

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Memorandum of Security Interest in Intellectual Property

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Paper Source, Inc.		06/04/2010	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	PNC Bank, National Association
Street Address:	2 North Lake Avenue, Suite 440
City:	Pasadena
State/Country:	CALIFORNIA
Postal Code:	91101
Entity Type:	National Association:

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	3276864	PAPER SOURCE
Registration Number:	3156950	DO SOMETHING CREATIVE EVERY DAY
Registration Number:	3087640	DO SOMETHING CREATIVE EVERY DAY
Registration Number:	3085437	DO SOMETHING CREATIVE EVERY DAY
Registration Number:	3090117	
Registration Number:	3090116	
Registration Number:	3090118	
Registration Number:	2740615	PAPER SOURCE
Registration Number:	2857818	PAPER SOURCE
Registration Number:	2857817	PAPER SOURCE
Registration Number:	3012960	WASTE NOT PAPER

CORRESPONDENCE DATA

Fax Number: (949)720-0182
 Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

900164365

**TRADEMARK
 REEL: 004222 FRAME: 0553**

CH \$290.00 3276864

Email: Trademark@Buchalter.com
Correspondent Name: Farah P. Bhatti
Address Line 1: 18400 Von Karman Ave., Suite 800
Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER:	P6326-0005
NAME OF SUBMITTER:	Farah P. Bhatti
Signature:	/Farah P. Bhatti/
Date:	06/10/2010

Total Attachments: 5
source=PAPER SOURCE#page1.tif
source=PAPER SOURCE#page2.tif
source=PAPER SOURCE#page3.tif
source=PAPER SOURCE#page4.tif
source=PAPER SOURCE#page5.tif

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Paper Source, Inc.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

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

Execution Date(s) June 4, 2010

- Assignment Merger
 Security Agreement Change of Name
 Other Security Interest

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: PNC Bank, National Association

Internal

Address: _____

Street Address: 2 North Lake Avenue, Suite 440

City: Pasadena

State: CA

Country: USA Zip: 91101

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other National Association Citizenship U.S.

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)

3,276,864; 3,156,950; 3,087,640; 3,085,437; 3,090,117; 3,090,116
3,090,118; 2,740,615;

Additional sheet(s) attached? Yes No

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

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

Name: Buchalter Nemer

Internal Address: _____

Street Address: 18400 Von Karman Ave., Suite 800

City: Irvine

State: CA Zip: 92612

Phone Number: 949-760-1121

Fax Number: 949-760-0182

Email Address: Trademark@Buchalter.com

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$290.00

- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number 500977

Authorized User Name Buchalter Nemer

9. Signature:

Signature

June 9, 2010

Date

Farah P. Bhatti

Name of Person Signing

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

5

Trademark Registration Number(s) Continued

2,857,818

2,857,817

3,012,960

**MEMORANDUM OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

PAPER SOURCE, INC., an Illinois corporation, whose address is 410 North Milwaukee Avenue, Chicago, Illinois 60654 ("Assignor") hereby acknowledges that it has granted to PNC BANK, NATIONAL ASSOCIATION, as Agent, whose address is 2 North Lake Avenue, Suite 440, Pasadena, California 91101 (the "Assignee"), a security interest in and to all of the Assignor's right, title and interest in and to the trademark and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference (the "Trademarks"), together with the goodwill and assets of the business to which such Trademarks are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Revolving Credit and Security Agreement dated as of June 4, 2010 (the "Agreement"), entered into among Paper Source Holdings, LLC, a Delaware limited liability company, the Assignor and Assignee as security for the obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Assignee may have in any other collateral described in the Agreement or otherwise.

Memorandum of Security Interest in Intellectual Property

BN 6287597v1

**TRADEMARK
REEL: 004222 FRAME: 0557**

Exhibit A
Trademarks

<u>Mark</u>	<u>Reg. Number</u>	<u>Reg. Number</u>
PAPER SOURCE	3,276,864	August 7, 2007
DO SOMETHING CREATIVE EVERY DAY	3,156,950	October 17, 2006
DO SOMETHING CREATIVE EVERY DAY	3,087,640	May, 2, 2006
DO SOMETHING CREATIVE EVERY DAY	3,085,437	April 25, 2006
(WASP DESIGN)	3,090,117	May 9, 2006
(WASP DESIGN)	3,090,116	May 9, 2006
(WASP DESIGN)	3,090,118	May 9, 2006
PAPER SOURCE	2,740,615	July 22, 2003
PAPER SOURCE	2,857,818	June 29, 2004
PAPER SOURCE	2,857,817	June 29, 2004
WASTE NOT PAPER	3,012,960	November 8, 2005

Memorandum of Security Interest in Intellectual Property

BN 6287597v1

TRADEMARK
REEL: 004222 FRAME: 0558

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the
4th day of ~~May~~, 2010.
/

June

PAPER SOURCE, INC.,
an Illinois corporation

By: 

Name: Steven Kuptsis

Title: Chief Financial Officer

Memorandum of Security Interest in Intellectual Property