

06-21-1999

TRADEMARK

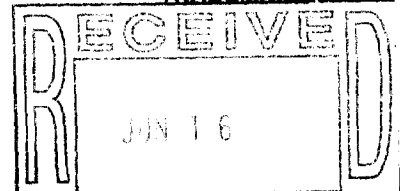
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year
06 11 99

Conveying Party

Mark if additional names of conveying parties attached

Name Orion Packaging, Inc.

Execution Date
Month Day Year
06 11 99

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

Citizenship/State of Incorporation/Organization Canada

Receiving Party

Mark if additional names of receiving parties attached

Name 3563146 Canada, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2270 Industrial Boulevard

Address (line 2) _____

Address (line 3) Laval

City

Quebec, Canada

State/Country

H75 1P9

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Canada

FOR OFFICE USE ONLY

06/21/1999 NTHA11 0000013 74726454

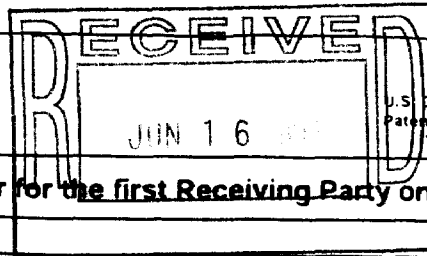
01 FC:481
02 FC:482

40.00 OP
25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001916 FRAME: 0343



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="74/726454"/>	<input type="text" value="75/201398"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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.

Tim J. Schmuckal

Tim J. Schmuckal

6/16/99

Name of Person Signing

Signature

Date Signed

UNITED STATES TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the "Assignment") is made and entered into as of this 11th day of June, 1999 ("Effective Date"), between Orion Packaging Inc., a corporation incorporated under the laws of Canada, with its principal office at 2270 Industrial Boulevard, Laval, Quebec, Canada H7S 1P9 ("Assignor") and 3563146 Canada Inc., a corporation incorporated under the laws of Canada, with its principal office at 2270 Industrial Boulevard, Laval, Quebec, Canada H7S 1P9 ("Assignee").

WHEREAS, Assignee and Assignor are parties to that certain Asset Purchase Agreement dated as of June 11, 1999, pursuant to which Assignee acquired substantially all of the assets of Assignors packaging machinery business;

WHEREAS, Assignor is the sole and exclusive owner of the entire right, title and interest in, to and under the United States Trademark Applications set forth on Schedule A -- United States Trademark Applications. (the "Trademarks"), and the goodwill of the business associated therewith; and

WHEREAS, Assignee wishes to acquire and Assignor wishes to assign all right, title and interest in and to the Trademarks, together with the goodwill of the business in connection with which the Trademarks are used.

NOW, THEREFORE, for good and valuable consideration in accordance with the above-referenced Asset Purchase Agreement, the receipt and sufficiency of which are hereby expressly acknowledged, Assignor hereby sells, assigns and transfers to Assignee, all of Assignor's right, title and interest in and to said Trademarks, together with the goodwill of the

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business symbolized by said Trademarks, and the Assignor's entire right, title and interest in and to any and all claims and demands it may have, at law or in and to any and all claims and demands it may have, at law or in equity, for past infringement of said Trademarks.

ASSIGNOR hereby represents and warrants that its right, title and interest in and to the Trademarks is free and clear of any liens and encumbrances, that it has full right to assign all of its interests therein, and that it has not executed and will not execute any agreement or other instrument in conflict herewith.

* * *

IN TESTIMONY WHEREOF, Assignor and Assignee have caused this

Assignment of Trademarks to be executed and sealed by the undersigned officers thereunto duly
on the date first noted above.

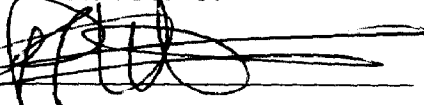
ORION PACKAGING INC.

By: 

Name: JACEK MUCHA

Title: PRESIDENT

3563146 CANADA INC.

By: 

Name: Jean Paul Richard

Title: Vice President, Assistant Secretary

STATE OF)
) SS.
COUNTY OF)

On this 11th day of June, 1999, there appeared before me Jacek Mucha, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of Orion Packaging Inc.

(SEAL)



Angie Rivalti
Notary Public
My commission expires: MAY 24, 2002

STATE OF)
) SS.
COUNTY OF)

On this 11th day of June, 1999, there appeared before me, Jean Paul Richard personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of 3563146 Canada Inc.

(SEAL)



Angie Rivalti
Notary Public
My commission expires: MAY 24, 2002

SCHEDULE A

United States Trademarks Application

Mark	Application No.	Filing Date
TWIN-STRETCH	75/201398	November 21, 1996
INSTA-SENSE	74/726454	September 8, 1995

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