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	To the Honorable Commissioner of Patents and Trademarks:	Please record the attached original documents or copy thereof.
1.	Name of conveying party(ies): Acupac Packaging, Inc., a New Jersey Corporation	2. Name and address of receiving party(ies) Name: BT Commercial Corporation
Add 3.	itional name(s) of conveying party(ies) attached? Yes X No Nature of Conveyance:	Street Address: 300 South Grand Avenue 41st Floor
	Assignment Merger	City: Los Angeles State: CA ZIP: 90071
	<ul> <li>Security Agreement  Change of Name</li> <li>Other Correction of earlier recordation on 10/15/01</li> </ul>	Additional name(s) & address(es) attached?  Yes X No
Exe	ecution Date: September 06, 2001	
4.	Application number(s) or patent number(s): 5,869,072	2
	If this document is being filed together with a new app	lieation, the execution date of the application
A.	Patent Application No.(s)	B. Patent No.(s) 5,869,072
5.	Additional numbers attac Name and address of party to whom	ched? Yes No
	correspondence concerning document should be mailed:	6. Total number of applications and paterfts involved
	Name: Paul, Hastings, Janofsky & Walker LLP	7. Total fee (37 CFR 3.41)\$40.00
	Internal Address:	Enclosed
		Authorized to be charged to deposit account
		8. Deposit account number:
	Street Address: P.O. Box 919092	50-2613
	City: San Diego State: CA ZIP: 92191-9092	
		THIS SPACE
).	Signature.	
	Dave B. Koo	25-2 8-16-04
	Name of Person Signing	Signature Date
	Total number of pages including cover	sheet, attachments, and documents: 8
		required cover sheet information to:
	Mail Stop Assignment Recordation P.O. Box 1450, Alexa	
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Name (line 1)       ACUPAC PACKAGING ; Inc., a NJT corporation;       OPOG 2001         Name (line 2)       PUTSUANT to Asset Purchase Agent dated 9-6-01       Execution Date Month Day Year         Second Party       Name (line 1)       Execution Date Month Day Year         Name (line 2)       Mark if additional names of receiving parties attached         Receiving Party       Mark if additional names of receiving parties attached         Name (line 1)       BT Commercial Corporation       If document to be recorded to an assignment and the receiving party is not domiciled in the vitted State, an appointment of a domestic representative is attached.         Name (line 2)       Address (line 1)       300 So. Grand Avenue, 41st Ffr.       Gamestic representative is attached.	· ·		·
Determination       Image: Consequence of Patients and Tradmarks, Please record the atteched original document(s) or copy(nos).         TO: The Commissioner of Patients and Tradmarks, Please record the atteched original document(s) or copy(nos).         Submission Type         New         Resultation of Patients and Tradmarks, Please record the atteched original document(s) or copy(nos).         Submission Type         Resultation of Patients and Tradmarks, Please record the atteched original document(s) or copy(nos).         Submission Type         Resultation of Patients and Tradmarks, Please record the atteched original document(s) or copy(nos).         Correction Determiner         Resultation of Patients and Tradmarks, Please record the atteched original document(s) or copy(nos).         Correction Determiner         Resultation of Patients and Tradmarks, Please record the atteched original file.         Correction Determiner         Resultation of Patients and Patients atteched         Resultation of Patients atteched         Correction Determiner         Resultation of Patients atteched         Name (line 1)         Action 20         Name (line 2)         Name (line 3)         Resceiving Patrix         Name (line 1)         Name (line 1)         Name (line 1)         Name (line 2) <t< td=""><td></td><td></td><td>U.S. Department of Commerce</td></t<>			U.S. Department of Commerce
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FORM PTO Expires 08/30/09 OMB 0851-0027	-1619B	Page 2	U.S. Department of Commerce Patent and Trademark Office PATENT
Corresponde	ont Name and Address	Area Code and Telephone N	umber 2/3-485-1234
Name [	Deborah Tay Ior	Para lega 1	
Address (line 1)	do Latham + W.	ATKING	
Addrass (line 2) [	633 W. 5th St.	, Ste. 4000	
Address (IIne 3)	Los Angeles, CA	900.1	
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If this document is signed by the first	being flied together with a <u>new</u> Paten named executing inventor.	at Application, enter the data the pater	t application was Month Day Year
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PATENT REEL: 012252 FRAME: 0785

#### COLLATERAL ASSIGNMENT OF PATENTS (Borrower Security Agreement)

THIS COLLATERAL ASSIGNMENT OF PATENTS (this "<u>Assignment</u>") is made and entered into as of September (2, 2001 by ACUPAC PACKAGING, INC., a New Jersey corporation ("<u>Grantor</u>"), and BT COMMERCIAL CORPORATION, as agent under the Credit Agreement (as hereinafter defined) (the "<u>Agent</u>"). Capitalized terms used herein without definition shall have the meanings assigned to those terms in the Credit Agreement.

WHEREAS, Outsourcing Services Group, Inc., as Guarantor ("QSG"), its whollyowned Subsidiaries Aerosol Services Company, Inc., ("ASC"), Piedmont Laboratories, Inc. ("PLI"), Kolmar Laboratories, Inc. ("KLI"), Precision Packaging and Services, Inc. ("PPSI"), Grantor, and any Subsidiary of OSG that becomes a Borrower thereunder in accordance with Section 8.20 of the Credit Agreement, the financial institutions and their successors and assigns from time to time party thereto (collectively, the "Lenders"), BT Commercial Corporation, as Agent, having an office at 300 South Grand Avenue, Los Angeles, California 90071, and Heller Financial, Inc., as co-agent, have entered into that certain Credit Agreement dated as of January 8, 1998 (as the same may be amended, supplemented, restated or otherwise modified from time to time the "Credit Agreement");

WHEREAS, Grantor has become a party to the Borrower Security Agreement dated as of January 8, 1998 (as said Agreement may be amended, supplemented or otherwise modified from time to time, the "Borrower Security Agreement"; wherein capitalized terms used and not otherwise defined herein have the meanings assigned to such terms in the Borrower Security Agreement), among ASC, PLI, KLI, PPSI, Grantor, and any Subsidiary of OSG that becomes a Borrower under the Credit Documents in accordance with Section 8.20 of the Credit Agreement,(each a "Borrower" and collectively the "Borrowers") and the Agent (in such capacity, "Grantee"), pursuant to which each Borrower has assigned and granted to Grantee for Grantee's benefit and the ratable benefit of the Lenders and the Issuing Bank a security interest in substantially all the assets of such Borrower including all right, title and interest of such Borrower in, to and under all now owned and hereafter acquired patents, patent registrations, patent applications and patents licenses, together with the goodwill of the business symbolized thereby, and all proceeds thereof, to secure the payment of the Secured Obligations; and

WHEREAS, Grantor owns the patents and patent applications, and is a party to the patent licenses, listed for Grantor on <u>Schedule 1</u> annexed hereto;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant and assign to Grantee a continuing security interest in all of Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "<u>Patent Collateral</u>"), whether presently existing or hereafter created or acquired:

(1) all patents and patent applications, and the inventions and improvements described and claimed therein, and patentable inventions and the reissues, divisions, continuations, renewals, extensions and continuations-in-part of any of the foregoing,

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whether in the United States Patent and Trademark Office or in any similar office or agency of the United States, and State thereof or any other country or any political subdivision thereof, or otherwise, including, without limitation, those set forth for Grantor on <u>Schedule 1</u>;

(2) any and all agreements and licenses, whether written or oral, providing for the grant by or to Grantor of any right to manufacture, use or sell any invention, including, without limitation, those set forth for Grantor on <u>Schedule 1</u> and all of the goodwill of the business of such Grantor connected with the use of, and symbolized by such agreements and licenses; and

(3) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (a) infringement of any patent, including, without limitation, any patent referred to in <u>Schedule 1</u> annexed hereto, any patent issued pursuant to a patent application referred to in <u>Schedule 1</u> and any patent licensed under any patent license listed on <u>Schedule 1</u> or (b) injury to the goodwill associated with any patent including, without limitation, any patent referred to in <u>Schedule 1</u> annexed hereto, any patent issued pursuant to a patent application referred to in <u>Schedule 1</u> annexed hereto, any patent issued pursuant to a patent application referred to in <u>Schedule 1</u> and any patent licensed under any patent license listed on <u>Schedule 1</u>.

This assignment and grant of security interest is granted in conjunction with the security interests granted to Grantee pursuant to the Borrower Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Grantee with respect to the assignment and security interest in the Patent Collateral made and granted hereby are more fully set forth in the Borrower Security Agreement, the terms and provision of which are incorporated by reference herein as if fully set forth herein.

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IN WITNESS WHEREOF, Grantor has caused this Assignment of Patents to be duly executed as of September  $(\rho_{-}, 2001)$ .

### ACUPAC PACKAGING, INC.

By: Name: PERRY JONER LAN VILCEC Title:

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#### ACKNOWLEDGMENT

State of New York County of <u>NY</u>

On <u>9/1/01</u>, before me, <u>Drytl(Mene</u>Notary Public, personally appeared <u>retry flored</u>, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature (Seal)

DAVID E. ALPINE Notary Public, State of New York No. 31-4968413 Qualified In New York County Commission Expires June 25, 13200

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#### ASSIGNMENT OF PATENT

#### Schedule 1

## PATENTS AND PATENT APPLICATIONS

	<u>Filed</u>	Application Number	<u>Country</u>	<u>Patent No. (P)</u> or Serial No. (S)	Date	<u>Name of</u> Inventor	<u>Title of</u> Invention	
	7/21/97	897,583	USA	P 5,869,072	2/9/99	Craig J. Berry	Method for the production of a glove	
				isional Patent Ar				
		** (this Pate	ent is subject to	a non-exclusive lice	ense to Her	con Laboratories)		
	Filed	<u>Application</u> Number	<u>Country</u>	<u>Patent No. (P)</u> /Serial No. (S)	Date	<u>Name of</u> Inventor	<u>Title of</u> <u>Invention</u>	
	7/10/00	09/613,186	USA			Craig J. Berry	Patch-type applications for treating dry skin	
	Provisional Patent Application							
	Filed	<u>Registration</u> Number	Country	<u>Docket No.</u>	<u>Date</u>	<u>Name of</u> Inventor	<u>Title of</u> Invention	
	1/16/01	44,004	USA	798P010095-US		Craig J. Berry Kim R. Berry	Cleansing Mitt	
PATENT LICENSES								
	<u>Filed</u>	Application Number	Country	Patent No.	Date	<u>Name of</u> Inventor	<u>Title of</u> <u>Invention</u>	
	4/20/98	63,546	USA	5,985,299	11/16/99	Douglas Brueger; Assigned to Hercon Laboratories Corporation	Pore cleaning product	

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RECORDED: 10/15/2001

# PATENT REEL: 012252 FRAME: 0790

# PATENT REEL: 015687 FRAME: 0823

**RECORDED: 08/20/2004**