

12/6/02 OIPE JC139
DEC 06 2002
PATENT & TRADEMARK OFFICE

12-12-2002

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼

RECORDATION FORM COVER S
TRADEMARKS ON



102308945

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

1. Name of conveying party(ies):

APC Newco, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 22, 2002

2. Name and address of receiving party(ies)

Name: Acme Packaging Corporation

Internal Address:

Street Address: 8201 183rd Street, Ste. I

City: Tinley Park State: IL Zip: 60477

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,947,844;
1,823,576; 0,576,250

Additional number(s) attached Yes No

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

Name: Jennifer R. Quinn

Internal Address: Ungaretti & Harris

Street Address: 3500 Three First National Plaza

City: Chicago State: IL Zip: 60602

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41).....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Jennifer R. Quinn

Name of Person Signing

Signature

12/4/02

Date

Total number of pages including cover sheet, attachments, and document: 5

12/11/2002 LMUELLER 00000230 1947844

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

01 FC:8521
02 FC:8522

40.00 DP
100.00 OP

TRADEMARK
REEL: 002631 FRAME: 0872

**RECORDATION FORM COVER SHEET
(TRADEMARKS ONLY)**

Continuation

Item 4.B.

1,998,263
1,774,575

Delaware

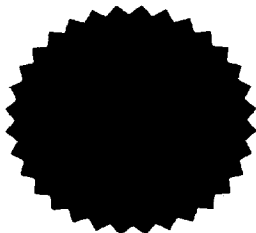
PAGE 1

The First 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 MERGER, WHICH MERGES:

"ACME PACKAGING CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "APC NEWCO, INC." UNDER THE NAME OF "ACME PACKAGING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2002, AT 2:30 O'CLOCK P.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

3584838 8100M

AUTHENTICATION: 2107449

020723015

DATE: 11-22-02

TRADEMARK
REEL: 002631 FRAME: 0874

**CERTIFICATE OF MERGER
OF
ACME PACKAGING CORPORATION
AND
APC NEWCO, INC.**

The undersigned, APC Newco, Inc., hereby certifies that:

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

(a) Acme Packaging Corporation, a corporation incorporated under the laws of the State of Delaware; and

(b) APC Newco, Inc., a corporation incorporated under the laws of the State of Delaware.

2. The merger is being effected pursuant to that certain Further Modified First Amended Plan of Reorganization of Acme Packaging Corporation confirmed by the United States Bankruptcy Court for the District of Delaware on November 1, 2002 in connection with that certain jointly administered bankruptcy case, Number 98-2179, under Title 11 of the United States Code 11 U.S.C. §§ 101 *et. seq.*

3. A Merger Agreement has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with Sections 251 and 303 of the General Corporation Law of the State of Delaware.

4. Pursuant to the Merger Agreement, the effective time of the merger will be 12:01 A.M., central time, Monday, November 25, 2002.

5. The name of the surviving corporation in the merger is APC Newco, Inc., which will continue its existence as the surviving corporation under the name Acme Packaging Corporation.

6. As of the effective time, the Certificate of Incorporation of APC Newco, Inc. shall be deemed amended by striking out the words "APC NEWCO, INC." in the title and replacing the same with the words "ACME PACKAGING CORPORATION" and by striking out the words "APC Newco, Inc." in Article One and replacing the same with "Acme Packaging Corporation." The Certificate of Incorporation, as so amended, shall continue to be the Certificate of Incorporation of the surviving corporation until further amended in accordance with the provisions of the General Corporation Law of the State of Delaware.

7. The executed Merger Agreement between the constituent corporations is on file at an office of the surviving corporation at 8201 West 183rd Street, Tinley Park, Illinois 60477.

8. The surviving corporation will furnish a copy of the Merger Agreement, on request and without cost, to any stockholder of either of the constituent corporations.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned Chief Executive Officer of APC Newco, Inc. has signed this Certificate of Merger of Acme Packaging Corporation and APC Newco, Inc. as of this 22nd day of November 2002 to be effective as of the effective time set forth above.

APC NEWCO, INC.

/s/ Robert W. Dyke

Robert W. Dyke
Chief Executive Officer

544778-1