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10-04-1999



Docket No.:

453275-1

101161476

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Fort James Operating Company

- Individual(s)
- General Partnership
- Corporation-State **Virginia**
- Other

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: **Graphic Packaging Corporation**

Internal Address:

Street Address: **4423 Table Mountain Drive**

City: **Golden** State: **CO** ZIP: **80403**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Delaware**
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **August 2, 1999**

4. Application number(s) or registration numbers(s):
A. Trademark Application No.(s)
SEE ATTACHED SCHEDULE (trademarks to be ignored for the purpose of this recordation have been crossed out)
Additional numbers

B. Trademark Registration No.(s)
SEE ATTACHED SCHEDULE (trademarks to be ignored for the purpose of this recordation have been crossed out)
 Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Gary M. Polumbus**
Internal Address: **Dorsey & Whitney LLP**
Suite 4400
Street Address: **370 Seventeenth St.**
City: **Denver** State: **CO** ZIP: **80202**

6. Total number of applications and registrations involved: **32**

7. Total fee (37 CFR 3.41): \$ **\$815.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
04-1415

10/01/1999 DNGUYEN 00000384 0681314

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 775.00 OP

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Donna T. Carrera
Name of Person Signing

Donna T. Carrera
Signature

September 27, 1999
Date

Total number of pages including cover sheet, attachments, and

8

U. S. TRADEMARK APPLICATIONS AND REGISTRATIONS

TRADEMARK	APP/REG NUMBER	ASSIGNOR
D-MET	1297540	Fort James Corporation
K45 stylized	0734539	Fort James Corporation
KOLD LOK and design	1234571	Fort James Corporation
KOLD LOK	1012922	Fort James Corporation
MICRO-RITE	2058505	Fort James Corporation
ULTRA-SERV	1621169	Fort James Corporation
ULTRA-COTE 80	0695478	Fort James Corporation
VIZ THIN stylized	0709809	Fort James Corporation
"FLIP-'N-DIP"	0681314	Fort James Operating Company
ALPINE	0374658	Fort James Operating Company
FRESHGARD	1121443	Fort James Operating Company
FRESH-GARD	0749432	Fort James Operating Company
GLAMAKOTE II	75/305850	Fort James Operating Company
KANT LEEK	0525820	Fort James Operating Company
LINERPRO	75/438960	Fort James Operating Company
LOC-ZIN	0606418	Fort James Operating Company
LOXOL	0524760	Fort James Operating Company
MARALOK	0706155	Fort James Operating Company
MARLON	0694580	Fort James Operating Company
MICROFLEX	1629116	Fort James Operating Company
PACESETTER	1789356	Fort James Operating Company
PCR	1794256	Fort James Operating Company
SNOWFIBRE	1379147	Fort James Operating Company
TUX	0699623	Fort James Operating Company
VERIBEST	0555784	Fort James Operating Company
MARAPAK	0563872	Fort James Operating Company
MARAVAC	0842260	Fort James Operating Company
MINNI-MITE	0785563	Fort James Operating Company
MOISTITE	1487557	Fort James Operating Company
QWIK CHECK	2145231	Fort James Operating Company
QWIK CRISP	1283374	Fort James Operating Company
QWIK CRUST	2110723	Fort James Operating Company
QWIK WAVE	2012325	Fort James Operating Company
RCS 2000	2050869	Fort James Operating Company
RIDG-WEB	1520907	Fort James Operating Company
SUPER LINER	1487242	Fort James Operating Company
TITE stylized	0413384	Fort James Operating Company
TITE-PAK	1939870	Fort James Operating Company

U. S. TRADEMARK APPLICATIONS AND REGISTRATIONS

TRADEMARK	APP/REG NUMBER	ASSIGNOR
ZELCO	0781417	Fort James Operating Company
ZIP SERV	0774313	Fort James Operating Company

TRADEMARKS ASSIGNMENT

This is an assignment by Fort James Corporation, a Virginia corporation ("Fort James") and Fort James Operating Company, a Virginia corporation ("FJOC," and together with Fort James, "Assignor") in favor of Graphic Packaging Corporation, a Delaware corporation ("Assignee"), to be effective as of August 2, 1999.

WHEREAS, Fort James, Assignee and ACX Technologies, Inc. ("ACX") are parties to an Asset Purchase Agreement dated as of April 25, 1999, providing for the sale by Fort James to ACX and Assignee of certain assets used in the Fort James packaging business, and for the assumption of certain liabilities specified therein (the "Asset Purchase Agreement");

WHEREAS, capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Asset Purchase Agreement; and

WHEREAS, pursuant to the Asset Purchase Agreement, Assignor is transferring all of Assignor's right, title and interest in and to the trademarks, registrations and applications for registration thereof identified in the attached schedule, together with the goodwill symbolized thereby.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, transfers and conveys to Assignee all of its right, title, and interest in and to the trademarks, registrations and applications for registration thereof identified in the attached schedule, together with the goodwill symbolized thereby. Assignor agrees, at the reasonable request of Assignee, to execute and deliver, or cause to be executed and delivered by such member of the FJ Group, such additional documents necessary to accomplish the assignment contemplated hereby.

ASSIGNOR: FORT JAMES CORPORATION

By: 

Name: Clifford A. Cutchins, IV
Title: Senior Vice President,
General Counsel

FORT JAMES OPERATING COMPANY

By: 

Name: Clifford A. Cutchins, IV
Title: Senior Vice President

ASSIGNEE: GRAPHIC PACKAGING CORPORATION

By: 

Name: Jill B.W. Sisson
Title: Assistant Secretary

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Before me, a Notary Public in and for said County and State, personally appeared Clifford A. Cutchins, IV, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and considerations therein expressed.

Given under my hand and seal of office this 2nd day of August, 1999.

My Commission Expires: _____ Dodi P. McLaughlin
Notary Public

DODI P. McLAUGHLIN
Notary Public, State of New York
No. 01MC4885408
Qualified in Suffolk County
Commission Expires February 2, 2001

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Before me, a Notary Public in and for said County and State, personally appeared Jill B.W. Sisson, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and considerations therein expressed.

Given under my hand and seal of office this 2nd day of August, 1999.

My Commission Expires: _____

Dodi P. McLaughlin

Notary Public

DODI P. McLAUGHLIN
Notary Public, State of New York
No. 01MC4885408
Qualified in Suffolk County
Commission Expires February 2, 2001

TRADEMARK

REEL: 001968 FRAME: 0583

FOREIGN TRADEMARK REGISTRATIONS

COUNTRY	MARK	REGN. NUMBER	ASSIGNOR
CANADA	MICRO-RITE	444465	Fort James Corporation
CANADA	MICRO-RITE and design	471933	Fort James Corporation
FRANCE	QWIK CRISP	1466630	Fort James Corporation
FRANCE	MICRO RITE	95 569234	Fort James Corporation
FRANCE	OVEN QUALITY COOKING IN MICROWAVE TIME	95 585083	Fort James Corporation
FRANCE	OVEN QUALITY FOOD IN MICROWAVE TIME	95 569237	Fort James Corporation
GERMANY	MICRO-RITE	39408527	Fort James Corporation
GERMANY	QWIK CRISP	1132100	Fort James Corporation
GREAT BRITAIN	D-MET	1209109	Fort James Corporation
GREAT BRITAIN	MICRO-RITE	1505820	Fort James Corporation
GREAT BRITAIN	MICRO-RITE	1505821	Fort James Corporation
GREAT BRITAIN	MICRO-RITE	1505822	Fort James Corporation
GREAT BRITAIN	OVEN QUALITY COOKING IN MICROWAVE TIME	2030407	Fort James Corporation
GREAT BRITAIN	OVEN QUALITY FOOD IN MICROWAVE TIME	2006172	Fort James Corporation
GREAT BRITAIN	QWIK CRISP	1479649	Fort James Corporation
GREAT BRITAIN	QWIK CRISP	1479650	Fort James Corporation
GREAT BRITAIN	QWIK CRISP	1479651	Fort James Corporation
ISRAEL	QWIK CRISP	84319	Fort James Corporation
JAPAN	MICRO-RITE	2716067	Fort James Corporation
JAPAN	MICRO-RITE	2698732	Fort James Corporation
SWITZERLAND	GLAMA-KOTE	323126	Fort James Operating Company

TRADEMARK

REEL: 001968 FRAME: 0584

COMMON-LAW TRADEMARKS

TRADEMARK	GOODS	OWNER
FRESH CUTS	Freezer paper	Fort James Corporation
FRESH CATCH	Freezer paper	Fort James Corporation