

03-12-2009

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



103552091

To the Director of the U. S. Patent and Trademark Office: Please record the attached.

1. Name of conveying party(ies):

Wells Fargo Foothill, Inc., as Agent

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance / Execution Date(s) :

Execution Date(s) February 27, 2009

- Assignment
- Security Agreement
- Other Release of Assignment
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Smart Papers Holdings LLC

Internal Address: _____

Street Address: 601 North B Street

City: Hamilton

State: Ohio

Country: USA Zip: 45013

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other LLC

Citizenship _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached (1656789, 736040, 2588269,)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

See attached

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Julie H. Cooper

Internal Address: c/o Vinson & Ekins L.L.P.

Street Address: 2001 Ross Avenue, Suite 3700

City: Dallas

State: Texas Zip: 75201

Phone Number: 214-220-7919

Fax Number: 214-999-7919

Email Address: jucooper@velaw.com

6. Total number of applications and registrations involved:

50

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1265.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Julie H. Cooper
Signature

3/10/2009

Date

Julie H. Cooper

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

10

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

SCHEDULE A**Trademark Registrations/Applications**

Trademark	Country	Serial No.	Registration No.
Benefit	USA		1,656,789
Carnival	USA		736,040
Cordwain	USA		2,588,269
Genesis	USA	74/082250	1,717,974
Groove	USA		1,631,545
Halopaque	USA	73/547303	1,422,791
Imagination Award	USA		2,870,275
Knightkote	USA		847,874
Kromekote	USA		2,653,879
Kromekote	USA		500,202
Kromekote 2000	USA		1,514,557
Lynnfield	USA		1,334,289
Magna Carta Parchment	USA	75/634700	2,451,660
Medallion	USA	73/645789	1,469,008
Mosaic	USA	75/112051	2,179,074
Outback	USA	75/113661	2,052,750
Pageantry	USA		1,520,808
Passport	USA	73/727656	1,517,990
Pegasus	USA	74/637305	1,948,996
Smart Papers	USA		2,674,078
Smarte	USA		2,953,606
Synergy	USA	75/012734	2,058,351
WORX	USA	74/417703	1,875,934
You're Brilliant. We're Smart. Imagine the Possibilities	USA	76/350,112	2,795,617
Earth Eco	USA	78/697363	
Earth Logic	USA	78/697345	
Eco-Balanced	USA	78/697348	

Trademark	Country	Serial No.	Registration No.
Eco-Logic	USA	78/697365	
Eco-Logic Balanced	USA	78/697359	
Environ-Choice	USA	78/697369	
Kromekote Color Laser Photo	USA	78/759279	3,243,064
Smart	USA	76/270083	
Smart Eco 100	USA	78/697376	
Smart Memories	USA	78/697337	
Smart Pak	USA	78/697341	3,398,427
Kromekote	USA		T-1520
Kromekote	USA		36420
Kromekote	USA		50844
Kromekote	USA		R-27891
Kromekote	USA		R350
Kromekote	USA		25,819
Feltweave	USA		1363352
Nekoosa Laser 1000	USA		1543508
Nekoosa Cotton	USA		1433883
Nekoosa	USA		1140750
Nekoosa	USA		0680474
Design only	USA		0515060
Proterra	USA		1839935
Skytone	USA		1368941
Solutions	USA		2195566

Trademark	Country	Application/Registration No.
Colorcast	Canada	363,450
Cordwain	Canada	1,130,740/594,461
Cross Pointe	Canada	460,784
Kromekote	Canada	030371
Magna Carta Parchment	Canada	557008
Outback	Canada	515908

Trademark	Country	Application/Registration No.
Smart Memories	Canada	1,290,840
Smart Pak	Canada	1,290,854
Smart Papers	Canada	1,119,420/625,739
Synergy	Canada	488342
Nekoosa	Canada	TMA281346
Feltweave	Canada	1382971
Proterra	Canada	TMA654813
Skytone	Canada	1382972
Solutions	Canada	1382976

Trademark Licenses

None.

RELEASE OF ASSIGNMENT FOR SECURITY OF TRADEMARKS

THIS RELEASE is made as of this 27th day of February, 2009, by Wells Fargo Foothill, Inc., as Agent ("Wells Fargo"), in favor of Smart Papers Holdings LLC, a Delaware limited liability company (the "Company"). Reference is hereby made to that certain Trademark Security Agreement dated as of April 5, 2007 and that certain First Amendment to Trademark Security Agreement dated as of May 22, 2008, made by the Company in favor of Wells Fargo (the "Trademark Security Agreement").

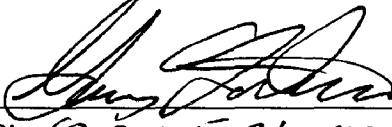
FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, Wells Fargo hereby unconditionally and expressly releases, terminates, and extinguishes unto the Company, effective as of the date hereof, any and all of its right, title and interest in and to any and all liens and security interests it may have upon the trademarks, trademark applications and trademark licenses listed on Schedule A attached hereto (the "Trademarks") and made a part hereof, together with the goodwill associated with the foregoing, and any interest ever possessed by Wells Fargo in any claims by the Company against third parties for infringement of the Trademarks and the proceeds therefrom and licensing royalties, along with all the Trademark Collateral (as such term is defined in the Trademark Security Agreement), which liens and security interests were established under and pursuant to the Trademark Security Agreement.

Wells Fargo consents and agrees to execute and deliver, at the request and cost of Company, such further instruments, documents and release forms as Company may reasonably request to more effectively, release, terminate and extinguish any such liens and security interests upon such Trademarks.

This Release shall be binding upon Wells Fargo's legal representatives, assigns and successors.

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has executed this instrument as of 27th February, 2009.

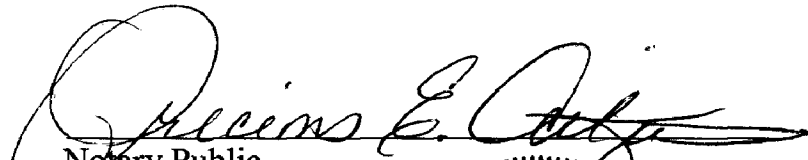
WELLS FARGO FOOTHILL, INC., AS AGENT

By: 
Name: GARY FORLENZA
Title: VP

ACKNOWLEDGMENT

STATE OF Georgia)
) ss.
COUNTY OF Atlanta)

Before me, the undersigned, a Notary Public in and for the state and county aforesaid, on this 27 day of February, 2009, personally appeared Gary Forlenza to me known personally, and who, being by me duly sworn, deposes and says that he/she is Vice President of WELLS FARGO FOOTHILL, INC., and that the foregoing instrument was signed on behalf of WELLS FARGO FOOTHILL, INC. and he/she acknowledged such instrument to be the free act and deed of said entity.


Notary Public

[Seal]

My commission expires April 27, 2010



SCHEDULE A**Trademark Registrations/Applications**

Trademark	Country	Serial No.	Registration No.
Benefit	USA		1,656,789
Carnival	USA		736,040
Cordwain	USA		2,588,269
Genesis	USA	74/082250	1,717,974
Groove	USA		1,631,545
Halopaque	USA	73/547303	1,422,791
Imagination Award	USA		2,870,275
Knightkote	USA		847,874
Kromekote	USA		2,653,879
Kromekote	USA		500,202
Kromekote 2000	USA		1,514,557
Lynnfield	USA		1,334,289
Magna Carta Parchment	USA	75/634700	2,451,660
Medallion	USA	73/645789	1,469,008
Mosaic	USA	75/112051	2,179,074
Outback	USA	75/113661	2,052,750
Pageantry	USA		1,520,808
Passport	USA	73/727656	1,517,990
Pegasus	USA	74/637305	1,948,996
Smart Papers	USA		2,674,078
Smarte	USA		2,953,606
Synergy	USA	75/012734	2,058,351
WORX	USA	74/417703	1,875,934
You're Brilliant. We're Smart. Imagine the Possibilities	USA	76/350,112	2,795,617
Earth Eco	USA	78/697363	
Earth Logic	USA	78/697345	
Eco-Balanced	USA	78/697348	

Trademark	Country	Serial No.	Registration No.
Eco-Logic	USA	78/697365	
Eco-Logic Balanced	USA	78/697359	
Environ-Choice	USA	78/697369	
Kromekote Color Laser Photo	USA	78/759279	3,243,064
Smart	USA	76/270083	
Smart Eco 100	USA	78/697376	
Smart Memories	USA	78/697337	
Smart Pak	USA	78/697341	3,398,427
Kromekote	USA		T-1520
Kromekote	USA		36420
Kromekote	USA		50844
Kromekote	USA		R-27891
Kromekote	USA		R350
Kromekote	USA		25,819
Feltweave	USA		1363352
Nekoosa Laser 1000	USA		1543508
Nekoosa Cotton	USA		1433883
Nekoosa	USA		1140750
Nekoosa	USA		0680474
Design only	USA		0515060
Proterra	USA		1839935
Skytone	USA		1368941
Solutions	USA		2195566

Trademark	Country	Application/Registration No.
Colorcast	Canada	363,450
Cordwain	Canada	1,130,740/594,461
Cross Pointe	Canada	460,784
Kromekote	Canada	030371
Magna Carta Parchment	Canada	557008
Outback	Canada	515908

Trademark	Country	Application/Registration No.
Smart Memories	Canada	1,290,840
Smart Pak	Canada	1,290,854
Smart Papers	Canada	1,119,420/625,739
Synergy	Canada	488342
Nekoosa	Canada	TMA281346
Feltweave	Canada	1382971
Proterra	Canada	TMA654813
Skytone	Canada	1382972
Solutions	Canada	1382976

Trademark Licenses

None.