

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
CARAUSTAR INDUSTRIES, INC.		08/20/2009	CORPORATION: DELAWARE
CARAUSTAR CUSTOM PACKAGING GROUP, INC.		08/20/2009	CORPORATION: DELAWARE
CARAUSTAR RECOVERED FIBER GROUP, INC.		08/20/2009	CORPORATION: DELAWARE
CARAUSTAR INDUSTRIAL AND CONSUMER PRODUCTS GROUP, INC.		08/20/2009	CORPORATION: DELAWARE
CARAUSTAR MILL GROUP, INC.		08/20/2009	CORPORATION: OHIO
SPRAGUE PAPERBOARD, INC.		08/20/2009	CORPORATION: CONNECTICUT
PBL INC.		08/20/2009	CORPORATION: DELAWARE
GYPSUM MGC, INC.		08/20/2009	CORPORATION: DELAWARE
MCQUEENEY GYPSUM COMPANY		08/20/2009	CORPORATION: DELAWARE
MCQUEENEY GYPSUM COMPANY, LLC		08/20/2009	LIMITED LIABILITY COMPANY: DELAWARE
CARAUSTAR, GP		08/20/2009	General Partnership: SOUTH CAROLINA
RECCMG, LLC		08/20/2009	LIMITED LIABILITY COMPANY: GEORGIA
FEDERAL TRANSPORT, INC.		08/20/2009	CORPORATION: OHIO
CAMDEN PAPERBOARD CORPORATION		08/20/2009	CORPORATION: NEW JERSEY
AUSTELL HOLDING COMPANY, LLC		08/20/2009	LIMITED LIABILITY COMPANY: GEORGIA
CHICAGO PAPERBOARD CORPORATION		08/20/2009	CORPORATION: ILLINOIS
HALIFAX PAPER BOARD COMPANY, INC.		08/20/2009	CORPORATION: NORTH CAROLINA
CARAUSTAR CUSTOM PACKAGING GROUP (MARYLAND), INC.		08/20/2009	CORPORATION: MARYLAND
PARAGON PLASTICS, INC.		08/20/2009	CORPORATION: SOUTH CAROLINA

CH \$590.00 0777217

TRADEMARK

900141750

REEL: 004052 FRAME: 0637

RECEIVING PARTY DATA

Name:	GENERAL ELECTRIC CAPITAL CORPORATION, as Agent
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:	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
Registration Number:	3657828	ES NATURAL
Registration Number:	3657832	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)
Registration Number:	2484511	
Registration Number:	2484512	CARAUSTAR
Registration Number:	2484548	CARAUSTAR

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, N.E., Suite 2400

Address Line 2: Paul Hastings Janofsky & Walker LLP

Address Line 4: Atlanta, GEORGIA 30308

NAME OF SUBMITTER:	Carol Fraser
Signature:	//Carol Fraser//
Date:	08/26/2009

Total Attachments: 8

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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (this "Agreement"), dated as of August 20, 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 August 20, 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
Delaware corporation

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

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

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

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

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

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

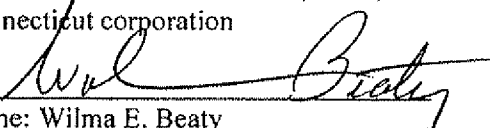
By: W A Nix
Name: William A. Nix, III
Title: Vice President and Assistant
Secretary

CARAUSTAR MILL GROUP, INC., an
Ohio corporation

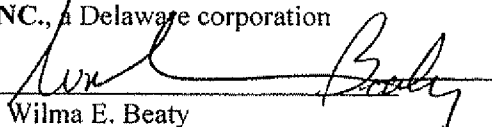
By: W E Beaty
Name: Wilma E. Beaty
Title: Vice President

TRADEMARK SECURITY AGREEMENT (EXIT FACILITY)

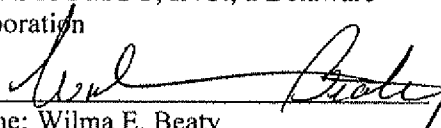
SPRAGUE PAPERBOARD, INC., a
Connecticut corporation

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

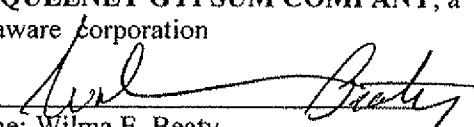
PBL INC., a Delaware corporation

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

GYPSUM MGC, INC., a Delaware
corporation

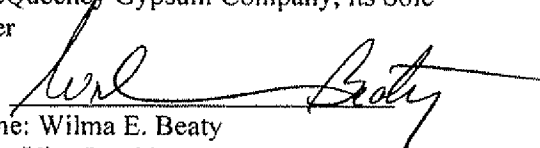
By: 
Name: Wilma E. Beaty
Title: Vice President

MCQUEENEY GYPSUM COMPANY, a
Delaware corporation

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

**MCQUEENEY 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: W. Nix
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: W. Nix
Name: William A. Nix, III
Title: Vice President and Assistant
Secretary

RECCMG, LLC, a Georgia limited liability
company

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

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

FEDERAL TRANSPORT, INC., an Ohio
corporation

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

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

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

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

By: Caraustar Industries, Inc., its Sole
Member

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

**CHICAGO PAPERBOARD
CORPORATION, an Illinois corporation**

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

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

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

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

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

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

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

SCHEDULE 1A TO TRADEMARK SECURITY AGREEMENT

[Trademark Registrations, Trademark Applications and Trademark Licenses]

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
2,569,625 – 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
3,657,828 – ES Natural
3,657,832 – 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
2,488,014 - Plastics on Demand (POD)

CARAUSTAR MILL GROUP, INC.

Trademarks

1,621,469 - Protech (France)
131,098 - Protech (Ireland)
1372662 - Safeface MR (Appl.) (Canada)

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.