

09-10-2003



ET

Our Ref.: 1680-88

102545751

Mail Stop Assignment and Recordation Services
Director of the United States Patent and Trade
P. O. Box 1450
Alexandria VA 22313-1450

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

1. Name of conveying party(ies):
ATC Chemicals Inc.

9.5.03

- Individual(s)
- General partnership
- Corporation-State:
- Other: Canadian company
- Association
- Limited Partnership

3. Nature of conveyance:

- Assignment
- Security Assignment
- Other: Asset Purchase Agreement
- Merger
- Change of Name

Execution Date: July 10, 2003

2. Name and address of receiving party(ies):

Name: Structural Polymer Systems Ltd.
 Internal Address: _____
 Street Address: St. Cross Business Park
 Newport
 City: Isle of Wight
 State/Country: United Kingdom
 Zip: PO030 5WU
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other United Kingdom company

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):

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)
 (1) _____
 (2) _____
 (3) _____

B. Trademark Registration No.(s)
 (1) 1,761,355 - CORE-CELL (4) 1,652,077 - POLY-FAIR
 (2) 1,611,763 - CORE-BOND (5) 1,750,924 - POLY-FILL
 (3) 1,626,477 - POLY-BOND

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence

concerning document should be mailed:

Name: Donna J. Bunton
 Internal Address: _____
 Street Address: Nixon & Vanderhye P.C.
 1100 North Glebe Road
 8th Floor
 City: Arlington State: VA Zip: 22201

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ 140.00
 Enclosed
 Authorized to be charged to deposit account #14-1140

8. The Commissioner is hereby authorized to charge any deficiency in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our Account No. 14-1140.

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D1 FC:8321
D2 FC:8322

40.00 EP
100.00 EP

DO NOT USE THIS SPACE

9. Statements 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.

Donna J. Bunton
Name of Person Signing

Donna J. Bunton
Signature

September 5, 2003
Date

Total number of pages including cover sheet, attachments and document: 5

ASSIGNMENT OF TRADE-MARK

THE REGISTRAR
Industry Canada
Trade-Marks Office
50 Victoria Street
Place du Portage, Phase 1
Ottawa/Hull,
K1A 0C9

Trade-Marks Office
Regional Office
5 Place Ville Marie
Suite 800
Montreal, Quebec
H3B 2G2

WHEREAS ATC Chemicals Inc., a body politic and corporate, having its head office at 2400 Canadien Street, Suite 301, Drummondville, Quebec, J2C 7W3, (the "Vendor") is the registered owner of the entire rights, title and interest in and to the trade-marks identified in Schedule A (the "Trade-marks");

WHEREAS Structural Polymer Systems Ltd., a body politic and corporate, having its head office at St. Cross Business Park, Newport, Isle of Wight, PO030 5WU, UK, ("SPS"), Richter & Associés Inc., acting as interim receiver to and of the assets of the Vendor and the Vendor are party to that certain asset purchase agreement (the "Purchase Agreement") dated as of July 10, 2003 (the "Effective Date");

WHEREAS Section 12.1 of the Purchase Agreement stipulates that SPS has the right to assign its rights and obligations thereunder to an affiliate and SPS has so assigned its rights and obligations as of the Effective Date to Structural Polymer Systems (Canada) Inc., a body politic and corporate, having its head office at 1170 Peel Street, Montreal, Quebec H3B 4S8 ("SPS Canada") by way of an assignment agreement;

WHEREAS under the Purchase Agreement, the assets to be transferred include, as described in Schedule A, all intellectual property rights used in ATC's business (ATC as defined therein).

NOW, THEREFORE, the Vendor declares as follows:

1. The Vendor, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby sell, assign and transfer to SPS Canada, its successors and assigns forever, all of its rights, title and interest worldwide in, to and under the Trade-marks including all goodwill appertaining to the Trade-marks and all rights in such Trade-marks that the Vendor has in any country whether registered or not.

- 2. SPS Canada accepts said assignment and hereby revokes any and all previous appointments of agent and representative for service in Canada in respect of the registration of the Trade-marks and appoints McCarthy Tétrault LLP as the firm to whom any notice relating to the Trade-marks may be sent and upon whom service of any proceedings in respect thereof may be made with the same effect as if they had been given to or served upon SPS Canada itself.
- 3. The parties acknowledge having required that the present assignment be drawn up in English. Les parties reconnaissent avoir exigé que la présente cession soit rédigée en anglais.

EXECUTED at Montreal this 10th day of July, 2003.

ATC CHEMICALS INC.

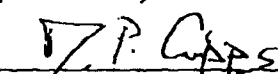
By:


Thomas J. Johannsen

EXECUTED at Montreal this 10th day of July, 2003.

STRUCTURAL POLYMER SYSTEMS
(CANADA) INC.

By:


David Cripps, President

SCHEDULE A

TRADE-MARKS

(See document attached)

MTL_LAW #1329294 v. 5

Owner	Issue Date	Registration #	In Effect to	Affidavit to File	Filed	Renewal Date	Renewed	In Effect to
Core-Cell								
Canada ATC	7/23/93	414,892	Jul. 2008					
USA ATC	3/30/93	1761355	Mar. 2003			9/23/98	507136	Jan. 2014
Australia ATC	1/14/00	759215	4/7/08	before 3/99	1/20/99	3-Mar	3/30/04	
New Zealand ATC	5/12/00	602697	11/9/06					
Europe ATC	4/14/00	847194	6/10/08					
Core-Bond								
Canada ATC	2/22/93	367333	2/22/08					
USA ATC	9/4/90	1611763	9/4/00	before 9/96	8/30/96	5/8/00	Dec-00	9/3/10
Poly-Bond								
Canada ATC	5/25/90	368911	5/25/05					
USA ATC	11/12/90	1626477	11/12/00	before 12/96	11/26/96	10/2/00	12/11/00	2010
Poly-Fair								
Canada ATC	5/25/90	368912	5/25/05					
USA ATC	7/30/91	1652077	7/20/01	before 7/97	12/17/96	2/23/01	9/28/01	7/20/11
Poly-Fill								
Canada ATC	3/20/92	395890	3/20/07					
USA ATC	2/9/93	1750924	2/9/03	2/9/99	1/19/99	2/8/03	1/31/03	2/8/13
all US registrations may be renewed for 10 years by filing a verified application within six months prior to expiration - all Canadian registrations every 5 years								