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10-28-1998



U.S. Department of Commerce
Patent and Trademark Office
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RECORDATION FORM COVER SHEET
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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 # _____
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Reel # _____ Frame # _____

Conveyance Type

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

Effective Date
Month Day Year
5 15 98

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name AgrEvo Environmental Health, Inc.

5 15 98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name OMS Investments, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1105 North Market Street

Address (line 2) _____

Address (line 3) Wilmington
City

Delaware
State/Country

19899
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 Delaware

FOR OFFICE USE ONLY

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40.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 1804 FRAME: 0817

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Joseph R. Dreidler

Address (line 1) Vorys, Sater, Seymour and Pease LLP

Address (line 2) 52 East Gay Street

Address (line 3) Columbus Ohio 43216-1008

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number 614 464-6383

Name Joseph R. Dreidler

Address (line 1) Vorys, Sater, Seymour and Pease LLP

Address (line 2) 52 East Gay Street

Address (line 3) Columbus Ohio 43216-1008

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 4

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)

75/114,510

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

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.

Joseph R. Dreidler 10-16-98
Name of Person Signing Signature Date Signed

ASSIGNMENT

WHEREAS, AgrEvo Environmental Health, Inc., a Delaware corporation, having a place of business at 95 Chestnut Ridge Road, Montvale, New Jersey 07645, is the sole and exclusive owner of the trademark application for Weed Warrior in the United States Patent and Trademark Office under Serial No. 75/114,510 filed May 30, 1996, as amended on May 5, 1997, in International Class 5 for use on domestic herbicides;

WHEREAS, OMS Investments, Inc., a Delaware corporation, desires to acquire all right, title and interest in and to the Weed Warrior mark and the trademark application in the U.S. Patent and Trademark Office under Serial No. 75/114,510 together with the goodwill of the business symbolized by the mark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, AgrEvo Environmental Health, Inc. hereby assigns to OMS Investments, Inc., and its successors, assigns and legal representatives, all right, title and interest in and to the Weed Warrior mark and the trademark application in the United States Patent and Trademark Office under Serial No.

EXHIBIT 2(b) (2)
ASSET SALES AGREEMENT

75/114,510, together with the goodwill of the business symbolized by the mark and the application thereof.

IN WITNESS THEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized representatives.

AGREVO ENVIRONMENTAL HEALTH, INC.

OMS INVESTMENTS, INC.

Name: T.R. Small

Name: Robert Lucas

Title: President

Title: PRESIDENT

Date: May 15, 1998

Date: 5-15-98