

ASSIGNMENT AND AGREEMENT

FOR VALUE RECEIVED, We, William E. Kusey, residing at 14801 Graham Jones Road, Richwood, Ohio 43344 and Douglas George Dellmore, residing at 2 Wakerobin Court, The Woodlands, Texas 77380, are citizens of the United States, hereby sell, assign and transfer to OMS Investments, Inc., a corporation duly organized and existing under the laws of the State of Delaware, and having its principal place of business at 824 Market Street Mall, Suite 102-A, Wilmington, Delaware 19801, as assignee, and its successors, assigns and legal representatives, the entire right, title and interest, for all countries in and to certain inventions relating to Compressed Mixtures of Coconut Coir Pith and Peat Moss and Processes for the Preparation Thereof described in an application for Letters Patent of the United States, executed by us of even date herewith, and all the rights and privileges under any and all Letters Patent that may be granted therefor.

We request that any and all patents for said inventions be issued to said assignee, its successors, assigns and legal representatives, or to such nominees as it may designate.

We agree that, when requested, we will, without charge to said assignee but at its expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for securing and maintaining patents for said inventions in any and all countries and for vesting title thereto in said assignee, its successors, assigns and legal representatives or nominees.

We authorize and empower the said assignee, its successors, assigns and legal representatives or nominees, to invoke and claim for any application for patent or other form of protection for said inventions filed by it or them, the benefit of the right of priority provided by the International Convention for the Protection of Industrial Property, as amended, or by any convention which may henceforth be substituted for it, and to invoke and claim such right of priority without further written or oral authorization from us.

We hereby consent that a copy of this assignment shall be deemed a full legal and formal equivalent of any assignment, consent to file or like document which may be required in any country for any purpose and more particularly in proof of the right of the said assignee or nominee to claim the aforesaid benefit of the right of priority provided by the International Convention for the Protection of Industrial Property, as amended, or by any convention which may henceforth be substituted for it.

We covenant with said assignee, its successors, assigns and legal representatives, that the rights and property herein conveyed are free and clear of any encumbrance, and that we have full right to convey the same as herein expressed.

Signed at _____ (L.S.)
this _____ day of _____, 1998.

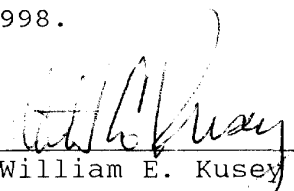
Douglas George Dellmore

Signed in our presence and acknowledged to be an assignment of the application (invention) hereinabove referred to.

Witness _____ Date _____

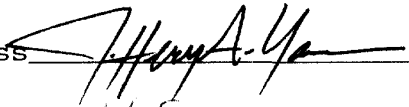
Witness _____ Date _____

Signed at ALLENTOWN, PA (L.S.)
this 10TH day of MARCH, 1998.



William E. Kusey

Signed in our presence and acknowledged to be an assignment of the application (invention) hereinabove referred to.

Witness  _____ Date 3/10/98

Witness Edith Spears _____ Date 3/10/98