

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/03/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Covalence Specialty Materials Corp.		04/03/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Berry Plastics Holding Corporation
Street Address:	101 Oakley Street
City:	Evansville
State/Country:	NEW JERSEY
Postal Code:	47710
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2131258	ALL-TUFF

CORRESPONDENCE DATA

Fax Number: (732)530-2039
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 732-275-3100
 Email: trademark@mfiplaw.com
 Correspondent Name: Maldjian & Fallon LLC
 Address Line 1: 365 Broad Street
 Address Line 2: Third Floor
 Address Line 4: Red Bank, NEW JERSEY 07701

ATTORNEY DOCKET NUMBER:	CSP054
NAME OF SUBMITTER:	Brian M. Gaynor

Signature:	/brian gaynor/
Date:	02/28/2008
Total Attachments: 4 source=CovGen Covalence Specialty Materials Corp and Berry Plastics Holding Corporation#page1.tif source=CovGen Covalence Specialty Materials Corp and Berry Plastics Holding Corporation#page2.tif source=CovGen Covalence Specialty Materials Corp and Berry Plastics Holding Corporation#page3.tif source=CovGen Covalence Specialty Materials Corp and Berry Plastics Holding Corporation#page4.tif	

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"COVALENCE SPECIALTY MATERIALS CORP.", A DELAWARE CORPORATION,

WITH AND INTO "BERRY PLASTICS HOLDING CORPORATION" UNDER THE NAME OF "BERRY PLASTICS HOLDING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF APRIL, A.D. 2007, AT 8:36 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRD DAY OF APRIL, A.D. 2007, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2248903 8100M

070391513



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5562283

DATE: 04-03-07

TRADEMARK
REEL: 003728 FRAME: 0685

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
COVALENCE SPECIALTY MATERIALS CORP.
WITH AND INTO
BERRY PLASTICS HOLDING CORPORATION**

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Covalence Specialty Materials Corp., a corporation organized and existing under the laws of Delaware (the "Corporation"), hereby certifies that:

FIRST: The Corporation is a corporation organized and existing under the laws of the State of Delaware.

SECOND: The Corporation owns 100% of the total outstanding shares of common stock of Berry Plastics Holding Corporation, a Delaware corporation ("Berry Plastics Holding Corporation").

THIRD: On April 3rd 2007, the Board of Directors of the Corporation duly adopted the following resolutions providing for the merger of the Corporation with and into Berry Plastics Holding Corporation:

RESOLVED, that the Board of Directors deems it advisable and fair to and in the best interests of the Corporation and its stockholder for the Corporation to merge with and into Berry Plastics Holding Corporation, with Berry Plastics Holding Corporation being the surviving corporation, and hereby approves and adopts the Merger;

RESOLVED, that the Corporation merge itself with and into Berry Plastics Holding Corporation (the "Merger"), with Berry Plastics Holding Corporation continuing as the surviving corporation (the "Surviving Corporation") and with the Surviving Corporation assuming by operation of law all of the Corporation's liabilities and obligations effective upon the filing of a Certificate of Ownership and Merger (the "Certificate") with the Secretary of State of the State of Delaware;

RESOLVED, that the Merger shall be effective at 3:00 p.m. on the 3rd day of April, 2007, the day of the filing of the Certificate with the Secretary of State of the State of Delaware (the "Effective Time");

RESOLVED, that, by virtue of the Merger, at the Effective Time, each share of common stock of the Corporation will be cancelled and retired and shall cease to exist;

RESOLVED, that, at the Effective Time, each share of common stock of Berry Plastics Holding Corporation shall remain outstanding as shares of the Surviving Corporation in the Merger;

RESOLVED, that, at the Effective Time, the Amended and Restated Certificate of Incorporation and Bylaws of Berry Plastics Holding Corporation as in effect immediately

prior to the Effective Time shall be the Amended and Restated Certificate of Incorporation and Bylaws of the Surviving Corporation;

RESOLVED, that, the officers of Berry Plastics Holding Corporation immediately prior to the Effective Time shall become the corresponding officers of the Surviving Corporation; and

RESOLVED, that the proper officers of the Corporation are hereby authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge the Corporation into Berry Plastics Holding Corporation, with the Surviving Corporation assuming by operation of law the Corporation's liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and further to do all acts and things whatsoever and to incur such expenses, whether within or without the State of Delaware, which may be necessary or proper to effect the Merger and the foregoing resolutions.

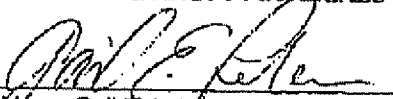
FOURTH: Berry Plastics Group, Inc., as sole stockholder of the Corporation, has approved the Merger in accordance with the provisions of the General Corporation Law of Delaware.

FIFTH: At the effective time of the Merger, the Amended and Restated Certificate of Incorporation of Berry Plastics Holding Corporation as in effect immediately prior to the Effective Time shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation.

SIXTH: This Certificate of Ownership and Merger, and the Merger provided for herein, shall become effective at 3:00 p.m. on April 3rd 2007.

IN WITNESS WHEREOF, Covalence Specialty Materials Corp. has caused this certificate to be signed by this 3rd day of April, 2007.

COVALENCE SPECIALTY MATERIALS CORP.

By: 
Name: Gall E. Lehman
Title: Vice President, General Counsel
& Corporate Secretary

{Signature Page to Delaware Certificate of Ownership and Merger of Covalence Specialty Materials Corp.
with and into Berry Plastics Holding Corporation}