

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM413716

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/20/2017
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AEP Industries, Inc.		01/20/2017	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Berry Plastics Acquisition Corporation XV, LLC
Doing Business As:	Berry Global Films, LLC
Street Address:	101 Oakley Street
City:	Evansville
State/Country:	INDIANA
Postal Code:	47710
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 53

Property Type	Number	Word Mark
Serial Number:	87137035	
Registration Number:	5041493	GLIDE SMOOTH CORE
Registration Number:	4282338	GOODSENSE
Registration Number:	4319980	GOODSENSE ZIPPER SEAL
Registration Number:	4319979	GOODSENSE ZIPPER SEAL SNACK BAGS 50 BAGS
Registration Number:	4319978	GOODSENSE ZIPPER SEAL SANDWICH BAGS 35 B
Registration Number:	4319977	GOODSENSE ZIPPER SEAL FREEZER & STORAGE B
Registration Number:	3068259	GOOD SENSE
Registration Number:	3363551	XTREME FLEX
Registration Number:	3178338	GOOD SENSE
Registration Number:	2986347	SLIDE 'N SEAL
Registration Number:	3682810	AEP
Registration Number:	3608721	ELITE
Registration Number:	3456718	EARTH SENSE
Registration Number:	3202516	XR
Registration Number:	3098680	XH

CH \$1340.00 87137035

Property Type	Number	Word Mark
Registration Number:	3039532	EXCALIBUR
Registration Number:	2801936	AEP
Registration Number:	2752507	AEP
Registration Number:	2870060	FIRST WRAP
Registration Number:	2676786	CLINGCLASSIC
Registration Number:	2640641	ZIP SAFE
Registration Number:	2632910	SEALWRAP
Registration Number:	2506137	AEP INDUSTRIES INC.
Registration Number:	2640011	PROFORMANCE FILMS
Registration Number:	2296045	FABGUARD
Registration Number:	2313280	STA-DRI
Registration Number:	2278514	MAPAC
Registration Number:	2344053	EARTH SMART
Registration Number:	2221529	SEALWRAP
Registration Number:	2785104	HANDLES
Registration Number:	1920931	RECLAIM 100
Registration Number:	1802070	HANDI-BAG
Registration Number:	1896144	AEP
Registration Number:	1762802	GOOD SENSE
Registration Number:	1994932	KEEP FRESH
Registration Number:	2044719	KITCHEN SCENTSATIONS
Registration Number:	1841325	WEBSTER ULTRA PLUS
Registration Number:	1671742	SURE-TUFF
Registration Number:	1689581	PLATINUM PLUS
Registration Number:	1460105	GOOD SENSE
Registration Number:	1458347	SUNFILM
Registration Number:	1346263	SURE-TUFF
Registration Number:	1582061	KEEP FRESH
Registration Number:	1564473	CLINGMASTER
Registration Number:	1521875	GOOD SCENTS
Registration Number:	1508095	DRAW 'N TIE
Registration Number:	1550145	PERFORMANCE PLUS
Registration Number:	1285290	GOOD 'N TUFF
Registration Number:	0974619	FAB WRAP
Registration Number:	0739023	RESINITE
Registration Number:	1911321	TUFFSTUFF
Registration Number:	1941283	TUFFSTUFF

CORRESPONDENCE DATA**Fax Number:**

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.

Email: trademarks.atl@bryancave.com**Correspondent Name:** Gretchen Von Dwingelo/Bryan Cave LLP**Address Line 1:** 1201 W. Peachtree Street, NW, 14th Floor**Address Line 4:** Atlanta, GEORGIA 30309-3488**ATTORNEY DOCKET NUMBER:** 0547945**NAME OF SUBMITTER:** Gretchen Von Dwingelo**SIGNATURE:** /Gretchen Von Dwingelo/**DATE SIGNED:** 01/26/2017**Total Attachments: 4**

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Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AEP INDUSTRIES INC.", A DELAWARE CORPORATION,
WITH AND INTO "BERRY PLASTICS ACQUISITION CORPORATION XV, LLC" UNDER THE NAME OF "BERRY GLOBAL FILMS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JANUARY, A.D. 2017, AT 11:55 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

3555642 8100M
SR# 20170350316

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 201903900
Date: 01-20-17

TRADEMARK
REEL: 005973 FRAME: 0315

STATE OF DELAWARE
CERTIFICATE OF MERGER
MERGING
AEP INDUSTRIES INC.
WITH AND INTO
BERRY PLASTICS ACQUISITION CORPORATION XV, LLC

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company does hereby execute the following Certificate of Merger:

1. The name and state of incorporation of each of the constituent entities in the merger are:

<u>Name</u>	<u>State of Incorporation</u>
AEP Industries Inc.	Delaware
Berry Plastics Acquisition Corporation XV, LLC	Delaware

2. The Agreement and Plan of Merger, dated as of August 24, 2016, by and among Berry Plastics Group, Inc., Berry Plastics Corporation, Berry Plastics Acquisition Corporation XVI, Berry Plastics Acquisition Corporation XV, LLC, and AEP Industries Inc., as amended by that certain Amendment No. 1 to Agreement and Plan of Merger, dated as of December 7, 2016 (as amended from time to time, the "Merger Agreement"), has been approved, adopted, executed, and acknowledged by the constituent corporation and the limited liability company in accordance with Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act.
3. The name of the surviving limited liability company in the merger is Berry Plastics Acquisition Corporation XV, LLC, a Delaware limited liability company.
4. The Certificate of Formation of the surviving limited liability company shall be its Certificate of Formation, except that said Certificate of Formation is hereby amended to provide for the name change of Berry Plastics Acquisition Corporation XV, LLC to **Berry Global Films, LLC**.
5. The executed Merger Agreement is on file at 101 Oakley Street, Evansville, Indiana 47710, the place of business of the surviving limited liability company.
6. A copy of the Merger Agreement will be furnished by the surviving limited liability company, on request and without cost, to any member of the constituent limited liability company or stockholder of the constituent corporation.

7. This Certificate of Merger (and the merger referenced herein) shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[Signature page follows]

IN WITNESS WHEREOF, said surviving limited liability company has caused this Certificate of Merger to be signed by an authorized officer, the 20th day of January, 2017.

**BERRY PLASTICS ACQUISITION
CORPORATION XV, LLC**, a Delaware
limited liability company

By: _____



Jason Greene
Executive Vice President