

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Waldorf Corporation		03/05/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wachovia Bank, National Association, as Collateral Agent		
Street Address:	1525 W.T. Harris Blvd.		
Internal Address:	Mail Code NC 0680		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28262		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	0852526	HERME-SEAL	
Registration Number:	0838161		
CORRESPONDENCE DATA			
Fax Number:	(919)416-8363		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	9192868041		
Email:	pto_tmconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	512485.1376 NGSI TM WALD		
NAME OF SUBMITTER:	John E. Slaughter		

OP \$65.00 0852526

900101379

TRADEMARK
REEL: 003737 FRAME: 0884

Signature:	/John E. Slaughter/
Date:	03/11/2008
Total Attachments: 4 source=NGSI-T Waldorf to Wachovia 2#page1.tif source=NGSI-T Waldorf to Wachovia 2#page2.tif source=NGSI-T Waldorf to Wachovia 2#page3.tif source=NGSI-T Waldorf to Wachovia 2#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of March 5, 2008 (the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Collateral Agent (the "Collateral Agent") for the Secured Parties referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Secured Parties:

TRADEMARKS

<u>Trademark No.</u>	Description of <u>Trademark</u>	<u>Date of Trademark</u>
	<i>See Schedule 1 attached hereto.</i>	

TRADEMARK APPLICATIONS


<u>Trademark Application No.</u>	Description of Trademark <u>Applied For</u>	<u>Date of Trademark</u> <u>Application</u>
	<i>See Schedule 1 attached hereto.</i>	

ROCK-TENN COMPANY
U.S. IP NOTICE - TRADEMARKS

The Obligors and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

WALDORF CORPORATION,
a Delaware corporation

By: 
Name: STEVEN C VOORHEES
Title: EDP & CFO

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Collateral Agent

By: _____
Name: _____
Title: _____



ROCK-TENN COMPANY
U.S. IP NOTICE - TRADEMARKS

The Obligors and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

WALDORF CORPORATION,
a Delaware corporation

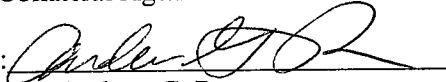
By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Collateral Agent

By: 

Name: Andrew G. Payne

Title: Director

Schedule 1

**Waldorf Corporation
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
HERME-SEAL	0852526	07/16/68
Design only*	0838161	11/07/67

* Registration of mark will not be renewed.