

**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:	INDIANA
Postal Code:	47710
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 92**

Property Type	Number	Word Mark
Registration Number:	2353795	P
Registration Number:	0921650	2
Registration Number:	1924624	AGRI-POLY
Registration Number:	1788140	BIG CITY
Registration Number:	1959861	BRAHMA
Registration Number:	1857695	BURLY
Registration Number:	1850323	BUSINESS BAGS
Registration Number:	1564382	COLOR SCENTS
Registration Number:	1350132	CONVENIENCE PACK
Registration Number:	1939885	CP
Registration Number:	1985143	CP
Registration Number:	0948567	CRYSTAL CLEAN

CH \$2315.00 2353795

Registration Number:	2032127	CURB SIDE
Registration Number:	1650160	CUT & COVER
Registration Number:	1052150	DIET KIT
Registration Number:	2669276	DUOMAX
Registration Number:	1785533	ECO-CHOICE
Registration Number:	1748429	ECO-CHOICE
Registration Number:	2588796	FAST-LOCK
Registration Number:	1130869	FILM-GARD
Registration Number:	1130866	FILM-GARD
Registration Number:	2610912	
Registration Number:	3042543	FREEZ-FRESH
Registration Number:	2502895	HANDY BAND
Registration Number:	1797816	HIPOLEX
Registration Number:	1314695	HIPOLEX
Registration Number:	1546277	HOSPILINER
Registration Number:	2578656	HOSPI-TUFF
Registration Number:	1425792	IRON-HOLD
Registration Number:	2406993	IRON-HOLD MAXIMUM
Registration Number:	1543505	ISOLINER
Registration Number:	1849274	IT'S MORE. FOR LESS.
Registration Number:	2578606	KP
Registration Number:	2779618	LEGACY
Registration Number:	1421053	LINEAR PLUS
Registration Number:	2008500	LOCK-TIGHT
Registration Number:	1564013	LOCK-TIGHT
Registration Number:	2098248	MAXTECH
Registration Number:	2874439	MEAN GREEN
Registration Number:	3028913	MEDI-TUFF
Registration Number:	2412938	MORE THAN SCENTS
Registration Number:	1843602	
Registration Number:	2792921	OPULENCE
Registration Number:	1640531	PAILPALS
Registration Number:	2098247	PALLETECH
Registration Number:	2920595	PARTY ACCENTS
Registration Number:	2789749	PARTY BASICS

Registration Number:	1869535	PERFECT SCENTS
Registration Number:	2576193	PLAS-TUFF
Registration Number:	1978856	PROFESSIONAL'S CHOICE
Registration Number:	2578913	PROFILES
Registration Number:	2670369	PULL FRESH
Registration Number:	1974179	QUICK PICKS
Registration Number:	1773651	RHINO-X INDUSTRIES
Registration Number:	1937932	RIP STOP
Registration Number:	2771591	RIP-STOP
Registration Number:	1203613	RUFFIES
Registration Number:	2006264	RUFFIES
Registration Number:	2102329	RUFFIES PRO
Registration Number:	2080749	RUFFIES SURE STRENGTH
Registration Number:	1689689	SHOP SAK
Registration Number:	2234211	SHOP SAK
Registration Number:	2035911	SOLUTIONS FOR SUCCESS
Registration Number:	1799348	
Registration Number:	1791559	STARTEX
Registration Number:	1771431	STEEL-FLEX
Registration Number:	1314697	STEEL-FLEX
Registration Number:	1760683	STOR-FRESH
Registration Number:	1693094	STOR-MORE
Registration Number:	2073591	STRESS-TECH
Registration Number:	3212665	STRETCH FIT
Registration Number:	3212664	STRETCH-FIT THE STRENGTH IS IN THE STRETCH
Registration Number:	3240830	STRETCH-FIT
Registration Number:	2111472	
Registration Number:	0972662	STRONG BOY
Registration Number:	1526856	SUNBELT PLASTICS
Registration Number:	1689039	SUPER-GARD
Registration Number:	1536375	SURE SAK
Registration Number:	1718120	SURE-GRIP
Registration Number:	1640532	TOSS'EMS
Registration Number:	0911943	TUFFIES
Registration Number:	2649593	TUFFLITE

Registration Number:	0962348	TUF-TOTE
Registration Number:	1949164	ULTRASTAR
Registration Number:	1640449	VALU SAK
Registration Number:	1888421	VALU-FOLD
Registration Number:	2827806	WET-PAK
Registration Number:	2451637	WING TIE
Serial Number:	77160421	MINIWARE
Serial Number:	77081895	PRESTIGE
Serial Number:	77091901	SIMPULL
Registration Number:	3086269	HANDYMAN SHOP BAGS

**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: bgaynor@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:	CSPGEN
NAME OF SUBMITTER:	Brian M. Gaynor
Signature:	/brian gaynor/
Date:	04/14/2008

**Total Attachments: 4**  
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# 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: 003759 FRAME: 0633

**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 3<sup>rd</sup> 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 3<sup>rd</sup> 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.

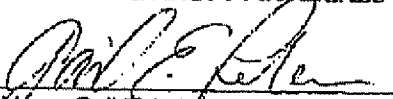
FOURTH: Berry Plastics Group, Inc., as sole stockholder of the Corporation, has approved the Merger in accordance with the provisions of the General Corporation Law of Delaware.

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 3<sup>rd</sup> 2007.

IN WITNESS WHEREOF, Covalence Specialty Materials Corp. has caused this certificate to be signed by this 3<sup>rd</sup> 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}