

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Grant of Security Interest | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| BWAY Corporation | | 07/17/2006 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Deutsche Bank Trust Company Americas | | |
| Street Address: | 60 Wall Street | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10005 | | |
| Entity Type: | Collateral Agent: | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2968544 | ARMLOK II | |
| Registration Number: | 2753054 | MONOTOP | |
| Registration Number: | 2200098 | BWAY | |
| Registration Number: | 1778648 | MONOTOP | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (212)354-8113 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 212-819-8923 | | |
| Email: | trademarkdocket@whitecase.com | | |
| Correspondent Name: | Matthew Bart c/o White & Case LLP | | |
| Address Line 1: | 1155 Avenue of the Americas | | |
| Address Line 4: | New York, NEW YORK 10036 | | |
| ATTORNEY DOCKET NUMBER: | 1104031-0346 | | |
| NAME OF SUBMITTER: | Matthew Bart | | |

CH \$115.00 2968544

Signature:

/Matthew Bart/

Date:

09/05/2006

Total Attachments: 7

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BWAY Corporation, a Delaware corporation (the "Grantor") with principal offices at 8607 Roberts Drive, Suite 250, Atlanta, Georgia 30350-2230, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005, (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 U.S. 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 U.S. Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of July 17, 2006 (as amended, modified, restated and/or supplemented from time to time, the "U.S. Security Agreement"). Upon the occurrence of the Termination Date (as defined in the U.S. 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 U.S. Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the U.S. 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 U.S. Security Agreement, the provisions of the U.S. Security Agreement shall govern.

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

14 IN WITNESS WHEREOF, the undersigned have executed this Grant as of the day of July, 2006.

BWAY Corporation, Grantor

By *J M O'Connell*

Name: Jeffrey M. O'Connell


Title: Vice President, Treasurer and Secretary

Grant of Security Interest in US Trademarks

TRADEMARK
REEL: 003385 FRAME: 0987

STATE OF Georgia)
COUNTY OF DeKalb) ss.:

On this 14 day of July, 2006, before me personally came Jeffrey M. O'Connell who, being by me duly sworn, did state as follows: that he is Vice President, Treasurer and Secretary of BWAY Corporation, that he is authorized to execute the foregoing Grant on behalf of said _____ and that he did so by authority of the [Board of Directors] of said _____.

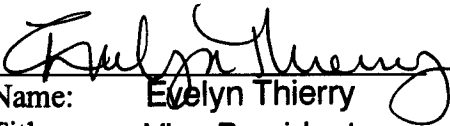


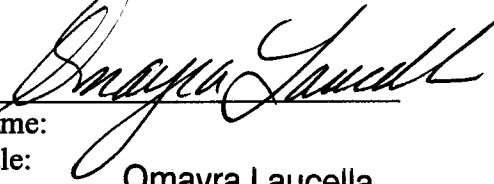
Notary Public
LISA VALLERY
Notary Public, State of Georgia
DeKalb County
Commission Expires February 18, 2007

Grant of Security Interest in US Trademarks

TRADEMARK
REEL: 003385 FRAME: 0988

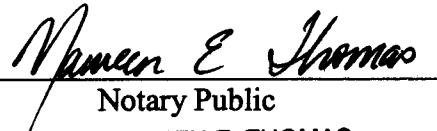
Deutsche Bank Trust Company Americas,
as Collateral Agent and Grantee

By 
Name: Evelyn Thierry
Title: Vice President

By 
Name: Omayra Laucella
Title: Vice President

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

On this 14 day of July, 2006 before me personally came Eveyln Thierry and Omayra Laucella who, being by me duly sworn, did state as follows: that [s]he is Vice President and Vice President of Deutsche Bank Trust Company Americas, 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
MAUREEN E. THOMAS
Notary Public - State of New York
No. 01TH6098264
Qualified in Bronx County
Certified in New York County
My Commission Expires 9/08/2006

SCHEDULE A

MARK

REG. NO.

REG. DATE

ARMLOCK II

SN: 78291730
REG: 2968544

07/12/2005

MONOTOP

SN: 78142408
REG: 2753054

08/19/2003

BWAY

SN: 75023309
REG: 2200098

10/27/1998

MONOTOP

SN: 74285666
REG: 1778648

06/29/1993