

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/20/1998

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sunbelt Manufacturing, LLC		11/20/1998	LLC: DELAWARE

RECEIVING PARTY DATA

Name:	Tyco Group S.a.r.l.
Street Address:	17bd Grand-Duchesse Charlotte
City:	Luxembourg
State/Country:	LUXEMBOURG
Postal Code:	L-1331
Entity Type:	COMPANY: LUXEMBOURG

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1350132	CONVENIENCE PACK

CORRESPONDENCE DATA

Fax Number: (609)720-5432
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 609-720-5466
 Email: bjackson@tpa.tyco.com
 Correspondent Name: Daniel N. Daisak, Esq.
 Address Line 1: 7 Roszel Road
 Address Line 2: 1st Floor
 Address Line 4: Princeton, NEW JERSEY 08540

DOMESTIC REPRESENTATIVE

Name: Daniel N. Daisak, Esq.
 Address Line 1: 7 Roszel Road
 Address Line 2: 1st Floor

CH \$40.00 1350132

Address Line 4: Princeton, NEW JERSEY 08540

NAME OF SUBMITTER:

Daniel N. Daisak, Esq.

Signature:

/DND39160/

Date:

07/13/2005

Total Attachments: 14

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AGREEMENT WITH RESPECT TO PLAN OF MERGER

This Agreement With Respect to Plan of Merger (the "Agreement") is entered into on November 20, 1998, by Sunbelt Manufacturing, Inc., a Louisiana corporation (the "Company"), Tyco Group S.a.r.l., a Luxembourg company ("Parent"), the shareholders of the Company designated as Sellers on the signature pages hereto (each a "Seller" and collectively the "Sellers") and the Optionholders (as hereinafter defined).

RECITALS

A. Sunbelt Partners, LLC, a Delaware limited liability company ("Sunbelt Partners"), Sunbelt Employee Partners, LLC, a Delaware limited liability company ("Sunbelt Employee Partners" and collectively with Sunbelt Partners "Sunbelt"), and the Sellers other than Sunbelt Partners and Sunbelt Employee Partners (such other Sellers, the "Management Shareholders") in the aggregate own beneficially and of record all of the issued and outstanding common stock (the "Company Stock") of the Company;

B. The Company owns beneficially and of record all of the issued and outstanding membership interests of Sunbelt Manufacturing, LLC, a Delaware limited liability company ("Sub");

C. The holders of options to purchase shares of Company Stock (the "Options") listed as such on Schedule 1 (each an "Optionholder" and collectively the "Optionholders") hold Options to purchase shares of Company Stock pursuant to agreements with the Company (the "Stock Option Award Agreements"); and

D. The Company and Parent have determined that a business combination between the Company and a newly organized indirect wholly owned subsidiary ("Buyer Sub") of another wholly owned subsidiary of Parent ("Buyer"), with the Company being the surviving corporation in the transaction (the "Surviving Corporation"), is in the best interests of their respective companies and shareholders.

NOW, THEREFORE, the parties hereto agree as follows:

I. THE MERGER; CONVERSION OF SECURITIES

1.1. The Merger. Subject to the terms and conditions contained in this Agreement, (a) immediately prior to the Effective Time, (i) the Company will contribute to Sub all cash and cash equivalents ("Cash") of the Company, (ii) Sub will apply such Cash and all of its Cash to prepay in part the indebtedness existing as of the Closing under the loan documents and other indebtedness listed on Schedule 1.1(a) (the "Existing Indebtedness" and the amount of Existing Indebtedness less the Cash, as so reduced, the "Net Debt Amount"), (iii) Parent will contribute to the Company (and the Company will contribute to Sub) an amount in cash in immediately available funds necessary to satisfy all other liabilities under the Existing Indebtedness (which amounts will be paid not later than immediately prior to the Closing), and (iv) without limiting the generality or effect of any other provision hereof, Parent will cause the Surviving

The parties hereto have caused this Agreement to be duly executed in their individual capacities, or if applicable, by their respective authorized officers or other authorized representatives, in each case, as of the day and year first above written.

SUNBELT MANUFACTURING, INC.

By: *Saula Mintz & David J. Cattar*
Name: SAULA MINTZ & DAVID J. CATTAR
Title: CHAIRMAN & PRESIDENT

TYCO GROUP S.A.R.L.

By: _____
Name:
Title:

SELLERS:

SUNBELT PARTNERS, LLC

By: WP Management Partners, LLC
Managing Member

By: _____
Name:
Title:

SUNBELT EMPLOYEE PARTNERS, LLC

By: WP Plan Management Partners, Inc.
Managing Member

By: _____
Name:
Title:

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SUNBELT MANUFACTURING, INC.

By: _____
Name:
Title:

TYCO GROUP S.A.R.L.

By:  _____
Name:
Title:

SELLERS:

SUNBELT PARTNERS, LLC

By: WP Management Partners, LLC
Managing Member

By: _____
Name:
Title:

SUNBELT EMPLOYEE PARTNERS, LLC

By: WP Plan Management Partners, Inc.
Managing Member

By: _____
Name:
Title:

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SUNBELT MANUFACTURING, INC.

By: _____
Name:
Title:

TYCO GROUP S.A.R.L.

By: _____
Name:
Title:

SELLERS:

SUNBELT PARTNERS, LLC

By: WP Management Partners, LLC
Managing Member

By: *George Matzdos*
Name: GEORGE MATZDOS
Title: MANAGING DIRECTOR

SUNBELT EMPLOYEE PARTNERS, LLC

By: WP Plan Management Partners, Inc.
Managing Member

By: *James C. Kingsbury*
Name: James C. Kingsbury
Title:

SELLERS (CONTINUED)

Claude Lee Beaver

Claude Lee Beaver

Ike Byrd, III

Ike Byrd, III

Bryan G. Caldwell

Bryan G. Caldwell

Deborah Jean Cannon

Deborah Jean Cannon

David J. Cattar

David J. Cattar

Vickie L. Copeland

Vickie L. Copeland

Michael R. Dahnert

Michael R. Dahnert

Jane W. Dawkins

Jane W. Dawkins

Willie E. Duchesne

Willie E. Duchesne

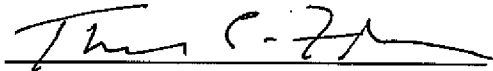
William M. Duffey

William M. Duffey

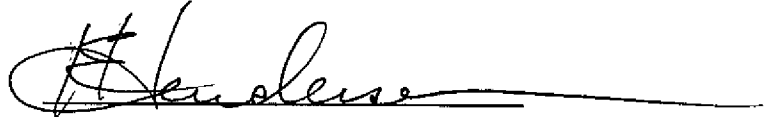
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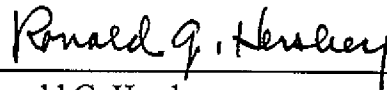
SELLERS (CONTINUED)



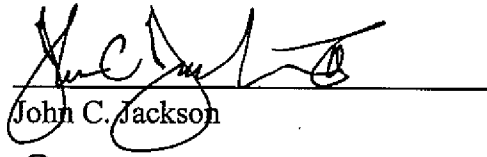
Thomas C. Flowers



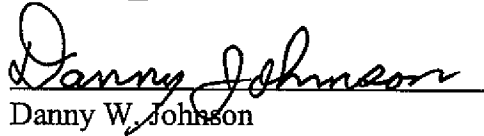
Harold E. Henderson



Ronald G. Hershey




John C. Jackson




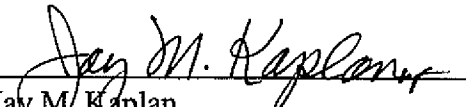
Danny W. Johnson

GLYNN ROSE KAPLAN 1991 TRUST

By: 
Name: MORRIS F. MINTZ
Title: Trustee

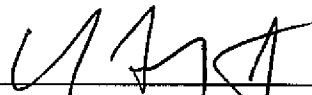
JACK KAPLAN 1996 TRUST

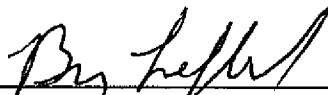
By: 
Name: MORRIS F. MINTZ
Title: Trustee


Jay M. Kaplan

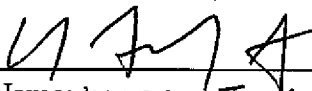
SELLERS (CONTINUED)


LAYNE MICHAEL KAPLAN 1991 TRUST

By: 
Name: MORRIS F. MINTZ
Title: Trustee


Brian T. Leftwich

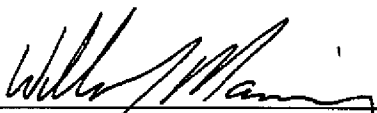
ALEXANDRA ROSE MANN TRUST


By: 
Name: MORRIS F. MINTZ
Title: Trustee


Anthony E. Mann

ISABELLE NICOLE MANN TRUST

By: 
Name: MORRIS F. MINTZ
Title: Trustee


William J. Manning


Frank J. Marsala


Eric J. Maunz

SELLERS (CONTINUED)

Barbara B. McLawchlin
Barbara B. McLawchlin

Russell B. McMullen
Russell B. McMullen

[Signature]
Albert Mintz

Carolyn Mintz Kaplan
Carolyn Mintz Kaplan

CLIFFORD STRAUSS MINTZ 1993 TRUST

By: Sally Mintz Mann
Name: SALLY MINTZ MANN
Title: Trustee

Melinda F. Mintz
Melinda F. Mintz

MARK ALAN MINTZ 1993 TRUST

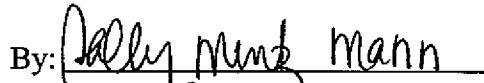
By: Sally Mintz Mann
Name: SALLY MINTZ MANN
Title: Trustee

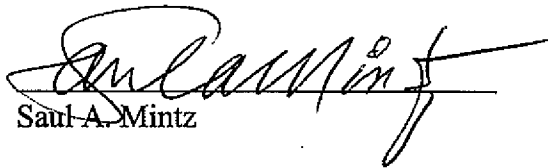
[Signature]
Morris Fred Mintz


SELLERS (CONTINUED)


Sally Mintz Mann

SARAH GAIL MINTZ 1993 TRUST


By: 
Name: SALLY MINTZ MANN
Title: Trustee



Saul A. Mintz



Christopher A. Nadler


William B. Nelson III


Paul Perkins


Melissa E. Savage

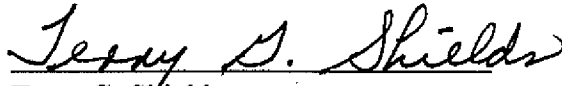

Robert S. Savage



Robert N. Schendle

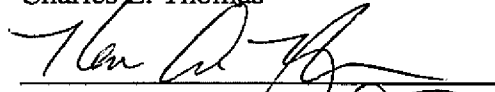

Cynthia B. Sheehan

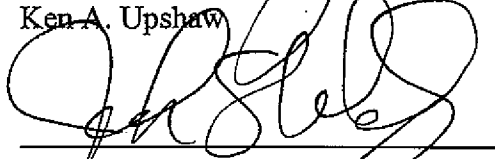
SELLERS (CONTINUED)


Ann M. Shields

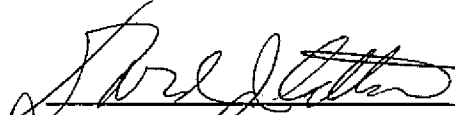

Terry G. Shields


Charles E. Thomas



Ken A. Upshaw


Joseph S. Worley

OPTIONHOLDERS:



David J. Cattar



Saul A. Mintz

SECTION 3.12
Intellectual Property

U.S. Registration No. 1,350,132
Mark: CONVENIENCE PACK
December 9, 1991

Louisiana Renewal Convenience Pack Class 35
Convenience Pack Class 16 and Sunbelt Plastics, a division of Sunbelt Manufacturing, Inc.,
January 1, 1985, Renewed July 29, 1992

Assignment by the Company to Sunbelt Manufacturing, LLC recorded on October 17, 1997 of
all its right, title and interest to the marks described above

The Company and Sunbelt Manufacturing, LLC have granted security interests in their
intellectual property to the lenders pursuant to the terms and conditions of the Credit Agreement
and the Amendment.

See also Section 3.7(ii) to Sellers' Disclosure Schedule (Numetrix Agreement; SCT Agreement;
Data General Agreement).