

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Packaging Specialists, LLC

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other PA Limited Liability Company

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

3. Nature of conveyance:

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

Execution Date: 3/31/05

2. Name and address of receiving party(ies)

Name: Fifth Third Bank

Internal Address: Gulf Tower, 21st Floor

Street Address: 707 Grant Street

City: Pittsburgh State: PA Zip: 15219

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Ohio banking corporation, 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 76574767

Additional number(s) attached Yes No

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

Name: Sean M. Girdwood, Esquire

Internal Address:

Street Address: Thorp Reed & Armstrong, LLP One Oxford Centre, 301 Grant Street, 14th Fl.

City: Pittsburgh State: PA Zip: 15219-1425

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

20-0888

DO NOT USE THIS SPACE

9. Signature.

Jenifer S. Tarasi, Esquire Name of Person Signing

Signature

April 5, 2005 Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

CH \$40.00 200888 76574767

NOTICE OF SECURITY INTEREST
U.S. TRADEMARKS

WHEREAS, Packaging Specialists, LLC, a Pennsylvania limited liability company ("Borrower"), has adopted, used and is using the United States trademarks listed on the annexed Schedule A, which trademarks are registered in or subject to the trademark applications filed in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, pursuant to a certain Credit Agreement, dated of even date herewith (as amended, modified or supplemented from time to time, the "Credit Agreement"), by and among the Borrower, the Guarantors party thereto and Fifth Third Bank (the "Bank"), the Borrower has entered into that certain Patent, Trademark and Copyright Security Agreement, dated of even date herewith (the "Security Agreement") in favor of the Bank; and

WHEREAS, pursuant to the Security Agreement, the Borrower has granted to the Bank, a mortgage on, pledge of and security interest in, all right, title and interest of the Borrower in and to the Trademarks, together with all the goodwill of the business symbolized by the Trademarks, and the registrations or applications for registration thereof, and all proceeds thereof, including, without limitation, any royalties, claims for infringement and proceeds of sale or other disposition thereof (the "Trademark Collateral") to secure the payment and performance of the Obligations (as defined in the Credit Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the Borrower does hereby confirm its grant to the Bank of a mortgage on, pledge of and security interest in the Trademark Collateral to secure prompt payment and performance of the Obligations.

The Borrower does hereby further acknowledge and affirm that the rights and remedies of the Bank with respect to the assignment of, mortgage on, pledge of and security interest in the Trademark Collateral made and granted hereby 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 in this Notice.

The Bank's address is Gulf Tower, 21st Floor, 707 Grant Street, Pittsburgh, Pennsylvania 15219.

[INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Borrower has caused this Notice of Security Interest to be duly executed as of the 31st day of March, 2005.

Packaging Specialists, LLC

[Corporate Seal]

By: *Frederick Broad* (SEAL)
Name: Frederick Broad
Title: Treasurer

Schedule A**Trademarks**

<u>Trademark</u>	<u>Serial No.</u>	<u>Registration Date</u>
Imagination on Display	76574767	February 10, 2004

Facsimile

THORP REED
— & —
ARMSTRONG

ATTORNEYS AT LAW SINCE 1895

To: Commissioner of Patent and Trademarks **Fax Number:** 703 306 5995
Company: **Phone Number:**
From: Bart C. Dingfelder, Paralegal **Pages:** 5
Date: April 6, 2005 **Client/Matter No.:** 015663-089103
I.D. No.:
Messages:

*Pittsburgh**Philadelphia**Princeton**Wheeling*

Thorp Reed & Armstrong, LLP
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CONFIDENTIALITY NOTICE

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TRADEMARK**RECORDED: 04/06/2005****REEL: 003083 FRAME: 0857**