

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Checkpoint Systems, Inc.		04/30/2009	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Wachovia Bank, National Association, as Administrative 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:

PROPERTY NUMBERS Total: 64

Property Type	Number	Word Mark
Registration Number:	3400073	VISIPLUS
Registration Number:	3183273	
Registration Number:	3326606	METAL POINT
Registration Number:	3093170	CHECKPRO MANAGER
Registration Number:	3308263	3 ALARM
Registration Number:	3061025	UNIQUELY YOURS
Registration Number:	3481629	EVOLVE
Registration Number:	3305344	SELL MORE. LOSE LESS.
Registration Number:	3298469	CHECKPASS
Registration Number:	2781532	ALPHA HIGH-SHRINK SOLUTIONS
Registration Number:	2858573	MEDIALOK
Registration Number:	2766546	HIGH SHRINK SOLUTIONS
Registration Number:	2794078	S3

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Registration Number:	2803319	CABLE-LOK
Registration Number:	2919344	EXPRESSTRAK
Registration Number:	2628200	CHECK-NET
Registration Number:	2654123	CHECK-NET
Registration Number:	2809121	LIBERTY
Registration Number:	2716335	
Registration Number:	2753722	SPIDER WRAP
Registration Number:	2577332	EASY-BOTTLE
Registration Number:	2660022	BULLDOG SERIES
Registration Number:	2548885	CHECKPOINT
Registration Number:	2440085	CHECKPOINT
Registration Number:	2466292	EASYWEAR
Registration Number:	2321459	ALPHA
Registration Number:	2554498	CIRCULATION CIRCUIT
Registration Number:	2305608	STRATA
Registration Number:	2242604	CLARITY CONCEPT
Registration Number:	2158308	PASSPORT
Registration Number:	2119592	
Registration Number:	2177431	ALPHA SECURITY PRODUCTS
Registration Number:	2097442	KEYWRITER
Registration Number:	2042345	COUNTERPOINT
Registration Number:	1985189	CLARITY
Registration Number:	1907215	ALPHA SECURITY
Registration Number:	1839282	CHEKINK
Registration Number:	1784455	ALARMEX
Registration Number:	1673295	QS2000
Registration Number:	1503720	ALPHA
Registration Number:	1448234	COUNTERPOINT
Registration Number:	0844752	CHECKPOINT
Registration Number:	0845817	CHECKPOINT
Serial Number:	78929974	YOUNIQUELY 4 U
Serial Number:	78773837	CHECKVIEW
Serial Number:	77679628	3 ALARM
Serial Number:	77663424	SHARK TAG
Serial Number:	77663258	ALPHA

Serial Number:	77662930	4 ALARM
Serial Number:	77616317	ALPHA
Serial Number:	77615949	SPIDER WRAP
Serial Number:	77615452	CHECKVIEW
Serial Number:	77595248	CRYSTAL GUARDE
Serial Number:	77542746	BOTTLE GUARDE
Serial Number:	77512395	CHECKPRO AUDITOR
Serial Number:	77309795	SPIDERLOK
Serial Number:	77309781	SPIDER NET
Serial Number:	77309662	SPIDER TAG
Serial Number:	77309637	SPIDER WEB
Serial Number:	77269414	ALPHA SECURITY PRODUCTS
Serial Number:	77269081	ALPHA
Serial Number:	77244239	MY LIBRARY REWARDS
Serial Number:	77123206	SHOWSAFE
Serial Number:	77017454	SHELFALERT

CORRESPONDENCE DATA

Fax Number: (919)416-8328
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ATTORNEY DOCKET NUMBER:	512485-961
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	05/05/2009

Total Attachments: 5
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:


Please be advised that (a) pursuant to the Security Agreement dated as of April 30, 2009 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the "Security Agreement"), by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto (the "Trademarks") to the Administrative Agent for the ratable benefit of the Lenders and (b) the undersigned hereby grants to the Administrative Agent, for the ratable benefit of the Lenders, a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in and to the Trademarks.

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the Trademarks (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.

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Very truly yours,

CHECKPOINT SYSTEMS, INC.,
a Pennsylvania corporation

By: 
Name: Raymond D. Andrews
Title: S.V.P. and Chief Financial Officer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By:  _____
Kathleen Reedy
Managing Director

Schedule 1

**Checkpoint Systems, Inc.
(Pennsylvania Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
VISIPLUS	3400073	3/18/08
Design Only	3183273	12/12/06
METAL POINT	3326606	10/30/07
CHECKPRO MANAGER	3093170	5/16/06
3 ALARM	3308263	10/9/07
UNIQUELY YOURS	3061025	2/21/06
EVOLVE	3481629	8/5/08
SELL MORE. LOSE LESS.	3305344	10/9/07
CHECKPASS	3298469	9/25/07
ALPHA HIGH-SHRINK SOLUTIONS and Design	2781532	11/11/03
MEDIALOK	2858573	6/29/04
HIGH SHRINK SOLUTIONS	2766546	9/23/03
S3 and Design	2794078	12/16/03
CABLE-LOK	2803319	1/6/04
EXPRESSTRAK	2919344	1/18/05
CHECK-NET	2628200	10/1/02
CHECK-NET	2654123	11/26/02
LIBERTY	2809121	1/27/04
Design Only	2716335	5/13/03
SPIDER WRAP	2753722	8/19/03
EASY BOTTLE	2577332	6/11/02
BULLDOG SERIES	2660022	12/10/02
CHECKPOINT	2548885	3/19/02
CHECKPOINT	2440085	4/3/01
EASYWEAR	2466292	7/3/01
ALPHA	2321459	2/22/00
CIRCULATION CIRCUIT	2554498	4/2/02
STRATA	2305608	1/4/00
CLARITY CONCEPT	2242604	5/4/99
PASSPORT	2158308	5/19/98
Design Only	2119592	12/9/97
ALPHA SECURITY PRODUCTS and Design	2177431	7/28/98
KEYWRITER	2097442	9/16/97
COUNTERPOINT	2042345	3/4/97
CLARITY	1985189	7/9/96
ALPHA SECURITY	1907215	7/25/95
CHEKINK	1839282	6/14/94
ALARMEX	1784455	7/27/93
QS2000	1673295	1/28/92
ALPHA	1503720	9/13/88

Mark	Registration No.	Registration Date
COUNTERPOINT	1448234	7/21/87
CHECKPOINT	844752	2/20/68
CHECKPOINT	845817	3/12/68

Pending Applications

Mark	Application No.	Filing Date
YOUNIQUELY 4 U	78929974	7/14/06
CHECKVIEW	78773837	12/15/05
3 ALARM	77679628	2/27/09
SHARK TAG	77663424	2/4/09
ALPHA and Design	77663258	2/4/09
4 ALARM	77662930	2/4/09
ALPHA	77616317	11/18/08
SPIDER WRAP	77615949	11/17/08
CHECKVIEW	77615452	11/17/08
CRYSTAL GUARDE	77595248	10/17/08
BOTTLE GUARDE	77542746	8/8/08
CHECKPRO AUDITOR	77512395	7/1/08
SPIDERLOK	77309795	10/22/07
SPIDER NET	77309781	10/22/07
SPIDER TAG	77309662	10/22/07
SPIDER WEB	77309637	10/22/07
ALPHA SECURITY PRODUCTS	77269414	8/31/07
ALPHA	77269081	8/31/07
MY LIBRARY REWARDS	77244239	8/1/07
SHOWSAFE	77123206	3/6/07
SHELFALERT	77017454	10/10/06