

02-09-2000



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to the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #34

1. Name of conveying party(ies):
Sun Smart, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State of New York
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party (ies)

Name: BASF Corporation
Internal Address: _____
Street Address: 3000 Continental Drive North
City: Mount Olive State: NJ ZIP: 07828-1234

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 20, 1999

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

A. Trademark Application No.(s) _____
B. Trademark Registration No. (s):
1,722,882 (Z-COTE) and 2,074,511 (Z-COTE HP1)

Additional numbers attached? Yes No

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

Name: Jacqueline M. Ostroski
Internal Address: BASF Corporation

Street Address: 3000 Continental Drive North

City: Mount Olive State: NJ ZIP: 07828-1234

6. Total number of applications and registrations involved:2

7. Total fees (37 CFR 3.41).....\$ \$65.00

Enclosed
 Authorized to be charged to deposit account

Deposit account number: 09-0425

(Attach duplicate copy of this page if paying by deposit account)

8. 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.

George A. Gilbert
Name of Person Signing

George A. Gilbert
Signature

1/10/00
Date

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

Mail documents to be recorded with required cover sheet information to:
Assistant Commissioner for Trademarks
BOX ASSIGNMENTS
2900 Crystal Drive
Arlington, VA 22202-3513

Express mail label No. EL 395868300 US Date mailed 1/10/2000

1722882
00000319 090425
40.00 CH
25.00 CH
02/08/2000 TT0M11
01 FC:401
02 FC:402

IN THE UNITED STATES AND TRADEMARK OFFICE

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made between SUN SMART, INC., a corporation organized under the laws of the State of New York, having a principal place of business at 300 Pantigo Place, East Hampton, New York 11937 (the "Assignor") and BASF Corporation, a corporation organized under the laws of the State of Delaware, having a principal place of business at 3000 Continental Drive North, Mount Olive, New Jersey 07828-1234 (the "Assignee").

WHEREAS, the Assignor is the owner in the United States of the trademarks Z-COTE, Registration No. 1,722,882 which became registered on October 6, 1992, and Z-COTE HP1, Registration No. 2,074,511 which became registered on June 24, 1997 (the "Trademarks"); and

WHEREAS, the Assignee wishes to acquire all of Assignor's rights in and to the Trademarks and the good will associated therewith.

NOW, THEREFORE, for good and valid consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee, its successors, assigns and legal representatives, all right, title and interest in and to the Trademarks and the registrations thereof together with the good will of the business which is symbolized by the Trademarks and with the right to recover for damages and profits and all other remedies for past infringements thereof.

IN WITNESS WHEREOF, the Assignor has hereunto affixed its corporate seal under the hands of its proper officer duly authorized in that behalf this 20 day of December, 1999.

SUN SMART, INC.,

Corporate Seal

By:



MARK MITCHNICK
Chief Executive Officer