



6.04.01

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

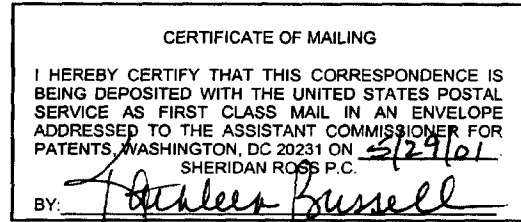
101741625

In Re the Application of:)
)
 OmegaTech Inc.)
)
 Serial No.: 09/231,899)
)
 Filed: January 14, 1999)
)
 Atty. File No.: 2997-34)
)
 For: "SCHIZOCHYTRIUM PKS GENES")

Group Art Unit:
 Examiner:

RECORDATION OF ASSIGNMENT

BOX ASSIGNMENTS
 Commissioner of Patents
 Washington, D.C. 20231



Dear Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

Calgene, LLC

2. Name and address of receiving party(ies):

OmegaTech, Inc.
 4909 Nautilus Court North, Suite 208
 Boulder, CO 80301-3242

3. Nature of Conveyance:

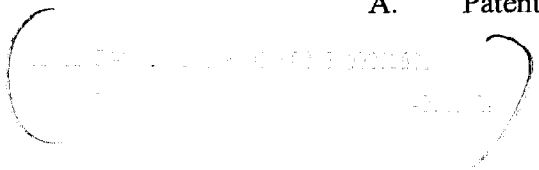
- Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: May 4, 2001

4. Application number(s) or patent number(s)

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s): 09/231,899



B. Patent No.(s): None.

5. Name and address of party to whom correspondence concerning documents should be mailed:

Angela Dallas-Pedretti
Sheridan Ross P.C.
1560 Broadway, Suite 1200
Denver, Colorado 80202-5141

6. Total number of applications and patents involved: 1.

7. Total fee (37 CFR 3.41).....\$40.00.

Enclosed

Any deficiency in payment of recording fee is authorized to be charged to Deposit Account.

Authorized to be charged to deposit account.

8. Deposit account number: 19-1970.

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.

Total number of pages including cover sheet, attachments and document: 5

Respectfully submitted,

SHERIDAN ROSS P.C.

By: Angela Dallas-Pedretti

Angela Dallas-Pedretti
Registration No. 42,460
1560 Broadway, Suite 1200
Denver, CO 80202-5141
(303) 863-9700

Date: May 29, 2001

ASSIGNMENT OF PATENT APPLICATION RIGHTS

Calgene, LLC, a corporation organized and existing under the laws of Delaware, having a place of business at 1920 Fifth Street, Davis, CA (hereinafter called "Assignor"), hereby assigns certain rights to OmegaTech, Inc, a corporation organized and existing under the laws of Colorado, having a place of business at 4909 Nautilus Court North, Boulder CO 80302 (hereinafter called the "Assignee"):

WHEREAS as of May 10, 2000 Assignor was the owner of the following Applications:

APPLICATION(S):

Patent Application Serial No.: 09/231,899 Filed: January 14, 1999

TITLE: SCHIZOCHYTRIUM PKS GENES

AND WHEREAS Assignor has agreed with Assignee for the transfer to it of the whole right, title and interest in said Application.

NOW THEREFORE, to all to whom it may concern, be it known that, for and in consideration of One Dollar and other good and valuable considerations, paid by Assignee to Assignor, the receipt and sufficiency whereof are hereby acknowledged, Assignor hereby assigns and transfers to Assignee and Assignee's legal representatives, successors and assigns, the entire right, title and interest in and to said Inventions and Applications, including continuations, continuation-in-part, divisional, reissues and reexaminations, and the letters patent, both foreign and domestic, that may or shall issue thereon; and Assignor does hereby authorize and request the Director of Patents and Trademarks to issue said letters patent to the above-mentioned Assignee agreeably with the terms of this assignment.

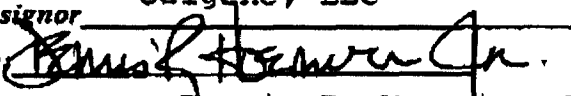
ASSIGNOR hereby covenants that Assignor has full right to convey the entire interest herein being assigned and represents that Assignor has not executed and will not execute any agreement inconsistent with this Assignment or to the detriment of the applications, and inventions being assigned hereby.

AND for the same consideration, Assignor hereby covenants and agrees to and with Assignee, its successor, legal representatives and assigns, that, as of May 10, 2000, Assignor is the sole and lawful owner of the entire right, title, and interest in and to the said inventions and the Applications above-mentioned, and that the same are unencumbered and that assignor has

good and full right and lawful authority to sell and convey the same in the manner herein set forth.

AND for the same consideration, Assignor hereby covenants and agrees to and with Assignee, its successors, legal representatives and assigns, that Assignor will, whenever counsel of Assignee, or the counsel of its successors, legal representatives and assigns, shall advise that any proceeding in connection with said inventions, or that any division, continuation or continuation-in-part of any letters patent, to be obtained therein, is lawful and desirable, sign all papers and documents, take all lawful oaths, and do all acts necessary or required to be done for the procurement, maintenance, enforcement and defense of Letters Patent for said inventions, without charge to Assignor, its successors, legal representatives and assigns, but at the cost and expense of the Assignee, its successors, legal representatives and assigns.

IN WITNESS WHEREOF, Assignor has caused these presents to be executed by its officers thereunto duly authorized and its corporate seal to be affixed this ^{May} 4th day of April, 2001. This assignment is effective as of May 10, 2000.

Assignor Calgene, LLC
By 
Printed Name: Dennis R. Hoerner, Jr.
Printed Title: Assistant Secretary

ATTEST:


Assistant Secretary

ACKNOWLEDGEMENT

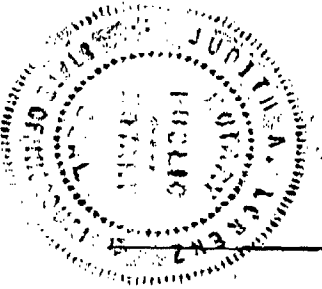
State of Mo)
) SS.
County of St. Louis

On this ^{14th} day of ^{May} ~~April~~, 2001, before me personally appeared Dennis R. Hoelzer Jr., to me known, who, being by me duly sworn, did depose and say that he is Assistant Secretary of Calgene, LLC, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

My Commission Expires:

JUDITH A. LORENZ
Notary Public - State of Missouri
St. Louis County
My Commission Expires: November 20, 2003

Judith A. Lorenz
Notary Public



(Notarial Seal)

Accepted by Omegatech, Inc.

By Robert M. A. Supri

Title: VP, SECRETARY & GENERAL COUNSEL