

01-29-2003

Docket No.:

078305.101325

1-27-03

Tab settings

To the Honorable Commissioner of Patents and Trademark

102350559

documents or copy thereof.

1. Name of conveying party(ies):

Elm Packaging Company, L.P.

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

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: TP/ELM ACQUISITION SUBSIDIARY, INC.

Internal Address: _____

Street Address: 201 Industrial Parkway

City: Somerville State: NJ ZIP: 08876

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

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

3. Nature of conveyance:

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

Execution Date: July 10, 2002

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

A. Trademark Application No.(s)

(see attached sheet)

B. Trademark Registration No.(s)

(see attached sheet) - EXHIBIT A -

Additional numbers Yes No

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

Name: NEAL S. GREENFIELD

Internal Address: Pitney, Hardin, Kipp & Szuch LLP

Street Address: 685 Third Avenue

City: New York State: NY ZIP: 10017

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

7. Total fee (37 CFR 3.41):.....\$ \$215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1145

01/28/2003 ECOOPER 00000068 75160649

DO NOT USE THIS SPACE

01 FC:0521
02 FC:0522

40.00 OP
175.00 OP

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.

NEAL S. GREENFIELD

Name of Person Signing

Signature

January 21, 2003

Date

Total number of pages including cover sheet, attachments, and

4

Exhibit A

UNITED STATES TRADEMARKS

Description	Number	File/Registration Date
ECOWARE	75/160,649	08/29/96
RITE-CHOICE	75/330,544	07/25/97
TUFF STUFF AND DESIGN (COLOR)	2368983	07/18/00
TUFF STUFF AND DESIGN (BLACK/WHITE)	2215093	12/29/98
ECOLOGY FRIENDLY, ECONOMY WISE	75/160,701	08/29/96
LOW-CUBE	1,185,806	01/12/82
TUFF STUFF	1,285,283	07/10/84
TUFF STUFF FOAMPLATES	1,284,374	07/03/84

Execution Draft

ASSIGNMENT OF UNITED STATES TRADEMARKS

WHEREAS, Elm Packaging Company, L.P., a limited partnership organized under the laws of Delaware, and having a place of business at 5837 Distribution Drive, Memphis, Tennessee 38141, has adopted, used and is using several marks which have been registered with the United States Patent and Trademark Office, or for which registration has been applied for with the United States Patent and Trademark Office, as in Attachment A.

WHEREAS, TP/ELM Acquisition Subsidiary, Inc., a corporation organized under the laws of Delaware, and having a place of business at 201 Industrial Parkway, Somerville, New Jersey 08876, is desirous of acquiring the said marks, along with the goodwill associated therewith and the respective registrations and applications as listed above.

THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ELM Packaging Company, L.P. does hereby assign to TP/ELM Acquisition Subsidiary, Inc. all right, title and interest in and to each of the said marks, along with the respective registrations and applications, and the goodwill of the business symbolized by the respective marks, including the right to sue, and to collect for past infringement of said marks. Except for the representations and warranties expressly set forth in the Asset Purchase Agreement, dated June 20, 2002 (the "Purchase Agreement"), the said marks are being sold, assigned and transferred to TP/ELM Acquisition Subsidiary, Inc. on an "as is," "where is" basis and, pursuant to the Purchase Agreement, TP/ELM Acquisition Subsidiary, Inc. has agreed to accept said marks in the condition they are in on the Closing Date (as defined in the Purchase Agreement) based on its own inspection, examination and determination with respect to all matters and without reliance upon any express or implied representations or warranties of any nature made by or on behalf of or imputed to Elm Packaging Company, L.P., except as expressly set forth in the Purchase Agreement.

ELM PACKAGING COMPANY, L.P.

By: ELM GP, LLC, a Delaware limited liability company, its general partner

By: Code, Hennessy & Simmons III, L.P., its sole member

By: CHS Management III, L.P., its general partner

By: Code, Hennessy & Simmons LLC, its general partner

Dated: July 10, 2002

By: 
Name:
Title:TRADEMARK
REEL: 002659 FRAME: 0918

Exhibit A

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