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03-02-2001

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February 7, 2001

VIA MESSENGER

BOX ASSIGNMENTS, CG-4
Assignment Division
U.S. Patent and Trademark Office
1213 Jefferson Davis Highway, Suite 320
Arlington, Virginia 22202

RECEIVED
2001 FEB - 7 PM 3: 04
ASSIGNMENT SERVICES
DIVISION

Re: BCRO Inc.
Deed of Assignment
Our File No. 18632.0054

Dear Sir or Madam:

This letter includes all information as required by Trademark Manual of Examining Procedure § 503.05(d) for cover sheet requirements under 37 C.F.R. § 3.31 for recordation of trademarks. Please record the enclosed Deed of Assignment as set forth in paragraph 4 below:

- 1) Name of conveying party: Blue Circle Inc.
- 2) Name and address of receiving party:

BCRO Inc. (a Delaware Corporation)
1800 Parkway Place, Suite 1100
Marietta, Georgia 30067
- 3) Nature of conveyance: Deed of Assignment
- 4) Please record this Deed of Assignment dated January 21, 2001 against U.S. Trademark Registration Nos. 1,865,796 and 1,919,751.

03/01/2001 6TON11 00000149 1865796
01 FC:481 40.00 DP
02 FC:482 25.00 DP

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Atlanta ■ Austin ■ New York ■ Tallahassee ■ Washington, DC

TRADEMARK
REEL: 002242 FRAME: 0725

- 5) Name and address of party to whom correspondence concerning document should be mailed:
- Elisabeth A. Langworthy, Esquire
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2415
- 6) Total number of trademark registrations against which to record the Assignment: 2 (two).
- 7) Total fee enclosed: \$65.00
- 8) If the enclosed payment is insufficient, please draw the deficiency from our Deposit Account No. 19-5029. A duplicate copy of this letter is enclosed for charging purposes.
- 9) Total number of pages to be recorded: 4.
- 10) To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy of the document is a true copy of the document.

Respectfully submitted,

SUTHERLAND ASBILL & BRENNAN LLP

By: 
Elisabeth A. Langworthy

Enclosures

DEED OF ASSIGNMENT

THIS ASSIGNMENT is made this 21st day of January, 2001, between Blue Circle Inc., a corporation organized and existing under the laws of the State of Alabama, with its principal place of business at 1800 Parkway Place, Suite 1100, Marietta, Georgia 30067 (“the Assignor”), and BCRO Inc., a corporation organized and existing under the laws of the State of Delaware, with its principal place of business at 1105 North Market Street, Suite 1300, P.O. Box 8985, Wilmington, Delaware 19899 (“the Assignee”).

WHEREAS, pursuant to a Deed of Assignment dated January 21, 2001, Assignor received from its subsidiary Blue Circle Materials Inc. an assignment of the trademarks **BLUE FLOW** (U.S. Reg. No. 1865796) and **BLUE CIRCLE RAIA, INC.** (U.S. Reg. No. 1919751) (“the Trademarks”); and

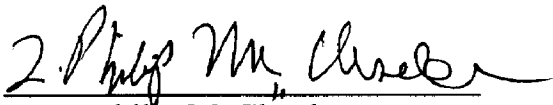
WHEREAS, the Assignee wishes to acquire all of Assignor's rights, title and interest in and to the Trademarks, the registrations thereof, and the goodwill associated therewith.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee all rights, title and interests in and to the Trademarks and registrations, together with the goodwill 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 infringement thereof.

The Assignor hereby agrees to give, execute and/or deliver any document, notice, agreement or other evidence of assignment as may be necessary, in the reasonable judgment of Assignee, to evidence or effectuate the foregoing.

Signed sealed and delivered before me
This 21st day of January, 2001:

BLUE CIRCLE INC.

By: 
Name: L. Philip McClendon
Title: Vice President, General Counsel and
Secretary

STATE OF GEORGIA)
)
COUNTY OF COBB)

Before me, a Notary Public within and for said County and State, personally appeared the above named Blue Circle Inc., by L. Philip McClendon, its Vice President, General Counsel and Secretary, who acknowledges that he did sign the foregoing instrument and that the same is the free act and deed of said corporation, and the free act and deed of such officer.


Notary Public

Notary Public, Cobb County, Georgia
My Commission Expires April 24, 2002