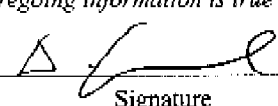


<div>Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)</div> <div>Tab settings</div>		<div>RECORDATION FORM COVER SHEET TRADEMARKS ONLY</div>		<div>U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office</div>	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
<div>1. Name of conveying party(ies): <b>CMS Gilbreth Packaging Systems, Inc.</b></div> <div><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association <input checked="" type="checkbox"/> Corporation - <b>Delaware</b> <input type="checkbox"/> Other</div> <div>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</div>		<div>2. Name and address of receiving party(ies) Name: <b>Ableco Finance LLC</b> Internal Address: <b>299 Park Avenue</b> Street Address: City: <b>New York</b>      State: <b>NY</b>      Zip: <b>10171</b> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation - <input checked="" type="checkbox"/> Other: <b>a Delaware limited liability company</b></div> <div>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</div>			
<div>3. Nature of conveyance: <input type="checkbox"/> Assignment      <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</div> <div>Execution Date: <b>July 12, 2004</b></div>					
<div>4. Application number(s) or registration number(s): A. Trademark Application No.(s) <b>78/414233</b></div> <div>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</div>		<div>B. Trademark Registration No.(s) <b>1329575; 2487526; 0846497; 2650356</b></div>			
<div>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <b>Daniel Angel, Esq.</b> Internal Address: <b>Schulte Roth &amp; Zabel LLP</b>   Street Address: <b>919 Third Avenue</b>   City: <b>New York</b>      State: <b>N.Y.</b>      Zip: <b>10022</b></div>		<div>6. Total number of applications and registrations involved: <b>5</b></div> <div>7. Total fee (37 CFR 3.41)..... \$ <b>140.00</b> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</div> <div>8. Deposit account number: <b>500675 - Schulte Roth &amp; Zabel LLP</b>  (Attach duplicate copy of this page if paying by deposit account)</div>			
DO NOT USE THIS SPACE					
<div>9. Statement and signature. <i>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.</i></div> <div><b>Daniel Angel, Esq.</b>            <b>August 30, 2004</b> Name of Person Signing      Signature      Date</div> <div>Total number of pages including cover sheet, attachments, and document: <b>4</b></div>					

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20571

CH \$140.00 600675 78414233

**ASSIGNMENT FOR SECURITY****TRADEMARKS**

**WHEREAS, CMS GILBRETH PACKAGING SYSTEMS, INC.** (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

**WHEREAS**, the Assignor has entered into a Security Agreement, dated July 12, 2004 (the "Security Agreement"), in favor of **ABLECO FINANCE LLC**, as collateral agent for certain lenders (in such capacity, together with any successors and assigns, the "Assignee");

**WHEREAS**, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[remainder of page intentionally left blank]

**IN WITNESS WHEREOF**, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of July 12, 2004.

**CMS GILBRETH PACKAGING SYSTEMS,  
INC.**

By: 

Name: Kenneth H. Phillips

Title: Chief Financial Officer

**SCHEDULE A**

NAME	REG/SERIAL NO.	STATUS
Security-Gard	1329575	Registered
Dissolvo	2487526	Registered
Skintight	0846497	Renewed
Gilbreth	78414233	Pending
Roll N Shrink	2650356	Registered