## TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice and confirmation of grant of Security Interest in Trademarks

### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
IlClosure Systems International Inc. 1	FORMERLY Alcoa Closure Systems International, Inc.	02/29/2008	CORPORATION: DELAWARE

## **RECEIVING PARTY DATA**

Name:	Credit Suisse, Sydney Branch
Street Address:	One Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10010
Entity Type:	Bank:

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	245388	RO
Registration Number:	1314346	MAGNA TORQ
Registration Number:	1314352	JETFLOW
Registration Number:	1659792	DOUBLE-LOK
Registration Number:	1661754	UNI-LOK
Registration Number:	2006179	MAGNA-TORQ 2000
Registration Number:	2402785	CAPTURE
Registration Number:	2507986	EXTRA-LOK
Registration Number:	2528424	NITRO-LOK
Registration Number:	2815826	ALCO-LOK
Registration Number:	2890317	OMNI-LOK
Registration Number:	2897558	OXYBLOCK
Registration Number:	3032785	EXTRA-LOK XT
Registration Number:	3166955	VINO-SEAL TRADEMARK

900103803 **REEL: 003756 FRAME: 0455** 

Registration Number:	1761402	AQUA-LOK
Registration Number:	2671737	SPORTS-LOK
Registration Number:	1324601	WING-LOK
Serial Number:	78902098	WE MAKE YOUR PACKAGING WORK
Serial Number:	74296812	AQUA-LOK

### **CORRESPONDENCE DATA**

Fax Number: (866)826-5420

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 3016380511

Email: ipresearchplus@comcast.net

Correspondent Name: IP Research Plus, Inc.
Address Line 1: 21 Tadcaster Circle

Address Line 2: Attn: Penelope J.A. Agodoa

Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	33138
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	04/10/2008

Total Attachments: 9 source=33138#page1.tif source=33138#page3.tif source=33138#page4.tif source=33138#page5.tif source=33138#page5.tif source=33138#page7.tif source=33138#page8.tif source=33138#page8.tif source=33138#page9.tif

	RKS ONLY
	ase record the attached documents or the new address(es) below.
1. Name of conveying party(ies):  Closure Systems International Inc.  (f/k/a Alcoa Closure Systems International, Inc.)	2. Name and address of receiving party(ies) Additional names, addresses, or citizenship attached?  Name: Credit Suisse, Sydney Branch Internal
Individual(s) Association General Partnership Limited Partnership Corporation- State: DE Other Citizenship (see guidelines) Additional names of conveying parties attached? Yes No	Address: Street Address: One Madison Avenue City: New York State: New York Country: Zip: 10010
3. Nature of conveyance )/Execution Date(s) :  Execution Date(s) February 29, 2008	General Partnership Citizenship Limited Partnership Citizenship Corporation Citizenship
Assignment Merger  ☐ Security Agreement ☐ Change of Name  ☐ Other Notice and Confirmation of Grant of Security Interest is Trademarks	Other Bank  Other
4. Application number(s) or registration number(s) and A. Trademark Application No.(s)  C. Identification or Description of Trademark(s) (and Filing)	B. Trademark Registration No.(s)  Additional sheet(s) attached?
5. Name & address of party to whom correspondence concerning document should be mailed: Name: IP Research Plus	6. Total number of applications and registrations involved: 19
Infernal Address: Attn: Penelope I.A. Agodoa  Street Address:21 Tadcaster Circle	7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 490.00  Authorized to be charged by credit card  Authorized to be charged to deposit account  Enclosed
City: Waldorf	8. Payment Information:
State:         MD         Zip: 20602           Phone Number:         301-638-0511           Fax Number:         866-826-5420           Email Address:         orders@ipresearchplus.com	a. Credit Card Last 4 Numbers Expiration Date  b. Deposit Account Number Authorized User Name
9. Signature:	
Signature  Name of Person Signing	Total number of pages including cover sheet, attachments, and document:

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

### NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS

NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Notice"), effective as of February 29, 2008, made by Closure Systems International Inc. (f/k/a Alcoa Closure Systems International, Inc.), a Delaware corporation having a principal place of business at 6625 Network Way, Suite 200, Indianapolis, Indiana, 46278 (the "Grantor"), in favor of Credit Suisse, Sydney Branch, having a principal place of business at Level 41, 101 Collins Street, Melbourne, Victoria 3000, Australia, as facility agent and security trustee (the "Security Trustee") for itself and certain banks and financial institutions (the "Lenders"), each of which is party to the Facilities Agreement (as defined below).

WHEREAS, pursuant to the Senior Secured Facilities Agreement, dated as of February 21, 2008, among Reynolds Packaging Group (NZ) Limited, Closure Systems International Inc., Reynolds Consumer Products Holdings Inc., Closure Systems International B.V., Reynolds Treasury (NZ) Limited, the Joint Lead Arrangers and Underwriters, the Security Trustee and the Lenders (as amended, supplemented or otherwise modified from time to time, the "Facilities Agreement"), the Lenders have agreed to make certain Facilities available to the Borrowers upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Facilities Agreement, the Grantor has executed and delivered a U.S. Collateral Agreement, dated as of February 29, 2008, in favor of the Security Trustee (as amended, supplemented or otherwise modified from time to time, the "Collateral Agreement"); and

WHEREAS, pursuant to the Collateral Agreement, the Grantor granted to the Security Trustee, for the ratable benefit of the Secured Parties, a security interest in all right, title and interest in or to any and all of its Intellectual Property, including the Trademarks; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Notice.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make the Facilities available to the Borrowers pursuant to the Facilities Agreement, the Grantor agrees, for the ratable benefit of the Secured Parties, as follows:

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SECTION 1. <u>Definitions</u>. Unless otherwise defined herein or the context otherwise requires, terms used in this Notice, including its preamble and recitals, have the meanings provided in the Facilities Agreement or the Collateral Agreement.

SECTION 2. Confirmation of Grant of Security Interest. The Grantor hereby confirms that, pursuant to the Collateral Agreement it has granted to the Security Trustee, its successors and assigns, for the ratable benefit of the Secured Parties, a security interest in or to any and all of its Trademarks, including, without limitation, the Trademarks listed on Schedule I hereto, as security for the payment or performance, as the case may be, in full of the Obligations.

SECTION 3. <u>Purpose</u>. This Notice has been executed and delivered by the Grantor for the purpose of recording the grant of security interest with the United States Patent and Trademark Office. This Notice is expressly subject to the terms and conditions of the Collateral Agreement. The Collateral Agreement (and all rights and remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. <u>Acknowledgment</u>. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the security interest in the Trademarks are more fully set forth in the Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. <u>Counterparts</u>. This Notice may be executed and delivered (including by facsimile transmission or otherwise electronically) in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

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IN WITNESS WHEREOF, the parties hereto have caused this Notice to be duly executed and delivered by their respective officers thereunto duly authorized.

# CLOSURE SYSTEMS INTERNATIONAL INC. (F/K/A ALCOA CLOSURE SYSTEMS INTERNATIONAL, INC.)

Name: Helen Golding

Title: Assistant Secretary

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**EXECUTED** on behalf of **CREDIT SUISSE** Sydney Branch as Security Trustee by its duly appointed attorney: and witnessed by:

Signature of witness

Michael Douglas Loan
Solicitor
Wellington

City/town of residence

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#### CERTIFICATE OF NON-REVOCATION OF POWER OF ATTORNEY

I, Guy Lethbridge of Wellington, solicitor, certify that:

- (a) by deed dated 14 February 2008, Credit Suisse, Sydney Branch ("Appointor"), having its registered office at Sydney, appointed me the Appointor's attorney on the terms, and subject to the conditions, set out in that deed; and
- (b) at the date of this certificate, I have not received any notice or information of the revocation of that appointment by the dissolution of the Appointor or otherwise.

**DATED**: 27 March 2008

SIGNED:

Guy Lethbridge

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## SCHEDULE I

### Trademark Registrations

See attached

## Trademark Applications

See attached

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Schedule I (Registered Trademarks - Closure Systems International Inc. (f/k/a Alcoa Closure Systems International Inc.))

Trademark	Registration Number
RO	245,388 (
Magna Torq	1,314,346
Jetflow	1,314,352
Double-Lok	1659792
Uni-Lok	1,661,754
Magna-Torq 2000	2,006,179
Capture	2,402,785
Extra-Lok	2,507,986
Nitro-Lok	2,528,424
Alco-Lok	2,815,826
Omni-Lok	2,890,317
Oxyblock	2,897,558
Extra-Lok XT	3,032,785
Vino-Seal	3,166,955
Aqua-Lok	1,761,402
Sports-Lok	2,671,737
Wing-Lok	1,324,601

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Schedule I (Trademark Applications - Closure Systems International Inc. (f/k/a Alcoa Closure Systems International, Inc.))

Trademark We Make Your Packaging Work Aqua-Lok **Application Number** 78/902,098 74/296,812

22687477v2

**RECORDED: 04/10/2008**