

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Procaps Encapsulation Inc.		09/01/2005	CORPORATION: CANADA

**RECEIVING PARTY DATA**

<b>Name:</b>	Procaps L.P.
<b>Composed Of:</b>	COMPOSED OF Procaps G.P. Inc., Imperial Capital Acquisition Corporation, Imperial Capital Acquisition Fund III (Institutional) 1 Limited Partnership, Imperial Capital Acquisition Fund III (Institutional) 2 Limited Partnership, and others
<b>Street Address:</b>	2100-40 King Street West
<b>City:</b>	Toronto, Ontario
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	55H 3C2
<b>Entity Type:</b>	LIMITED PARTNERSHIP: CANADA

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Registration Number:	2950395	DRAXXUS
Registration Number:	2968809	XBALL
Serial Number:	78549696	TRIUMPH
Serial Number:	78578139	MIDNIGHT
Serial Number:	78578149	DS
Serial Number:	78578244	REC-SPORT
Serial Number:	78578250	BLAZE
Serial Number:	78578255	HELLFIRE
Serial Number:	78578262	INFERNO
Serial Number:	78578992	PODIUM

**CORRESPONDENCE DATA**

OP \$265.00 2950395

Fax Number: (202)408-4400  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 2024084000  
Email: docketing@finnegan.com  
Correspondent Name: Lisa Peller London  
Address Line 1: 901 New York Avenue, N.W.  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20001

DOMESTIC REPRESENTATIVE

Name: Finnegan, Henderson, Farabow et al.  
Address Line 1: 901 New York Avenue, N.W.  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20001

NAME OF SUBMITTER:	Lisa Peller London
Signature:	/Lisa Peller London/
Date:	09/01/2005

Total Attachments: 3  
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## ASSIGNMENT

Procaps Encapsulation Inc., a Canada corporation with its principal place of business at 6000 Kieran Street, Ville St. Laurent, Quebec Canada H4S 2B5 ("Assignor"), is the owner of the marks identified in Exhibit A and of the U.S. trademark registrations and applications therefor ("the Trademarks").

Procaps L.P., a Canada limited partnership (composed of Procaps G.P. Inc., Imperial Capital Acquisition Corporation, Imperial Capital Acquisition Fund III (Institutional) 1 Limited Partnership, Imperial Capital Acquisition Fund III (Institutional) 2 Limited Partnership, Imperial Capital Acquisition Fund III (Institutional) 3 Limited Partnership, Imperial Capital Acquisition Fund III (Institutional) 4 Limited Partnership, Imperial Capital Acquisition Fund III (Institutional) 5 Limited Partnership, Paintball Equity Inc., and RGR General Partnership), with its principal place of business at 2100-40 King Street West, Toronto, Ontario M5H 3C2, Canada ("Assignee"), wishes to acquire the Trademarks.

In consideration of the foregoing and for other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all its right, title, and interest in and to the Trademarks, together with the goodwill of the business associated with the Trademarks, and the right to sue and recover for past infringements, dilution, and other violations.

The Commissioner is requested to issue the certificates of registration to Assignee.

PROCAPS ENCAPSULATION INC.

By: MTZ

Name: HOWARD TAFLE

Title: CEO

Date: Sept 1/05

**EXHIBIT A**

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
DRAXXUS	2,950,395	5/10/2005
XBALL	2,968,809	7/12/2005

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
TRIUMPH	78/549,696	1/19/2005
MIDNIGHT (Stylized)	78/578,139	3/2/2005
DS & Design	78/578,149	3/2/2005
REC-SPORT	78/578,244	3/2/2005
BLAZE (Stylized)	78/578,250	3/2/2005
HELLFIRE (Stylized)	78/578,255	3/2/2005
INFERNO (Stylized)	78/578,262	3/2/2005
PODIUM	78/578,992	3/3/2005