

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM402846

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Second Lien Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Southeastern Flexo, LLC		10/19/2016	Limited Liability Company: FLORIDA
SleeveCo., Inc.		10/19/2016	Corporation: GEORGIA
FD Alpha Acquisition LLC		10/19/2016	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Deutsche Bank AG New York Branch, as Administrative Agent		
Street Address:	60 Wall Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3930489	SOUTHEASTERN PACKAGING	
Registration Number:	4407988	CORE LABEL	
Registration Number:	4351461	FLEXIBILITY IN A RIGID WORLD	
Registration Number:	2153757	SLEEVECO	
CORRESPONDENCE DATA			
Fax Number:	8009144240		
<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:	800-713-0755		
Email:	Michael.Violet@wolterskluwer.com		
Correspondent Name:	Michael Violet		
Address Line 1:	4400 Easton Commons Way		
Address Line 2:	Suite 125		
Address Line 4:	Columbus, OHIO 43219		
NAME OF SUBMITTER:	Elaine Carrera		
SIGNATURE:	/Elaine Carrera/		

OP \$115.00 3930489

DATE SIGNED:	10/21/2016
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Total Attachments: 6

- source=21. Fortress - Second Lien IP Security Agreement (TRADEMARK)#page1.tif
- source=21. Fortress - Second Lien IP Security Agreement (TRADEMARK)#page2.tif
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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):

- 1. Southeastern Flexo, LLC
- 2. SleeveCo, Inc.
- 3. FD Alpha Acquisition LLC

- Individual(s) Association
 Partnership Limited Partnership
 Corporation- State: _____
 Other 1. LLC-FL; 2. Corp.-GA; 3. LLC-DE

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

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

Execution Date(s) October 19, 2016

- Assignment Merger
 Security Agreement Change of Name
 Other Second Lien Security Agreement

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Deutsche Bank AG New York Branch, as Administrative Agent

Street Address: 60 Wall Street

City: New York

State: NY

Country: USA Zip: 10005

- Individual(s) Citizenship _____
 Association Citizenship _____
 Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other Bank Citizenship USA

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

A. Trademark Application No.(s) Text

See Schedule I

identification or description of the Trademark.

B. Trademark Registration No.(s)

See Schedule I

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: Elaine Carrera, Legal Assistant

Internal Address: _____

Street Address: c/o Cahill Gordon & Reindel LLP
80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3365

Docket Number: _____

Email Address: ecarrera@cahill.com

6. Total number of applications and registrations involved:

4

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

- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Elaine Carrera
Signature

October 19, 2016

Date

Elaine Carrera

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1480, Alexandria, VA 22313-1450

SECOND LIEN INTELLECTUAL PROPERTY SECURITY AGREEMENT

This SECOND LIEN INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of October 19, 2016, (this "Agreement"), by FD Alpha Acquisition LLC, a Delaware limited liability company, Fort Dearborn Company, a Delaware corporation, Southeastern Flexo, LLC, a Florida limited liability company and SleeveCo, Inc., a Georgia corporation (each, a "Grantor") in favor of Deutsche Bank AG New York Branch ("DBNY"), as administrative agent and collateral agent (in such capacities, the "Administrative Agent") for the Secured Parties.

Reference is made to that certain Second Lien Pledge and Security Agreement, dated as of October 19, 2016 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time and in effect on the date hereof, the "Security Agreement"), among Holdings, the Loan Parties party thereto and the Administrative Agent. The Second Lien Lenders (as defined below) have extended credit to the Borrower (as defined in Second Lien Credit Agreement (as defined below)) subject to the terms and conditions set forth in that certain Second Lien Credit Agreement, dated as of October 19, 2016 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time and in effect on the date hereof, the "Second Lien Credit Agreement"), by and among, inter alios, Fortress Intermediate, Inc., as Holdings, Fort Dearborn Holding Company, Inc., a Delaware corporation (successor by merger to Fortress Merger Sub, Inc., a Delaware corporation), as the Borrower, the Lenders from time to time party thereto and DBNY, in its capacities as administrative agent and collateral agent for the Lenders. Consistent with the requirements set forth in Sections 4.01 and 5.12 of the Second Lien Credit Agreement and Section 4.03(c) of the Security Agreement, the parties hereto agree as follows:

SECTION 1. **Terms.** Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement.

SECTION 2. **Grant of Security Interest.** As security for the prompt and complete payment or performance, as the case may be, in full of the Secured Obligations, each Grantor, pursuant to the Security Agreement, did and hereby does pledge, mortgage, transfer and grant to the Administrative Agent, its successors and permitted assigns, on behalf of and for the ratable benefit of the Secured Parties, a continuing security interest in all of its right, title or interest in, to or under all of the following assets, whether now owned or at any time hereafter acquired by or arising in favor of such Grantor and regardless of where located (collectively, the "IP Collateral"):

A. all Trademarks, including the Trademark registrations and registration applications in the United States Patent and Trademark Office listed on Schedule I hereto;

B. all Patents, including the issued Patents and pending applications in the United States Patent and Trademark Office listed on Schedule II hereto

C. all Copyrights, including the Copyright registrations and pending applications for registration in the United States Copyright Office listed on Schedule III; and

D. all proceeds of the foregoing;

in each case to the extent the foregoing items constitute Collateral.

SECTION 3. **Security Agreement.** The security interests granted to the Administrative Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Administrative Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the IP 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. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. **Governing Law.** This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

FORT DEARBORN COMPANY
FD ALPHA ACQUISITION LLC
SOUTHEASTERN FLEXO, LLC

By: 

Name: Jeffrey L. Brezck

Title: President and Chief Executive Officer

SLEEVECO, INC.

By: 

Name: Jeffrey L. Brezck

Title: Chief Executive Officer

SCHEDULE I

TRADEMARKS

<u>TRADEMARK</u>	<u>JURISDICTION</u>	<u>REGISTERED OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
SOUTHEASTERN PACKAGING	US	Southeastern Flexo, LLC	3930489	3/15/2011
CORE LABEL	US	Southeastern Flexo, LLC	4407988	9/24/2013
FLEXIBILITY IN A RIGID WORLD	US	Southeastern Flexo, LLC	4351461	6/11/2013
SLEEVECO	US	SleeveCo, Inc.	2153757	4/28/1998
RENAISSANCE MARK	CANADA	FD Alpha Acquisition LLC	TMA627827	12/8/2004

TRADEMARK APPLICATIONS

None.

SCHEDULE II

PATENTS

<u>TITLE</u>	<u>JURISDICTION</u>	<u>REGISTERED OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
SLEEVE LABEL WITH TAB	US	SleeveCo, Inc.	5775019	07/07/1998
SLEEVE LABEL FOR A PLANT CONTAINER	US	SleeveCo, Inc.	D522063	05/30/2006

PATENT APPLICATIONS

<u>TITLE</u>	<u>JURISDICTION</u>	<u>OWNER</u>	<u>APPLICATION NUMBER</u>	<u>APPLICATION DATE</u>
SEAMING PROCESS FOR REDUCING WEAK OR OPEN SEAMS AND BEADS IN A TDO SHRINK FILM TUBE	US	Fort Dearborn Company	14/016,714	09/03/2013

SCHEDULE III

COPYRIGHTS

TITLE	JURISDICTION	REGISTERED OWNER	REGISTRATION NUMBER	REGISTRATION DATE
Gemco-slit feed dispenser.	US	FD Alpha Acquisition, LLC	TX0001403246	08/07/1984
FpMail Systems, Inc.	US	FD Alpha Acquisition, LLC	TX0001373967	06/25/1984
Fleming Packaging Corporation.	US	FD Alpha Acquisition, LLC	TX0001273567	01/30/1984

COPYRIGHT APPLICATIONS

None.