

03-13-2003

Form PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102389154

To the Honorable Commissioner of Patents and Trademarks. Please return enclosed original documents or copy thereof.

1. Name of conveying party(ies):
Graham Packaging Company, L.P. **3-10-03**

Individuals Association
 General Partnership Limited Partnership

Corporation
 Other - Delaware Limited Partnership

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

2. Name and address of receiving party(ies):
Name: Deutsche Bank Trust Company Americas
Internal Address:
Street Address: 90 Hudson Street
City: Jersey City State: New Jersey Zip Code: 07602

Individual(s) citizenship _____

Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation _____
 Other Collateral Agent

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other _____

Execution Date: February 14, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)

1726798
999674
2036459

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Helen Bruno, Senior Legal Assistant
Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
City: New York State: New York ZIP: 10036

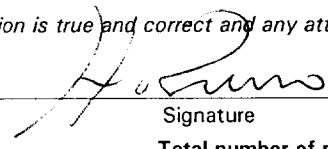
6. Total number of applications and registrations involved 3

7. Total fee (37 CFR 3.41): \$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705
(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.

Helen Bruno  March 10, 2003
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 8

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

03/12/2003 ECDOPER 00000137 1726798

01 FC:0521 40.00 OP
02 FC:0522 50.00 OP

**TRADEMARK
REEL: 002689 FRAME: 0268**

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, GRAHAM PACKAGING COMPANY, L.P., a Delaware limited partnership (the "Grantor") with principal offices at 2401 Pleasant Valley Road, York, Pennsylvania 17402, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 90 Hudson Street, Jersey City, New Jersey 07302, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of February 14, 2003 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]


IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

13th day of February, 2003.

GRAHAM PACKAGING COMPANY, L.P., as
Grantor

By: GPC Opco GP LLC, its general partner

By


Name: John E. Hamilton

Title: Chief Financial Officer, Treasurer and
Secretary

STATE OF PENNSYLVANIA)
) ss:
COUNTY OF YORK)


On this 13th day of February, 2003, before me personally came John E. Hamilton who, being by me duly sworn, did state as follows: that he is the Chief Financial Officer, Treasurer and Secretary of Graham Packaging Company, L.P. and that being authorized to do so, executed the foregoing Grant on behalf of said Delaware limited partnership.


Notary Public

Notarial Seal
Jodi L. Yingling, Notary Public
Springettsbury Twp., York County
My Commission Expires Feb. 3, 2007

Member, Pennsylvania Association of Notaries

DEUTSCHE BANK TRUST COMPANY
AMERICAS,
as Collateral Agent and Grantee

By 
Name:
Title:

Gregory Shefrin
Director

STATE OF New York)
) ss.:
COUNTY OF New York)

On this 14th day of February, 2003, before me personally came Gregory Shefrin who, being by me duly sworn, did state as follows: that he is Director of Deutsche Bank Trust Company Americas, that he is authorized to execute the foregoing Grant on behalf of said New York Banking Corporation and that he did so by authority of the Board of Directors of said New York Banking Corporation.



Notary Public

NEERAV SHAH
Notary Public, State of New York
No. 01SH6080901
Qualified in New York County
Commission Expires Sept. 23, 2006

GRAHAM PACKAGING COMPANY, L.P.TRADEMARKS

OWNER	GRM NO.	COUNTRY	TRADEMARK	REGISTRATION/ SERIAL NO.
Borrower	GRMGCOLMB	COLUMBIA	"G"	220,347
Borrower	GRMGDESCOLMB	COLUMBIA	"G in Rectangle"	220,346
Borrower	GRMGMEXIC	MEXICO	"G"	611,616
Borrower	GRMGDESMEXIC	MEXICO	"G in Rectangle"	611,617
Borrower	GRMTMGARGNT	ARGENTINA	"G"	1,775,373
Borrower	GRMTGBRAZL	BRAZIL	"G"	821102249
Borrower	GRMTMGDESARGNT	ARGENTINA	"G in Rectangle"	1,775,374
Borrower	GRMTMGDESBRAZL	BRAZIL	"G in Rectangle"	821102257
Graham Recycling Company, L.P.	GRMTMBTOB	UNITED STATES	Bottles to Bottles	1,726,798
Borrower	GRMTMARGNT1	ARGENTINA	"Graham"	1,610,454
Borrower	GRMTMARGNT2	ARGENTINA	"Graham"	1,610,455
Borrower	GRMTMARGNT3	ARGENTINA	"Graham"	1,610,456
Borrower	GRMTMARGNT4	ARGENTINA	"Graham"	1,610,457
Borrower	GRMTMUS1	UNITED STATES	"G in Rectangle"	999,674
Borrower	GRMTMUS2	UNITED STATES	"G"	2,036,459