

10-29-2004

10/26/04



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Form PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
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):
Graham Recycling Company, L.P.

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State -
 Other

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

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

Name: Deutsche Bank AG Cayman Islands Branch
 Internal Address: _____
 Street Address: 90 Hudson Street
 City: Jersey City State: NJ ZIP: 07302

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: October 7, 2004

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

A. Trademark Application No.(s)
78/030734 78/400826
~~78/095907~~ ~~78/400874~~
78/095955

Additional numbers attached? Yes No

Trademark Registration No.(s)

1128305
2582872
1726798

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

Name: Meredith Schorr
 Internal Address: c/o White & Case LLP

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

6. Total number of applications and registration involved: 8

7. Total fee (37 CFR 3.41): \$215

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in event of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

10/28/2004 DBYRNE 00000007 78030734

01 FC:8521 40.00 DP
 02 FC:8522 175.00 DP

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.

Meredith Schorr
 Name of Person Signing

Meredith Schorr 10/26/04
 Signature Date

Total number of pages comprising cover sheet: 1

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

Do not detach this portion

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

Mail Stop Assignment Recordation Services
Director of US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

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.

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, GRAHAM RECYCLING COMPANY, L.P., a Limited Partnership (the "Grantor") with principal offices at 2401 Pleasant Valley Road, York, Pennsylvania 17402, hereby grants to Deutsche Bank AG Cayman Islands Branch, 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 October 7, 2004 (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 promptly execute, acknowledge, and deliver to the Grantor an instrument or instruments 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 7th

day of October, 2004.

GRAHAM RECYCLING COMPANY, L.P.,
Grantor

By: GPC Opco GP LLC,
its general partner

By: 

Name: John E. Hamilton

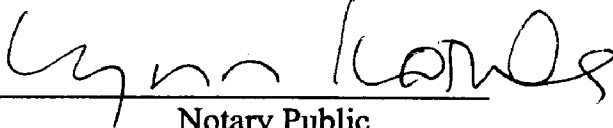
Title: Chief Financial Officer, Treasurer
and Secretary

STATE OF NEW YORK)

) ss:

COUNTY OF NEW YORK)

On this 7 day of October, 2004, 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 GPC Opco GP LLC, the general partner of GRAHAM RECYCLING COMPANY, L.P., that he is authorized to execute the foregoing Grant on behalf of said Graham Packaging Company, L.P. and that he did so by authority of the general partner of said Graham Packaging Company, L.P.



Notary Public

LYNN KOTULA
NOTARY PUBLIC, State of New York
No. 01KO4927608
Qualified in New York County
Commission Expires April 11, 2008

DEUTSCHE BANK AG CAYMAN ISLANDS
BRANCH,
as Collateral Agent and Grantee

By Carin M. Keegan
Name: Carin M. Keegan
Title: Vice President

By Marguerite Sutton
Name: Marguerite Sutton
Title: Vice President

Trademarks-Grant

TRADEMARK
REEL: 003069 FRAME: 0850

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

On this 5 day of October, 2004, before me personally came Carin
M. Keegan who, being by me duly sworn, did state as follows: that [s]he is
Vice President Deutsche Bank AG Cayman Islands Branch
of ~~[Name of Collateral Agent]~~, that [s]he is authorized to execute the
foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of
Directors of said corporation.



Notary Public

PETER W HELF
Notary Public - State of New York
No. 01HE6030586
Qualified in Suffolk County
My Commission Expires Sept. 13, 2005

STATE OF New York)
) SS:
COUNTY OF New York)

On this 5 day of October, 2004, before me personally came Marquerite Sutton who, being by me duly sworn, did state as follows: that [s]he is Vice President of Deutsche Bank AG Cayman Islands Branch ~~of [Name of Collateral Agent]~~, that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.



Notary Public

PETER W HELF
Notary Public - State of New York
No. 01HE6030586
Qualified in Suffolk County
My Commission Expires Sept. 13, 2005