

02-01-2002

Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Fleet Capital Corporation / 1-22-02

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: BFC Acquisition Corporation

Internal Address: _____

Street Address: 201 West Fourth Street

City: Sylacauga State: AL Zip: 35150

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- 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
- Security Agreement
- Other Trademark Transfer and Assignment
- Merger
- Change of Name

Execution Date: Dec. 17, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1760531; 1731971

Additional number(s) attached Yes No

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

Name: Seth Traxler, Esq.

Internal Address: Kirkland & Ellis

Street Address: 200 E. Randolph Drive,
Suite 5300

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 2

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

22-0440

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

DO NOT USE THIS SPACE

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.

Seth Traxler
Name of Person Signing

Signature

January , 2002
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01/31/2002 6TOM11 00000230 1760531

01 FC:481
02 FC:482

40.00 OP
25.00 OP

TRADEMARK
REEL: 002435 FRAME: 0469

TRADEMARK TRANSFER AND ASSIGNMENT

FOR VALUE RECEIVED, the undersigned, **FLEET CAPITAL CORPORATION**, a Rhode Island corporation, as collateral agent ("Assignor"), does hereby sell, assign, transfer and convey to **BFC ACQUISITION CORPORATION**, a California corporation ("Assignee"), **without any representation or warranty by, or recourse to**, Assignor, all right, title and interest of Assignor in and to the trademarks listed on Schedule A attached hereto, arising under that certain Trademark Security Agreement, dated February 10, 1999, between Assignee and Assignor (as at any time amended, the "Trademark Security Agreement"), recorded February 23, 1999, on Reel No. 1858, Frame 613, United States Patent and Trademark Office, together with the goodwill of the business symbolized by the marks.

This Assignment intended to operate as a release of all liens and security interests conveyed by Assignee to Assignor pursuant to the terms of that certain Trademark Security Agreement, and to reassign to Assignee all of Assignor's right, title, and interest acquired pursuant to the terms of such Trademark Agreement.

IN WITNESS WHEREOF, Assignor has caused this Agreement to be signed and sealed by its duly authorized officers, on December 17, 2001.

FLEET CAPITAL CORPORATION,
as collateral agent

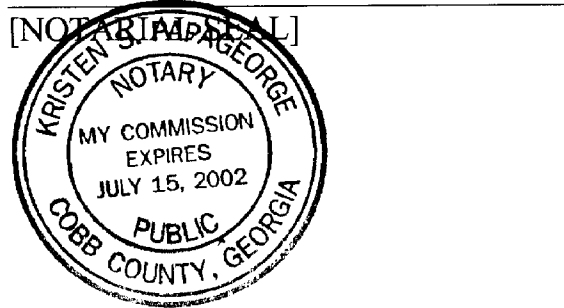
By: _____

Title: Vice President

STATE OF Georgia)
)
COUNTY OF Cobb)

BEFORE ME, the undersigned, a Notary Public in and for the county aforesaid, on this 17 day of December, 2001, personally appeared Laura K Glass, to me known personally, and who, being by me duly sworn, deposes and says that she is the Vice President of FLEET CAPITAL CORPORATION, a Rhode Island corporation, and that said instrument was signed by her on behalf of said corporation by authority of its Board of Directors, and said Vice President acknowledged said instrument to be the free act and deed of said corporation.

Kristen D. Papageorge
Notary Public
Executed on 12/17/01
My Commission Expires: 7/15/02



Schedule A

<u>Trademark</u>	<u>Country of Registration</u>	<u>International Class Covered</u>	<u>Goods or Services Covered</u>	<u>Reg. No.</u>	<u>Date Registered</u>
Drought Buster	United States	1	Plant food, garden fertilizer and soil conditioner for domestic and agricultural use	1,760,531	March 23, 1993
Drought Buster	United States	1	Water absorbing polymers for use in soil	1,731,971	November 10, 1992