

Form PTO-1594
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Dispensing Containers Corporation, Inc.

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

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

2. Name and address of receiving party(ies)
Name: **Capital D'Amérique CDPQ Inc.**
Internal
Address: **2001, avenue McGill College, 6e etage**
Street Address: **Montreal (Quebec)**
City: **H3A 1G1** State: **Canada** Zip: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Quebec, Canada
 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

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

Execution Date: **07/31/2002**

4. Application number(s) or registration number(s):
 A. Trademark Application No (s)
75/898,589
75/844,944

Additional number(s) attached Yes No

B. Trademark Registration No. (s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Michael J. Brown**
 Internal Address: _____
Curtis, Mallet-Prevost, Colt & Mosie LLP
 Street Address: **101 Park Avenue**
 City New York State: NY Zip: 10178-0061

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR 3.41) \$ **\$65.00**

Enclosed
 Authorized to be charged to deposit account

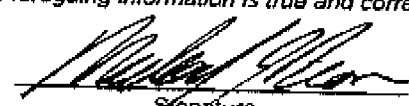
8. Deposit account number:
03-3923

(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.

Michael J. Brown
 Name of Person Signing


 Signature

7/31/2002
 Date

Total number of pages including cover sheet, attachments, and document: **8**

Mail documents to be recorded with required cover sheet information to
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Receiving Party: : Capital d'Amérique CDPQ Inc.
Marks : Trademark Applications - See Exhibit A attached

Director of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

APPOINTMENT OF DOMESTIC REPRESENTATIVE



The firm of Curtis, Mallet-Prevost, Colt & Mosle LLP, 101 Park Avenue, New York, New York 10178-0061, Tel. (212) 696-6000, Fax. (212) 697-1559, is hereby designated receiving party's representative upon whom notices or process in proceedings affecting the mark may be served.

Please send all correspondence to:

Michael J. Brown
Curtis, Mallet-Prevost, Colt & Mosle LLP
101 Park Avenue
New York, New York 10178-0061
Tel: (212) 696-8846 Fax: (212) 697-1559
Email: mbrown@cm-p.com

CAPITAL D'AMÉRIQUE CDPQ INC.

Dated:

By: 
Name: DIANE FAVREAU
Title: VICE-PRÉSIDENTE
By: 
Name: PAUL-HENRI COUTURE
Title: VICE-PRÉSIDENT

MEMORANDUM OF INTELLECTUAL PROPERTY SECURITY INTEREST

This Memorandum is dated as of July 31, 2002, between Dispensing Containers Corporation, Inc., a Delaware corporation ("DCC"), having a place of business at 7130 Ambassador Drive, Allentown, Pennsylvania, and CAPITAL D'AMÉRIQUE CDPQ INC., a corporation incorporated pursuant to the Companies Act (Quebec), and located at 2001, avenue McGill College, 6e étage, Montréal (Québec), H3A 1G1 Canada ("CDPQ") as parties to the Third Debenture, dated as of July 31, 2002, (the "Debenture Agreement").

1. Pursuant to the Debenture Agreement, DCC has granted to CDPQ a security interest in certain trademarks and applications therefor listed in Exhibit A, and the good will symbolized thereby, and in certain patents and patent applications listed in Exhibit B, and all rights of priority therein, in the name of DCC, together with any registrations or patents thereof, including, without limitation, all proceeds thereof (such as, by way of example, license royalties and proceeds of infringement suits) (collectively, the "Collateral"). Exhibits A and B are attached hereto and made a part hereof.
2. DCC is the exclusive owner of all rights in the Collateral, including all rights to prosecute the applications and pursue actions against unconsented use or infringement thereof. DCC has the capacity to grant to CDPQ the security interests granted under the Debenture Agreement.
3. CDPQ may foreclose upon the security interest granted in accordance with the Debenture Agreement.
4. DCC hereby authorizes and consents to the filing of this Memorandum with the U.S. Patent and Trademark Office or the corresponding agency of any foreign government in the records of such agency.

DCC and CDPQ have executed this Memorandum effective as of the date first above written.

DISPENSING CONTAINERS
CORPORATION

CAPITAL D' AMÉRIQUE CDPQ INC.

By: *William Vlasich*
William Vlasich
President & Chief Executive Officer

By: *Diane Favreau*
Name: DIANE FAVREAU
Title: VICE-PRÉSIDENTE

By: *Paul-Henri Couture*
Name: PAUL-HENRI COUTURE
Title: VICE-PRÉSIDENT

EXHIBIT A

U.S. Trademark Applications

App. Ser. No.	App. Filing Date	Mark
75/898,589	01/19/00	MICROBE X
75/844,944	11/10/99	UNICAN

EXHIBIT B**U.S. Patents and Patent Applications**

Patent No.	Issue Date	Serial No.	Filing Date	Title
4,641,765	02/10/87	06/771,491	09/05/85	EXPANDABLE PRESSURIZED BARRIER CONTAINER
5,211,317	05/18/93	07/900,414	06/18/92	LOW PRESSURE, NON-BARRIER TYPE, VALVED DISPENSING CAN
RE 35,843	05/18/93	08/697,689	09/05/96	LOW PRESSURE, NON-BARRIER TYPE, VALVED DISPENSING CAN
5,704,513	01/06/98	08/507,045	07/25/95	THIN WALLED COVER FOR AEROSOL CONTAINER AND METHOD OF MAKING SAME
5,676,512	10/14/97	08/696,476	08/14/96	THIN WALLED COVER FOR AEROSOL CONTAINER AND METHOD OF MAKING SAME
5,865,337	02/02/99	08/882,962	06/26/97	THIN WALLED COVER FOR AEROSOL CONTAINER AND METHOD OF MAKING SAME
5,636,761	06/10/97	08/543,315	10/16/95	DEFORMATION RESISTANT AEROSOL CONTAINER COVER
5,938,067	08/17/99	08/799,248	02/14/97	DEFORMATION RESISTANT AEROSOL CONTAINER COVER
5,738,253	04/14/98	08/730,235	10/15/96	PRESSURIZING THIN WALLED BARRIER CAN WITH MIXED PROPELLANTS
6,123,977	09/26/00	09/151,335	09/11/98	FOOD SPRAY CONTAINING GRAPE SEED OIL
6,068,005	05/30/00	09/226,888	01/07/99	CAN WASHING SYSTEM
6,325,254	12/04/01	09/516,647	03/01/00	FLUORINE SURFACE TREATING OF A BARRIER PISTON

EXHIBIT B**U.S. Patents and Patent Applications**

<u>App. Ser. No.</u>	<u>App. Filing Date</u>	<u>Title</u>
60/122,467	03/01/99	FLUORINE SURFACE TREATMENT OF A BARRIER PISTON
10/070,481	02/27/02	ONE-PIECE STEEL AEROSOL CAN AND METHOD OF MANUFACTURE
60/128,759	04/12/99	DECORATING TIP SEALING AEROSOL VALVE
60/162,350	10/29/99	POSTFOAMING GEL-TYPE PRODUCTS
09/694,221	10/23/00	POST FOAMING GEL