T-003
GALA	Reg. No. 834,744 Issued: 9/5/67	The Fonda Group	Paper products, namely, toilet tissues, towels, napkins and facial tissue (IC 16)	Renewal due 9/5/07	4729-009 114-T-009
GALA	Application No. 76/115,525 Filed: 8/23/00	The Fonda Group	Paper Products, namely, beverage, luncheon, and dinner napkins, guest towels, disposable table covers of plastic-backed paper (IC 16); Disposable plates and cups (IC 21).	Statement of Use or Request for Extension of Time due: 8/28/02 Extension of time filed 2/28/02.	4729-046 114-T-046
HOFFMASTER	Reg. No. 782,096 Issued: 12/22/64	The Fonda Group	Paper table covers (IC 16)	Renewal due: 12/22/04	4726-030 113-T-030
HOFFMASTER	Reg. No. 1,462,761 Issued: 10/27/87	The Fonda Group	Paper napkins, tray covers, coasters and place mats (IC 16)	Renewal due: 10/27/07	4726-031 113-T-031
IRISH LINEN	Appl. No. 76/148,902 Filed 10/18/00	The Fonda Group	Paper products, namely, napkins, towels, table covers, placemats (IC 16)	Look for Issuance of Registration: 5/29/02 Statement Filed: 11/29/01	4726-127 113-T-123

JUST FOR KIDS! and Design	U.S. Trademark Application No. 76/321,883 Filed: 10/4/01	The Fonda Group	Paper placemats, crayons, stickers and temporary tattoos (IC 16)	Look for Notice of Publication 5/17/02	4726-144 113-T-144
LEISURE WAY	Reg. No. 2,307,407 Issued: 1/11/00	The Fonda Group	Paper plates and paper cups (IC 21)	Section 8 & 15 due: 1/11/05 Renewal due: 1/11/10	4726-107 113-T-107
LIFESTYLE	Reg. No. 1,839,456 Issued: 6/14/94	The Fonda Group	Plastic plates and cups (IC 21)	Renewal due: 6/14/04	4726-073 113-T-073
LINEN LIKE	Reg. No. 2,181,124 Issued: 8/11/98	The Fonda Group	Paper products, namely, paper table covers and place mats (IC 16)	Section 8 & 15 due: 8/11/04 Renewal due: 8/11/08	4726-111 113-T-111
LINEN-LIKE Stylized	Reg. No. 535,180 Issued: 12/26/50	The Fonda Group	Paper napkins (IC 16)	Renewal due: 12/26/10	4726-033 113-T-051
LINEN-LIKE SUPREME and design	Reg. # 2,439,005 Issued: 3/27/01	The Fonda Group	Paper table covers, paper table runners, paper napkins, paper place mats, and paper table covers (IC 16)	Section 8 & 15 due: 3/27/07 Renewal: 3/27/11	4726-102 113-T-102
MEDALLION	Reg. No. 879,095	The Fonda Group	Paper napkins and placemats (IC 16)	Renewal due: 10/21/09	4726-132 113-T-125
MENUFOLD	Reg. No. 1,463,475 Issued: 11/3/87	The Fonda Group	Paper napkins (IC 16)	Renewal due: 11/3/07	4726-134 113-T-126
PAPER ART	Reg. No. 1,634,124 Issued: 2/05/91	The Fonda Group	Paper cups and paper plates (IC 21)	Renewal due: 2/5/11	4729-020 114-T-020

PAPER ART	Reg. No. 1,634,813 Issued: 2/12/91	The Fonda Group	Paper napkins, paper table cloths, paper guest towels, paper coasters and paper placemats. (IC 16)	Renewal due: 2/12/11	4729-022 114-T-022
PAPER ART (stylized)	Reg. No. 2,114,460 Issued: 11/18/97		Candles; Metallic banners; Plastic cutlery; Paper towels, paper napkins paper table cloths; Plastic flag banners; Paper and plastic cups, bowls and plates; wood and plastic party picks; Plastic tablecloths; and Toy balloons (IC 4; 6; 8; 16; 20; 21; 24; 28)	Section 8&15 Due 11/18/03. Renewal Due 11/18/07.	4729-027 114-T-027
PARTY CREATIONS	Reg. No. 1,596,350 Issued: 5/15/90	The Fonda Group	Paper goods, namely, paper napkins and paper table covers, paper hats, crepe paper and invitation and thank you cards (IC 16); Plastic banners (IC 20); Paper beverage cups and paper plates (IC 21); Toy paper horn, toy blowout and balloons (IC 28)	Renewal due: 5/15/10	4726-053 113-T-053
PARTY PAK in Stylized Letters	Sup. Reg. No. 2,278,570 Issued: 9/14/99	The Fonda Group	Paper napkins, table covers, plates, and cups (IC 21)	Section 8 & 15 due: 9/14/05	4726-106 113-T-106
PERMA-WIPES	Reg. No. 1,313,488 Issued: 1/08/85	The Fonda Group	Cleaning cloths (IC 21)	Renewal due: 1/08/05	4726-101 113-T-101

PRESTIGE	Reg. No. 1,221,670 Issued: 12/28/82	The Fonda Group	Paper place mats (IC 16)	Allow to Expire 12/28/02 per client request	4726-034 113-T-034
PRESTIGE	Reg. No. 1,865,770 Issued: 12/06/94	The Fonda Group	Paper napkins (IC 16)	Renewal due: 12/06/04	4726-035 113-T-035
PRESTIGE	Reg. No. 2,237,793 Issued: 4/06/99	The Fonda Group	Paper table covers (IC 16)	Section 8 & 15 due: 4/06/05 Renewal due: 4/06/09	4726-098 113-T-098
QUALITYWARE	App No. 76/115,548 Filed: 8/23/00	The Fonda Group	Paper products, namely, napkins, towels, table covers, placemats (IC 16) plates and cups (IC 21)	Look for Issuance of Registration: 10/20/01	4726-122 113-T-122
QUICKSET	Reg. No. 1,705,845 Issued: 8/04/92	The Fonda Group	Paper napkins (IC 16)	Renewal due: 8/04/02 Renewal filed 2/13/02	4726-036 113-T-036
SENSATIONS	Reg. No. 1,624,798 Issued: 11/27/90	The Fonda Group	Paper goods, namely, paper napkins, table covers of paper joined to plastic film, and paper place mats (IC 16)	Renewal due: 11/27/10	4726-052 113-T-052
SENSATIONS	Reg. No. 2,163,419 Issued: 6/09/98	The Fonda Group	Plastic cups, plastic plates, paper plates, toothpicks, barbecue skewers, and plastic cocktail picks (IC 21)	Section 8 & 15 due: 6/9/04 Renewal due: 6/9/08	4726-103 113-T-103

SHARING	Reg. No. 2,155,374 Issued: 5/5/98	The Fonda Group	Paper products, namely, placemats, dinner and beverage napkins, and table covers; Paper products, namely, cups and plates (IC 21)	Section 8 & 15 due: 5/5/04 Renewal due: 5/5/08	4726-115 113-T-115
SMARTWARE	Reg. No. 2,329,998 Issued: 3/14/00	The Fonda Group	Paper products (IC 21)	Section 8 & 15 due: 3/14/05 Renewal due: 3/14/10	4726-108 113-T-108
SPLASH!	Reg. No. 1,622,100 Issued: 11/13/90	The Fonda Group	Plastic cutlery, namely, knives, forks and spoons; Paper goods, namely, paper napkins; Plastic coated paper plates; Plastic table covers (IC 8; 16; 21; 24)	Renewal due: 11/13/10	4726-054 113-T-054
SPRINGPRINT	Reg. No. 603,971 Issued: 3/29/55	The Fonda Group	Paper placemats (IC 16)	Renewal due: 3/29/05	4726-135 113-T-127
SPRINGPRINT MEDALLION and Design	CA Trademark Reg. TMA371,440 Issued: 8/3/90	The Fonda Group	Paper placemats and napkins (IC 16, 24)	Renewal due: 8/3/05	4726-138 113-T-138
SPRINGPRINT MEDALLION and Design	Reg. No. 1,499,542 Issued: 8/9/88	The Fonda Group	Paper napkins and placemats (IC 16)	Renewal due: 8/9/08	4726-129 113-T-129
SPRINGPRINT MEDALLION	Reg. No. 1,516,379 12/13/88	The Fonda Group	Paper napkins and placemats (IC 16)	Renewal due: 12/13/08	4726-128 113-T-128
SPRINGPRINT MEDALLION	CA Trademark Reg. TMA367,668 Issued: 4/13/90	The Fonda Group	Paper placemats and napkins (IC 16, 24)	Renewal due: 4/13/05	4726-137 113-T-137

SUPERIOR	Reg. No. 1,864,442 Issued: 11/22/94	The Fonda Group	Paper plates and paper cups (IC 21)	Renewal due: 11/22/04	4726-074 113-T-074
SUPERIOR (Use Based App.)	App. No. 75/566,013 Filed: 10/07/98	The Fonda Group	Paper plates and paper cups (IC 21)	Application Suspended 10/12/01 Status check 4/12/02	4726-125 113-T-104
SUPERIOR (ITU App.)	App. No. 75/566,510 Filed: 10/07/98	The Fonda Group	Paper napkins and paper table covers (IC 16)	Application Suspended 10/12/01 Status check 4/12/02	4726-126 113-T-105
TOUCH OF COLOR	Reg. No. 1,120,986 Issued: 6/26/79	The Fonda Group	Paper napkins (IC 16)	Renewal due 6/26/09	4729-036 114-T-036
TOUCH OF COLOR	Reg. No. 1,648,150 Issued: 6/18/91	The Fonda Group	Paper guest towels and paper tablecovers (IC 16)	Renewal due 6/18/11	4729-037 114-T-037
TOUCH OF COLOR	Reg. No. 1,648,876 Issued: 6/25/91	The Fonda Group	Paper cups and paper plates (IC 21)	Renewal due 6/25/11	4729-038 114-T-038
WINDSOR	Reg. No. 1,229,688 Issued: 3/08/83	The Fonda Group	Paper napkins (IC 16)	Renewal due: 3/08/03	4726-065 113-T-065

Schedule A

TRADEMARKS

MARK	REGISTRATION NO. or APPLICATION NO.	REGISTRATION OR FILING DATE	COUNTRY
GIVE YOURSELF A BREAK (SERVICE MARK)	2,435,696	03/13/01	USA
SUNSACTIONAL	2,448,241	05/01/01	USA

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Delaware

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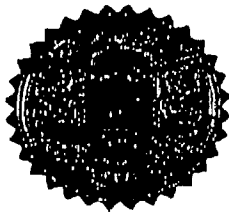
The First State

MAY 31 2002
PATENT & TRADEMARK

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 MERGER, WHICH MERGES:

"THE FONDA GROUP, INC.", A DELAWARE CORPORATION, WITH AND INTO "SWEETHEART CUP COMPANY INC." UNDER THE NAME OF "SWEETHEART CUP COMPANY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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020193276

AUTHENTICATION: 1685332

DATE: 03-25-02

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CSJ

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/25/2002
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**CERTIFICATE OF MERGER
OF
THE FONDA GROUP, INC.
INTO
SWEETHEART CUP COMPANY INC.**

The undersigned corporation, SWEETHEART CUP COMPANY INC., does hereby certify that:

FIRST: THE FONDA GROUP, INC. is a corporation formed under the laws of the State of Delaware,

SECOND: SWEETHEART CUP COMPANY INC. is a corporation formed under the laws of the State of Delaware.

THIRD: The Agreement and Plan of Merger among the parties to the merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

FOURTH: The name of the surviving corporation is Sweetheart Cup Company Inc., a Delaware corporation.

FIFTH: The Restated Certificate of Incorporation of Sweetheart Cup Company Inc., as now in force and effect, shall be the Certificate of Incorporation of the surviving corporation, except that Article ELEVENTH of the Restated Certificate of Incorporation shall be deleted in its entirety.

SIXTH: The executed Merger Agreement is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 10100 Reisterstown Road, Owings Mills, Maryland 21117.

SEVENTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

EIGHTH: This Certificate of Merger and the merger provided for herein shall be effective at, and not until, the time that this Certificate of Merger shall have been filed in the Office of the Secretary of State of the State of Delaware.

KL2/12039.1

03/25 12:17 NO.978 03/04

MAR 25 2002 13:57

RECORDED: 05/31/2002

CSC

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