

01-02-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102326067

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

1. Name of conveying party(ies):

Ottoc Acquisition, L.L.C.

12.27.02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 11/06/02

2. Name and address of receiving party(ies)

Name: Zarn Waste Systems, L.L.C.

Internal

Address: _____

Street Address: 12700 General Dr

City: Charlotte State: NC Zip: 28273-6415

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Limited Liability Company Delaware

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

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

A. Trademark Application No.(s) 76/414224

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: E. Thomas Watson

Internal Address: Parker Poe Adams & Bernstein,
Ste 3000

Street Address: 401 South Tryon St.

City: Charlotte State: NC Zip: 28202

6. Total number of applications and registrations involved: _____

1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

E. Thomas Watson
Name of Person Signing

E. Thomas Watson
Signature

12/20/02
Date

4

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

12/31/2002 DBYRNE 00000070 76414224

01 FC:8521

40.00 DP

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

TRADEMARK
REEL: 002640 FRAME: 0952

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made this 30th day of October, 2002 by Plastic Omnium Zarn, Inc., a corporation organized under the laws of Delaware, having a principal place of business at 5055 Cranswick Rd., Houston, Texas 77041 ("Assignor") and Otto Acquisition, L.L.C., a limited liability company organized under the laws of Delaware and having a place of business in Charlotte, North Carolina ("Assignee"). The Assignor and Assignee are collectively referred to herein as the "Parties."

WHEREAS, the Assignor is the owner of the trademark and application for registration ("Trademark") set forth on the Schedule attached to and made part of this Assignment;

WHEREAS, the Assignee is desirous of acquiring the Trademark, including all domestic and foreign rights, registrations, and applications, from the Assignor, and the Assignor is interested in transferring the Trademark to the Assignee as part of the sale of the entire business in which the Trademark is used.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor:

1. Hereby sells, assigns, transfers and conveys to the Assignee, its successors and assigns, Assignor's entire right, title and interest in and to the Trademark and the associated registrations and applications, both domestic and foreign, together with the goodwill of the business associated with and symbolized by the Trademark; and
2. All causes of action, past, present, and future for infringement or unfair competition with respect to the Trademark; and
3. Will, upon written request of Assignee, its successors and assigns, execute reasonable documents prepared at the expense of the Assignee, its successors and assigns, to perfect its title to any and all rights in the Trademark conveyed hereunder.

IN WITNESS WHEREOF, Assignor has given legal effect to this Assignment by its duly authorized representative.

ASSIGNOR:

Plastic Omnium Zarn, Inc.

By: Jon Farley

Name: Jon Farley
Title: President

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on October 28, 2002, by Jon Farley the President, of Plastic Omnium Zarn, Inc., a Delaware company, on behalf of said corporation.

Mary Karin Bunch
Notary Public in and for
The State of Texas

Name:  MARY KARIN BUNCH
MY COMMISSION EXPIRES
OCTOBER 6, 2004

My commission expires: _____

SCHEDULE OF TRADEMARKS

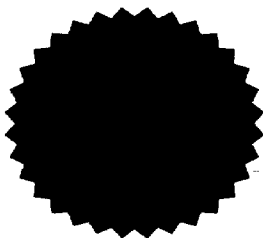
| Title | Registration Number/Application No. | Country | Record Owner |
|--------|-------------------------------------|---------|---------------------------|
| XTREME | 76/414,224 | USA | Plastic Omnium Zarn, Inc. |

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "OTTO ACQUISITION, LLC", CHANGING ITS NAME FROM "OTTO ACQUISITION, LLC" TO "ZARN WASTE SYSTEMS, LLC", FILED IN THIS OFFICE ON THE FOURTH DAY OF NOVEMBER, A.D. 2002, AT 5:01 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3572016 8100

AUTHENTICATION: 2072953

020682271

DATE: 11-06-02

RECORDED: 12/27/2002

TRADEMARK

REEL: 002640 FRAME: 0956