

01-17-2003



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

102341409 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):
BKI Holding Corporation

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

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

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: National Banking Association
 General Partnership:
 Limited Partnership:
 Corporation-State:
 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

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

Execution Date: December 31, 2002

4. Application Number(s) or Registration Number(s):
 A. Trademark Application No.(s):
78/155,625
 B. Trademark Registration No.(s):
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Erin A. Dugan
Internal Address: FFG-158
Street Address:
Ropes & Gray
One International Place
City: Boston State: MA Zip: 02110-2624

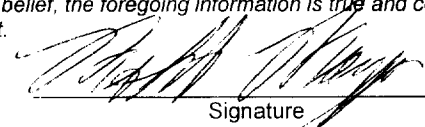
6. Total Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to Deposit Account
 Authorized to be charged to credit card
 (Form 2038 enclosed)

8. Deposit account number: 18-1945
 (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.

Robert A. Mazzaresse  January 10, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

OFFICE OF PATENT RECORDS
JAN 10 2003
FINANCE SECTION

01/16/2003 DBYRNE

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TRADEMARK REEL: 002650 FRAME: 0404

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

This Memorandum is dated as of December 31, 2002 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 Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

Patent Owner:

BKI HOLDING CORPORATION

By Frank B Jacobs, Jr.
Title: President

Secured Party:

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

By _____
Title:

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


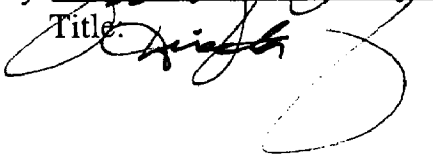
Patent Owner:

BKI HOLDING CORPORATION

By _____
Title:

Secured Party:

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

By 
Title: 

United States Patent Registrations

REFERENCE	TYP	FILED	SERIAL #	ISSUED	PATENT	STATUS
DISTRIBUTION STRIP FOR ABSORBENT PRODUCTS						
Inventors: Sonja Fields; Howard L. Schoggen; Jeffrey T. Cook; Judson Fidler						
Assignee: BKI Holding Corporation						
1F698US2	CON	05-01-2002	10/137,832			PENDING
UNITARY FLUID ACQUISITION, STORAGE AND WICKING MATERIAL						
Inventors: Samuel C. Baer; S.K. Lawrence Li; John P. Erspamer; James R. Gross						
Assignee: BKI Holding Corporation						
1F716US2	DIV	04-29-2002	10/135,936			PENDING
DISTRIBUTION UNIT FOR DRY FORMING OF WEB MATERIAL						
Inventors: Hyvarinen, Paavo; Niiranen, Heikki						
Assignee: Yhtyneet Paperitehtaat Oy						
1G316US0	DCA	10-08-2001	09/977,916			PUBLISHED
PACKAGING A STRIP OF MATERIAL						
Inventors: O'Connor, Lawrence J.						
1G787US3	DIV	10-30-2001	10/021,477			PUBLISHED
PACKAGING A STRIP OF MATERIAL FOR USE IN CUTTING INTO SHEET ELEMENTS ARRANGED END TO END						
Inventors: O'Connor, Lawrence J.						
1G790US2	CON	12-20-2001	10/029,450			PUBLISHED
PACKAGING A STRIP OF MATERIAL						
Inventors: O'Connor, Lawrence J.						
1G793US4	DIV	11-01-2001	10/000,653			PUBLISHED
CELLULOSE FIBERS HAVING LOW WATER RETENTION AND LOW CAPILLARY DESORPTION PRESSURE						
Inventor: David J. Smith						
Assignee: Buckeye Technologies, Inc.						
1H649US1	FCA	11-08-2001	10/010,711			PUBLISHED
PACKAGING A STRIP OF VARYING WIDTH FOR USE IN CUTTING INTO INDIVIDUAL STRIP PORTIONS						
Inventors: JOHNSON, ROBERT; Zuhlsdorf, Juan Carlos; Gretter, Carlo; Roberts, John H.						
1J039US1	FCA	03-22-2002	10/105,000			PUBLISHED
FIBROUS MATERIAL WITH HIGH FUNCTIONAL PARTICLE LOAD						
Inventors: Dutkiewicz, Jacek; Kalmon, Michael F.; Boehmer, Brian						
1K197US0	OTH	04-16-2002	60/373,410			PENDING
ULTRA WHITE WIPE						
Inventors: Jeffrey Hurley; Sanjay Wahal						
0K496US0	NEW	04-16-2002	60/372,254			PENDING

CELLULOSE SUPPORT FOR SEED

Inventors Boehmer, Brian E.; Hurley, Jeffrey S.

01631US0 NEW 07-23-2002 60/398,234

PENDING

CEMENTITIOUS MATERIAL REINFORCED WITH CHEMICALLY TREATED CELLULOSE FIBER

Inventors Cook, Jeffrey Todd; Schoggen, Howard L.; Bell, Robert Irvin; Smith, David Jay; Morton, Gerald Hunt

0L823US0 NEW 08-23-2002 60/405,784

PENDING

United States Trademark Registrations

Mark	Registration Number / Application Number (AN)	Registration Date / Application Date (AD)
FABRICTOUCH	78/155,625 (AN)	08-19-2002 (AD)



ONE INTERNATIONAL PLACE BOSTON, MA 02110-2624 617-951-7000 F 617-951-7050
BOSTON NEW YORK SAN FRANCISCO WASHINGTON, DC

January 10, 2003

Erin A. Dugan
(617) 951-7905
edugan@ropesgray.com

Director of the United States Patent and Trademark Office
Box Assignment
Washington, DC 20231-0001

Re: Security Agreement between BKI Holding Corporation and Fleet National Bank
Attorney Docket No.: FFG-158

Dear Sir or Madam:

Enclosed please find a Recordation Form Cover Sheet for the security agreement between BKI Holding Corporation and Fleet National Bank, Memorandum of Patent, Trademark and Trade Name Security Interest together with Exhibit A, Certificate of Express Mailing, and authorization to charge the appropriate filing fees of \$40.00 for this recordation. Any additional fees may be deducted from our Deposit Account No. 18-1945. Two copies of this letter are enclosed for accounting purposes.

Please direct all correspondence relating to this recordation to:

Erin A. Dugan
Ropes & Gray
One International Place
Boston, MA 02110-2624

Please acknowledge receipt of these documents by date-stamping and returning the enclosed postcard.

Respectfully submitted,

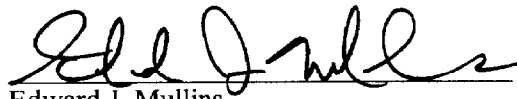

Erin A. Dugan
Sr. Trademark Paralegal

cc: Steven M. Hoffman (w/ encl.)

CERTIFICATE OF EXPRESS MAILING UNDER 37 C.F.R. §1.10

I hereby certify that this correspondence is being deposited with the United States Postal Service "Express Mail Post Office to Address" in an envelope addressed to: Director of the United States Patent and Trademark Office, Box Assignment, Washington, DC 20231-0001 on the date shown below:

January 10, 2003
Date of Deposit


Edward J. Mullins



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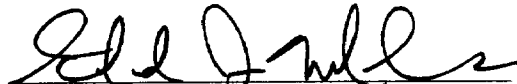

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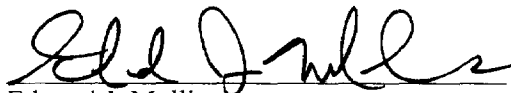

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