

09-29-2004

Form PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102846508

To the Honorable Commissioner of Patents

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
International Container Systems, Inc.

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State - Florida
 Other

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

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

Name: Citicorp North America, Inc. **9-23-04**

Internal Address: _____

Street Address: 390 Greenwich St.

City: New York State: NY ZIP: 10013

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other Collateral Agent

OFFICE OF PUBLIC RECORDS
 2001 SEPT 23 AM 9:22
 FINANCE SECTION

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other _____

Execution Date: August 4, 2004

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)

~~1992106~~
1325904

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

Name: Meredith Schorr

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: New York ZIP: 10036

6. Total number of applications and registration involved: 2

7. Total fee (37 CFR 3.41): \$ 65

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in event of deficiency)

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

DO NOT USE THIS SPACE

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.

Meredith Schorr Meredith Schorr 9/23/04

Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director of US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

09/27/2004 ECDOPER 00000028 1992106

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 02 FC:8522 25.00 OP

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TRADEMARK
REEL: 003053 FRAME: 0224

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, INTERNATIONAL CONTAINER SYSTEMS, INC., a Florida corporation (the "Grantor") with principal offices at 3647 Cortez Road West, Bradenton, Florida 34210, hereby grants to CITICORP NORTH AMERICA, INC., as Collateral Agent, with principal offices at 390 Greenwich St., New York, N.Y. 10013, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

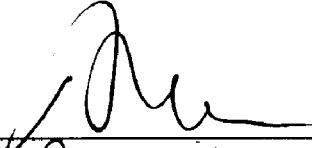
THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the U.S. Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of August 4, 2004 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under 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.

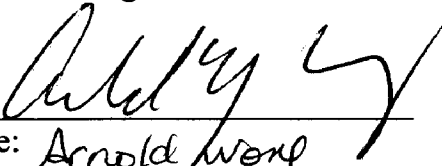
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

4th day of August 2004.

INTERNATIONAL CONTAINER SYSTEMS,
INC., Grantor

By 
Name: Burgess H. Hildreth
Title: **VICE PRESIDENT** & Secretary

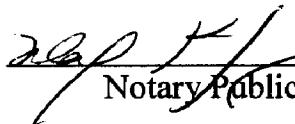
CITICORP NORTH AMERICA, INC.,
as Collateral Agent and Grantee

By 
Name: Arnold Wong
Title: **VICE PRESIDENT**

IP Grant of Security Interest Assignment Agreement

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

On this 4th day of August, 2004, before me personally came Burgess H. Hildroth
VICE PRESIDENT &
who, being by me duly sworn, did state as follows: that [s]he is **SECRETARY** of
INTERNATIONAL CONTAINER SYSTEMS, INC., that he is authorized to execute the
foregoing Grant on behalf of said Corporation and that [s]he did so by authority of the Board
of Directors of said Corporation.

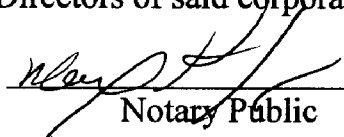


Notary Public

MAY KAREN YIP DANIELS
Notary Public, State of New York
No. 01YI6111759
Qualified in New York County
Commission Expires June 20, 2008

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

On this 1th day of August, 2004, before me personally came Arnold Wong who, being by me duly sworn, did state as follows: that he is **VICE PRESIDENT** of CITICORP NORTH AMERICA, INC., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



Notary Public

MAY KAREN YIP DANIELS
Notary Public, State of New York
No. 01YI6111759
Qualified in New York County
Commission Expires June 20, 2008

<u>Marks</u>	<u>Registration No.</u>	<u>Registration Date</u>
CAJUN	1,992,106	1996-08-06
LE GRAND SACK*	1,325,904	1985-03-19