

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM307785

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
SEQUENCE:	3		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PHILLIPS PLASTICS CORPORATION		06/16/2014	CORPORATION: WISCONSIN
RECEIVING PARTY DATA			
Name:	GOLDMAN SACHS BANK USA		
Street Address:	200 West Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10282-2198		
Entity Type:	Bank: NEW YORK		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Registration Number:	3332902	ALTERFORM	
Registration Number:	3920715	BATTLESIELD	
Registration Number:	4071676	DESIGN. ENGINEER. DELIVER.	
Registration Number:	3406083	GREASE-STOP SOLO	
Registration Number:	4431185	PARTNERSHIPS BUILT ON INNOVATION	
Registration Number:	3137859	PHILLIPS	
Registration Number:	4141245	PHILLIPS JUMPSTART	
Registration Number:	3119146	PHILLIPS PLASTICS CORPORATION	
Registration Number:	3625558	TOTAL SOLUTIONS FROM DESIGN THROUGH DIST	
Registration Number:	3887632	VUECOAT	
Serial Number:	85746650	PHILLIPS-MEDISIZE	
Serial Number:	85746655	PHILLIPS MEDISIZE PARTNERSHIPS BUILT ON	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2125305175		
Email:	jmarkham@milbank.com		
TRADEMARK			

CH \$315.00 3332902

Correspondent Name:	Jordan P. Markham
Address Line 1:	1 Chase Manhattan Plaza
Address Line 2:	Milbank Tweed
Address Line 4:	New York, NEW YORK 10005

ATTORNEY DOCKET NUMBER:	30045.60601
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NAME OF SUBMITTER:	Jordan P. Markham
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SIGNATURE:	/Jordan P. Markham/
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DATE SIGNED:	06/16/2014
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Total Attachments: 5

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GRANT OF SECOND LIEN SECURITY INTEREST IN UNITED STATES TRADEMARKS

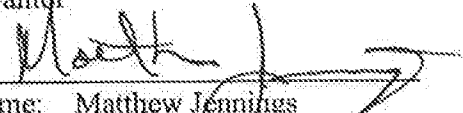
June 16, 2014

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Phillips Plastics Corporation, a Wisconsin corporation (the "Grantor"), hereby grants to GOLDMAN SACHS BANK USA, with offices at 200 West Street, New York, New York 10282-2198 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (except any intent-to-use applications for trademark registrations for which a statement of use has not yet been filed) set forth on Schedule A attached hereto (the "Marks"), (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, (iv) all income, fees, royalties, damages, claims and payments now or hereafter due and/or payable thereunder and with respect thereto including, without limitation, damages and payments for past, present or future infringements thereof, (v) any and all rights corresponding thereto throughout the world, and (vi) any and all rights to sue for past, present or future infringements thereof.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Second Lien Security Agreement by, among Grantor, Grantee, Pantheon Merger Corp., a Delaware corporation ("Initial Borrower"), upon the effectiveness of the Closing Date Acquisition (as defined therein), Phillips-Medsize Corporation, a Delaware corporation and successor in interest to Initial Borrower, Pantheon Parent Corp., a Delaware corporation, as a Guarantor, and the other Guarantors parties thereto, dated as of the date hereof (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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PHILLIPS PLASTICS CORPORATION,
as a Grantor

By: 
Name: Matthew Jennings
Title: Chief Executive Officer

GOLDMAN SACHS BANK USA,
as Collateral Agent

By: Charles D. Johnston
Authorized Signatory

Charles D. Johnston
Authorized Signatory

SCHEDULE A

U.S. Federal Trademark Registrations

Owner	Trademark	Application Number	Application Date	Registration Number	Registration Date	Status
Phillips Plastics Corporation	ALTERFORM	78979020	1/17/2006	3332902	11/6/2007	Registered
Phillips Plastics Corporation	BATTLESIELD	77832863	9/23/2009	3920715	2/15/2011	Registered
Phillips Plastics Corporation	DESIGN. ENGINEER. DELIVER.	85143071	10/1/2010	4071676	12/13/2011	Registered
Phillips Plastics Corporation	GREASE-STOP SOLO	77040648	11/9/2006	3406083	4/1/2008	Registered
Phillips Plastics Corporation	PARTNERSHIPS BUILT ON INNOVATION	85746658	10/5/2012	4431185	11/12/2013	Registered
Phillips Plastics Corporation	PHILLIPS	78410315	4/29/2004	3137859	9/5/2006	Registered
Phillips Plastics Corporation	PHILLIPS JUMPSTART	85277041	3/25/2011	4141245	5/15/2012	Registered
Phillips Plastics Corporation	PHILLIPS PLASTICS CORPORATION	78410300	4/29/2004	3119146	7/25/2006	Registered
Phillips Plastics Corporation	TOTAL SOLUTIONS FROM DESIGN THROUGH DISTRIBUTION	77437014	4/1/2008	3625558	5/26/2009	Registered
Phillips Plastics Corporation	VUECOAT	77829645	9/18/2009	3887632	12/7/2010	Registered

U.S. Federal Trademark Applications

Owner	Trademark	Application Number	Application Date	Registration Number	Registration Date	Status
Phillips Plastics Corporation	PHILLIPS-MEDISIZE	85746650	10/5/2012	—	—	Pending

Owner	Trademark	Application Number	Application Date	Registration Number	Registration Date	Status
Phillips Plastics Corporation	PHILLIPS MEDISIZE PARTNERSHIPS BUILT ON INNOVATION	85746655	10/5/2012	—	—	Pending