

08-16-2000



OVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101434557
TRADEMARKS ONLY

7.12.00

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy thereof.

1. Name of conveying party(ies): Huntsman Film Products Corp.

- Individual(s)
- General Partnership
- Corporation - State of Utah
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: September 29, 1997

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

Name: Huntsman Packaging Corporation
Address: 500 Huntsman Way
City: Salt Lake City State: Utah Zip: 84108

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - State of Utah
- Other

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)

Additional name(s) & Address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) (See Attachment "A" for list of Trademark Registrations)

Additional numbers attached? Yes No

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

Name: Michael E. Mangelson

Telephone: (801) 328-3131

Address: Stoel Rives LLP
One Utah Center
201 South Main, Ste. 1000

City: Salt Lake City State: Utah Zip: 84111-4904

6. Total number of applications and registrations

involved: 13

7. Total Fee (37 CFR 3.41): \$340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 19-4455

(Attach duplicate copy of this page if paying by deposit account)

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. Charges to deposit account are authorized, as indicated herein.

Michael E. Mangelson, Esq.
Name of Person Signing

Signature

July 11, 2000
Date

08/16/2000 DNGUYEN 00000153 194455 1857675

01 FC:481 40.00 CH
02 FC:482 300.00 CH

ATTACHMENT "A"
to
Recordation of Merger
Between
Huntsman Film Products Corporation
and
Huntsman Packaging Corporation

MARK	REGISTRATION DATE	REGISTRATION NO.
CHEEZFILM	October 11, 1994	1,857,675
CHOICE-WRAP	October 1, 1968	857,929
FRY-PAK	March 5, 1996	1,959,770
OMNIFILM	September 14, 1982	1,208,308
PERMA-BLOCK	January 16, 1996	1,947,873
PRIME-WRAP	November 22, 1966	819,118
SECURALL	February 4, 1986	1,381,419
TOUGH GUARD	July 9, 1974	987,894
VITAFILM	August 20, 1946	422,922
VITAFRESH	January 12, 1982	1,185,722
VITASPENSER	April 1, 1997	049,615
VITAWRAP	November 21, 1967	839,152
WINWRAP	March 7, 1995	1,882,217

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Trademark Applications/Registrations of

HUNTSMAN PACKAGING CORPORATION

Serial/Reg. Nos.: See Attachment "A"

Filed/Registered: See Attachment "A"

Marks: See Attachment "A"

Box NO FEE

Box POST REG NO FEE

Assistant Commissioner for Trademarks

2900 Crystal Drive

Arlington, Virginia 22202-3513

To the Honorable Commissioner:

Applicant/Registrant, Huntsman Packaging Corporation, hereby notifies the U.S. Patent and Trademark Office of the following changes:

**REVOCAION OF POWERS OF ATTORNEY
AND
APPOINTMENT OF SUBSTITUTE ATTORNEYS**

Applicant/Registrant hereby revokes all current powers of attorney in connection with the trademark applications and registrations identified in the accompanying attachment, all of which are owned by Applicant/Registrant, and hereby appoints Michael E. Mangelson, Nathan W. Jones, and all other attorneys of the law firm of Stoel Rives LLP having an office at 201 South Main Street, Suite 1100, Salt Lake City, Utah 84111-4904, (801) 328-3131, as its attorneys in connection with these registrations and applications, with full power of substitution and revocation, to transact all business in the Patent and Trademark Office in connection therewith.

I hereby certify that the foregoing has been filed
and recorded on the 29 day of September 1997
in the office of this Division and hereby issue
this Certificate thereof.

Examiner BS Date 9/30/97



Karla S. Woods
KARLA T WOODS
Division Director

RECEIVED

SEP 29 1997

Utah Div. of Corp.
& Comm. Code

ARTICLES OF MERGER
OF
HUNTSMAN FILM PRODUCTS CORPORATION #128427
INTO
HUNTSMAN PACKAGING CORPORATION #160586

Effective September 29, 1997 at 4:31 p.m.

In accordance with Section 16-10a-1104 of the Utah Revised Business Corporation Act (the "URBCA"), Huntsman Packaging Corporation, a Utah corporation (the "Company"), hereby declares and certifies as follows:

ARTICLE ONE

Plan of Merger

The Plan of Merger, dated September 26, 1997 (the "Plan of Merger"), with respect to the merger of Huntsman Film Products Corporation, a Utah corporation ("Film Products"), into the Company is attached hereto as Exhibit A and is incorporated herein by this reference.

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ARTICLE TWO

No Shareholder Approval Required

Pursuant to Section 16-10a-1104(3) of the URBCA, no shareholder of either the Company or Film Products is required to approve the Plan of Merger.

ARTICLE THREE

Share Ownership

The merger of Film Products into the Company (the "Merger") is being effected pursuant to Section 16-10a-1104 of the URBCA. Immediately prior to the Merger, the Company owned all of the outstanding shares of each class of stock of Film Products.

ARTICLE FOUR

Effective Date

The effective date of the Merger is September 29, 1997 at 4:31 p.m. local time, and the effective date complies with Section 16-10a-1104(5) of the URBCA.

IN WITNESS WHEREOF, the Company hereby certifies to the truth of the facts stated herein and executes and delivers these Articles of Merger this 26th day of September, 1997.

Huntsman Packaging Corporation,
a Utah corporation



Richard P. Durham
President and Chief Executive Officer

ATTEST:



Ronald G. Moffitt
Secretary

MAILING ADDRESS

If, upon completion of the filing of the above Articles of Merger, the Division elects to send a copy of the Articles of Merger to the Company by mail, the address to which the copy should be mailed is:

Huntsman Packaging Corporation
500 Huntsman Way
Salt Lake City, Utah 84108
Attention: Legal Department

Exhibit A

PLAN OF MERGER

(Merger of Huntsman Film Products Corporation into
Huntsman Packaging Corporation)

September 26, 1997

The Board of Directors of Huntsman Packaging Corporation (the "Company") has determined that its wholly-owned subsidiary, Huntsman Film Products Corporation, a Utah corporation ("Film Products"), should be merged with and into the Company (the "Merger") in accordance with the applicable provisions of the Utah Revised Business Corporation Act (the "URBCA") and the Internal Revenue Code of 1986, as amended (the "Code").

I. Merger

1.1 Names and States of Incorporation. The name and state of incorporation of each of the Constituent Corporations is as follows:

(a) Huntsman Packaging Corporation, a Utah corporation, and

(b) Huntsman Film Products Corporation, a Utah corporation.

1.2 Effective Time. In accordance with the URBCA, the Merger shall be effective on September 29, 1997 at 4:31 p.m. local time as specified in the Articles of Merger (the "Effective Time").

1.3 Merger. At the Effective Time, the following shall occur:

(a) Film Products shall be merged with and into the Company, and the separate existence of Film Products shall cease.

(b) The Company shall be the surviving corporation and shall continue its corporate existence in accordance with the laws of the State of Utah and under the name "Huntsman Packaging Corporation."

(c) The Merger shall have the effects set forth in Section 16-10a-1106 of the URBCA.

(d) All of the assets and liabilities of Film Products (collectively, the "Assets and Liabilities") shall become assets and liabilities of the Company.

1.4 Articles of Incorporation. The Articles of Incorporation of the Company shall continue to be the Articles of Incorporation of the Company after the Effective Time, until amended or repealed in accordance with the URBCA.

1.5 Bylaws. The Bylaws of the Company shall continue to be the Bylaws of the Company after the Effective Time, until amended or repealed in the manner provided by such Bylaws and the URBCA.

1.6 Directors. The directors of the Company immediately prior to the Effective Time shall continue to serve as the directors of the Company for the term specified in the Bylaws of the Company.

1.7 Officers. The officers of the Company immediately prior to the Effective Time shall continue to be officers of the Company until otherwise provided in accordance with the Bylaws of the Company.

II. Shares of the Constituent Corporations

2.1 Film Products Stock. As of the date of this Agreement, (a) Film Products has an authorized capital structure consisting of 50,000 shares of Class A Voting Common Stock ("Class A Stock") and 15,000 shares of Class B Nonvoting Common Stock ("Class B Stock"), and (b) 2,000 shares of the Class A Stock are issued and outstanding and no shares of the Class B Stock are issued or outstanding.

2.2 Company Stock. As of the date of this Agreement, (a) the Company has an authorized capital structure consisting of 50,000 shares of Common Stock, and (b) 1,000 shares of the Common Stock of the Company are issued and outstanding.

2.3 Conversion of Outstanding Shares. As of the Effective Time, by virtue of the Merger and without any further action, the following shall occur:

(a) The issued and outstanding shares of the capital stock of the Company shall not be affected by the Merger and each such issued and outstanding share of the capital stock of the Company shall continue to be one (1) share of fully paid and nonassessable stock of the same class.

(b) Each issued and outstanding share of Class A Stock shall be canceled (and, because Film Products is a wholly-owned subsidiary of the Company, no

consideration shall be paid by the Company to itself for the cancellation of the Class A Stock).

2.4 Certificates. As soon after the Effective Time as practicable, each certificate nominally representing shares of the Class A Stock shall be marked canceled in accordance with Section 2.3 above.

2.5 Options, Warrants or Other Rights. At the Effective Time, any options, warrants or other rights to purchase shares of Film Products, without any further action, shall be terminated.

III. General Provisions

3.1 Approval. This Agreement has been approved by the Board of Directors of the Company as required by the URBCA.

3.2 Accounting Records. As of the Effective Time, the Assets and Liabilities shall be recorded in the accounting records of the Company at the amounts at which they shall be carried at that time in the accounting records of Film Products, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles.

3.3 Issuance of Shares. Between the date of this Agreement and the Effective Time, Film Products shall not issue or cause to be issued any additional shares of stock.

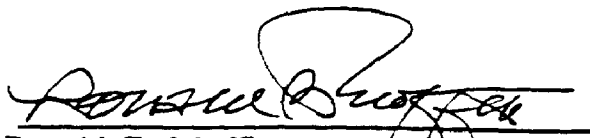
3.4 Tax Matters. Film Products and the Company intend that the transaction contemplated by this Agreement shall constitute a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Code. Therefore, all of the terms and provisions of this Agreement shall be interpreted so that such terms and provisions are in accordance with Section 368(a)(1)(A) of the Code.

3.5 Additional Actions. The officers of the Constituent Corporations shall execute all such other documents and shall take all such other actions as may be necessary or advisable to make this Agreement and the Merger effective.

All communications and inquiries relating to these registrations should be addressed to Michael E. Mangelson, Stoel Rives LLP, 201 South Main Street, Suite 1100, Salt Lake City, Utah 84111-4904.

Respectfully Submitted,

HUNTSMAN PACKAGING CORPORATION



Ronald G. Moffitt
Senior Vice President and General Counsel

Dated: April 10, 2000

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as First Class Mail in an envelope addressed to: Box POST REG NO FEE, Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on:

Date of Mailing: April 12, 2000

Print Name of Depositor: Michael E. Mangelson

Signature of Depositor: 

Date of Signing: April 12, 2000

ATTACHMENT "A"

**Huntsman Packaging Corporation
U.S. Trademark Applications/Registrations**

MARK	FILING/REGISTRATION DATE	SERIAL/REGISTRATION NO.
703DC	April 5, 1988	1,483,437
ARCTICWRAP	November 7, 1989	1,564,492
BFO	June 12, 1990	1,600,830
BLESSINGS	December 21, 1999	2,301,570
CHEEZFILM	October 11, 1994	1,857,675
CHEEZFILM	August 5, 1986	1,404,004
CHOICE-WRAP	October 1, 1968	857,929
CLOUD NINE and Design	September 10, 1985	1,359,201
CO-EX PLASTICS	May 16, 1989	1,539,303
COOLWAVE	February 22, 1999	75/645,387
CT FILM and Design	July 17, 1984	1,286,012
DP and Design	February 5, 1974	977,946
DUBL-PAK	July 9, 1968	852,101
EDIGARD	March 17, 1998	75/451,597
ELASTIFILM	29 August, 1978	1,100,744
ELASTIFILM ULTRA	April 13, 1999	2,238,366
FRY-PAK	March 5, 1996	1,959,770
GROWFILM	August 24, 1982	1,206,169
H and Design	October 12, 1999	2,284,746
H and Design	October 12, 1999	2,284,747
HL	June 12, 1990	1,600,831
MAXILENE	February 14, 1984	1,267,132
OMNIFILM	September 14, 1982	1,208,308
OPTIFRESH	March 17, 1998	75/451,583
PERMA-BLOCK	January 16, 1996	1,947,873

PHASE PLUS	September 5, 1995	1,916.417
PLYLENE	August 8, 1978	1,098.786
POLY STAR	June 19, 1990	1,602.283
PP and Design	April 29, 1980	1,134.158
PRIME-WRAP	November 22, 1966	819.118
SECURALL	February 4, 1986	1,381.419
SHO CASE	March 10, 1992	1,678.544
STRATA	April 19, 1988	1,485.267
TAURUS and Design	June 22, 1982	1,198.793
TOUGH GUARD	July 9, 1974	987.894
UNIVOH	July 8, 1997	2,077.576
VITAFILM	August 20, 1946	422.922
VITAFRESH	January 12, 1982	1,185.722
VITASPENSER	April 1, 1967	2,049.615
VITAWRAP	November 21, 1967	839.152
WINWRAP	March 7, 1995	1,882.217
YIELDMASTER	May 4, 1999	2,243.544