

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CARAUSTER INDUSTRIES, INC		06/04/2009	CORPORATION: NORTH CAROLINA
CARAUSTAR CUSTOM PACKAGING GROUP (MARYLAND), INC.		06/04/2009	CORPORATION: MARYLAND
CARAUSTAR INDUSTRIAL AND CONSUMER PRODUCTS GROUP, INC.		06/04/2009	CORPORATION: DELAWARE
CARAUSTAR MILL GROUP, INC.		06/04/2009	CORPORATION: OHIO
CARAUSTAR GP		06/04/2009	General Partnership: SOUTH CAROLINA

**RECEIVING PARTY DATA**

Name:	GENERAL ELECTRIC CAPITAL CORPORATION
Street Address:	401 Merritt 7
City:	Norwalk
State/Country:	CONNECTICUT
Postal Code:	06851
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 23**

Property Type	Number	Word Mark
Registration Number:	0777217	SLEEK
Registration Number:	1031428	BRITONE
Registration Number:	1440580	PROTECH
Registration Number:	2082467	ECONOPOUR
Registration Number:	2269147	QUICK GRAB
Registration Number:	2363457	TURF TUBES
Registration Number:	2484511	

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Registration Number:	2484512	CARAUSTAR
Registration Number:	2484548	CARAUSTAR
Registration Number:	2569625	WHITONE
Registration Number:	2677633	STATONE
Registration Number:	2677688	BLISTONE
Registration Number:	2713125	CARA M
Registration Number:	2838084	KONVA-KORE
Registration Number:	3326683	ES NOW
Registration Number:	3375552	SAFEFACE MR
Serial Number:	77652114	ES NATURAL
Serial Number:	77652132	ES CREAM
Registration Number:	2240217	SHAPE-UP
Registration Number:	1595416	K-SEAL
Registration Number:	1656832	K-WRAP
Registration Number:	1693969	K-SAFE
Registration Number:	2488014	PLASTICS ON DEMAND (POD)

**CORRESPONDENCE DATA**

Fax Number: (404)815-2424  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 404-815-2231  
Email: carolfraser@paulhastings.com  
Correspondent Name: Carol Fraser, Corporate Paralegal  
Address Line 1: 600 Peachtree Street, NE  
Address Line 2: Paul Hastings Janofsky & Walker LLP  
Address Line 4: Atlanta, GEORGIA 30308

NAME OF SUBMITTER:	Carol Fraser
Signature:	//Carol Fraser//
Date:	06/09/2009

**Total Attachments: 7**

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## TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT ("Agreement"), dated as of June 4, 2009, is made by each of the Grantors listed on the signature page hereof (individually and collectively, "Assignor") in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, as agent for the Lenders (as defined in the Security Agreement, defined below) (in such capacity, together with any permitted successors and assigns, "Assignee"). Capitalized terms used in this Agreement and not defined herein have the meanings set forth for such terms in the Security Agreement or if not defined therein, in the Credit Agreement (as defined in the Security Agreement).

WHEREAS, Assignor is the applicant or registrant for the Trademarks and Trademark Licenses listed on the attached Schedule 1A, which Trademarks and Trademark Licenses are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement, dated as of June 4, 2009, by and among Assignor and the other grantors signatory thereto, and Assignee (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, as collateral security for all of the Obligations, Assignor has pledged and assigned to Assignee, and granted to Assignee, for the benefit of Assignee and the Lenders a continuing security interest in the Trademarks, together with, among other things, the goodwill of the business symbolized by and associated with the Trademarks and the applications and registrations thereof, and all proceeds thereof (collectively, the "Trademark Collateral").

NOW, THEREFORE, in consideration of the premises and agreements made herein and in the Security Agreement, as collateral security for all of the Obligations, Assignor hereby pledges and assigns to Assignee, and grants to Assignee, for the benefit of Assignee and the Lenders, a continuing security interest in the Trademark Collateral.


Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

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IN WITNESS WHEREOF, Assignor has caused this Agreement to be executed and delivered by its officer thereunto duly authorized as of the date above first written.

ASSIGNOR:

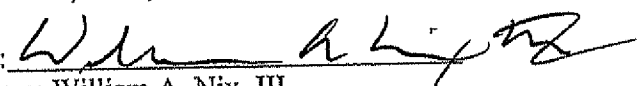
**CARAUSTAR INDUSTRIES, INC.,** a  
North Carolina corporation

By:   
Name: William A. Nix, III  
Title: Vice President, Finance and Chief  
Accounting Officer


**CARAUSTAR CUSTOM PACKAGING  
GROUP, INC.,** a Delaware corporation

By:   
Name: William A. Nix, III  
Title: Vice President and Assistant  
Secretary


**CARAUSTAR RECOVERED FIBER  
GROUP, INC.,** a Delaware corporation

By:   
Name: William A. Nix, III  
Title: Treasurer and Assistant Secretary

**CARAUSTAR INDUSTRIAL AND  
CONSUMER PRODUCTS GROUP,  
INC.,** a Delaware corporation

By:   
Name: William A. Nix, III  
Title: Vice President and Assistant  
Secretary

**CARAUSTAR MILL GROUP, INC.,** an  
Ohio corporation

By:   
Name: Wilma E. Beaty  
Title: Vice President

**SPRAGUE PAPERBOARD, INC., a**  
Connecticut corporation

By: *Wilma Elizabeth Beaty*  
Name: Wilma E. Beaty  
Title: Vice President

**PBL INC., a Delaware corporation**

By: *Wilma Elizabeth Beaty*  
Name: Wilma E. Beaty  
Title: Vice President

**GYP SUM MGC, INC., a Delaware**  
corporation

By: *Wilma Elizabeth Beaty*  
Name: Wilma E. Beaty  
Title: Vice President

**MCQUEENEY GYPSUM COMPANY, a**  
Delaware corporation

By: *Wilma Elizabeth Beaty*  
Name: Wilma E. Beaty  
Title: Vice President

**FEDERAL TRANSPORT, INC., an Ohio**  
corporation


By: *Wilma Elizabeth Beaty*  
Name: Wilma E. Beaty  
Title: Vice President

**CAMDEN PAPERBOARD**  
**CORPORATION, a New Jersey**  
corporation

By: *Wilma Elizabeth Beaty*  
Name: Wilma E. Beaty  
Title: Vice President

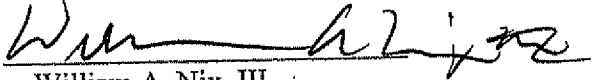
**MCQUEENY GYPSUM COMPANY,  
LLC, a Delaware limited liability company**

By: McQueeney Gypsum Company, its Sole  
Member

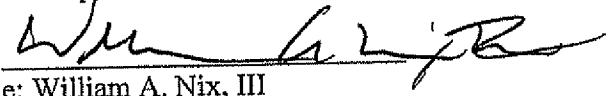
By:   
Name: Wilma E. Beaty  
Title: Vice President

**CARAUSTAR, G.P., a South Carolina  
general partnership**

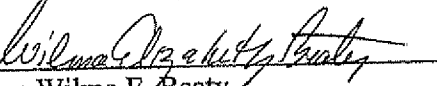
By: Caraustar Industries, Inc., its General  
Partner

By:   
Name: William A. Nix, III  
Title: Vice President, Finance and Chief  
Accounting Officer

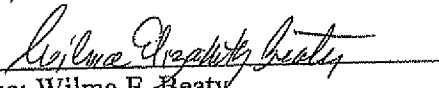
By: Caraustar Industrial and Consumer  
Products Group, Inc., its General Partner

By:   
Name: William A. Nix, III  
Title: Vice President and Assistant  
Secretary

**CHICAGO PAPERBOARD  
CORPORATION, an Illinois corporation**


By:   
Name: Wilma E. Beaty  
Title: Vice President

**HALIFAX PAPER BOARD COMPANY,  
INC., a North Carolina corporation**

By:   
Name: Wilma E. Beaty  
Title: Vice President


**RECCMG, LLC**, a Georgia limited liability company

By: Caraustar Mill Group, Inc., its Sole Member

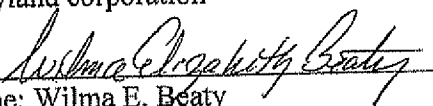
By:   
Name: Wilma E. Beaty  
Title: Vice President

**AUSTELL HOLDING COMPANY, LLC**, a Georgia limited liability company


By: Caraustar Industries, Inc., its Sole Member

By:   
Name: William A. Nix, III  
Title: Vice President, Finance and Chief Accounting Officer

**CARAUSTAR CUSTOM PACKAGING GROUP (MARYLAND), INC.**, a Maryland corporation

By:   
Name: Wilma E. Beaty  
Title: Vice President

**PARAGON PLASTICS, INC.**, a South Carolina corporation

By:   
Name: Wilma E. Beaty  
Title: Vice President

**SCHEDULE 1A TO TRADEMARK SECURITY AGREEMENT**

**CARAUSTAR INDUSTRIES, INC.**

**Trademarks**

777,217 – Sleek  
1,031,428 – Britone  
1,440,580 – Protech  
2,082,467 – Econopour  
2,232,930 – Star Design (Caraustar)(Great Britain)  
2,232,931 – Caraustar (Great Britain)  
2,232,932 – Caraustar & Design (Great Britain)  
2,269,147 – Quick Grab  
2,363,457 – Turf Tubes  
2,484,511 – Star Design (Caraustar)  
2,484,512 – Caraustar & Design  
2,484,548 – Caraustar  
2,569,625 – Whitone  
2,677,633 – Statone  
2,677,688 – Blistone  
2,713,125 – Cara M  
2,838,084 – Konva-Kore  
3,326,683 – ES Now  
3,375,552 – Safeface MR  
77652114 – ES Natural  
77652132 – ES Cream  
682,118 – Star Design (Caraustar)(Mexico)  
682,119 – Star Design (Class 17)(Caraustar)(Mexico)  
682,120 – Star Design (Caraustar)(Class 40)(Mexico)  
682,121 – Caraustar & Design (Mexico)  
682,122 – Caraustar & Design (Class 40)(Mexico)  
682,903 – Caraustar (Class 16)(Mexico)  
682,904 – Caraustar (Class 17)(Mexico)  
682,905 – Caraustar (Class 40)(Mexico)  
699,557 – Caraustar & Design (Class 17)(Mexico)  
TMA581,493 – Caraustar & Design (Canada)  
TMA581,567 – Caraustar (Canada)  
TMA581,663 – Star Design (Caraustar)(Canada)

**CARAUSTAR CUSTOM PACKAGING GROUP (MARYLAND), INC.**

**Trademarks**

2,240,217 – Shape Up



## **CARAUSTAR INDUSTRIAL AND CONSUMER PRODUCTS GROUP, INC.**

### **Trademarks**

1,595,416 - K-Seal  
1,656,832 - K-Wrap  
1,693,969 - K-Safe  
2,484,511 - Star Design (Caraustar)  
2,484,512 - Caraustar & Design  
2,484,548 - Caraustar  
2,488,014 - Plastics on Demand (POD)

## **CARAUSTAR MILL GROUP, INC.**

### **Trademarks**

1,621,469 - Protech (France)  
131,098 - Protech (Ireland)  
1372662 - Safeface MR (Appl.)  
2,484,511 - Star Design (Caraustar)  
2,484,512 - Caraustar & Design  
2,484,548 - Caraustar

## **CARAUSTAR GP**

### **Trademarks**

2,484,511 - Star Design (Caraustar)  
2,484,512 - Caraustar & Design  
2,484,548 - Caraustar

### **Licensing Agreements**

1. Assignment of Revised Master License Agreement between Caraustar Custom Packaging Group, Inc., Micro Chef, Inc., and Cryovac, Inc. pursuant to which Cryovac granted to Caraustar Custom Packaging Group, Inc. a sublicense under the Microwave Packaging Technology (as defined in the Revised Master License Agreement between Caraustar Custom Packaging Group, Inc. and Micro Chef, Inc. dated January 10, 2003) and the trademark "Microbake."

2. Trademark Licensing Agreement, among Caraustar G.P., Caraustar Industries, Inc. and each of its Subsidiaries named therein, dated as of December 31, 1999 concerning the use of the branding marks.