

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Enviro-Zyme International, Incorporated		02/06/2006	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Enviro-Zyme International LLC
Street Address:	2885 Bartells Drive
City:	Beloit
State/Country:	WISCONSIN
Postal Code:	53511
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2883873	
Registration Number:	2713467	ENVIRO-ZYME
Registration Number:	2276668	BIOTA EARTH
Registration Number:	2469980	BIOTA HUMUS
Registration Number:	2469979	BIOTA 4 DRAINS
Registration Number:	1977233	BIOTA D'ODOR
Registration Number:	2258090	ENVIRO-ZYME IS CLEANING UP, NATURALLY.
Registration Number:	2471845	BIOTA SEPTIC PURE

CORRESPONDENCE DATA

Fax Number: (845)878-7917
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 800-882-9904
 Email: mpeacock@biobugs.com
 Correspondent Name: Enviro-Zyme International LLC

OP \$215.00 2883873

Address Line 1: 2885 Bartells Drive
Address Line 4: Beloit, WISCONSIN 53511

NAME OF SUBMITTER: Jay Silverstein

Signature: /Jay Silverstein/

Date: 02/07/2006

Total Attachments: 4
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Know all Men by these Presents,

THAT ENVIRO-ZYME INTERNATIONAL, INCORPORATED, a New York Corporation with offices at Stormville Mountain Road, Post Office Box 169, Stormville, NY 12582

party of the first part, for and in consideration of the sum of THREE HUNDRED TWELVE THOUSAND FIVE HUNDRED and 00/100-----(\$ 312,500.00) Dollars, lawful money of the United States to in hand paid, at or before the ensembling and delivery of these presents by

ENVIRO-ZYME INTERNATIONAL, LLC, an Illinois Corporation with offices at c/o Attorney Stephen G. Balsley, 6833 Stalter Drive, Rockford, IL 61108

party of the second part, the receipt whereof is hereby acknowledged have bargained and sold, and by these presents do grant and convey unto the said party of the second part, heirs, executors, administrators, successors and assigns

ALL of the business assets of party of the first part related to the operation of its business situate at Route 52, T/O Kent, Carmel, New York, excluding cash, accounts receivables, vehicles and real estate, and including all other assets, properties and rights of the party of the first part, of every type and nature, personal or mixed, tangible or intangible, including by way of specification but not limited to the following: (a) Manufacturing and packaging equipment as set forth on Exhibit "B" attached hereto; (b) Ten filing cabinets, Pallet Jack and Air Compressor, Computer, together with all Software and Manuals, Training Manuals, display materials for Trade Shows, including one tabletop and floor display, Formulas for all products; (c) All inventory and supplies; (d) All business records, customer records, sales records, supplier lists, product literature, the right to use the name "Enviro-Zyme International" and all other trade names used by the party of the first part within the last three years, goodwill, use of the present telephone numbers of the party of the first part and all general and intangible assets of the party of the first part used in the operation of its business.

AND DO FURTHER COVENANT AND AGREE, to and with the said party of the second part, that it will not re-establish, re-open, be engaged in, nor in any manner whatsoever become interested, directly or indirectly, either as an employee, owner, partner, agent, or stockholder, director or officer of a corporation, or otherwise, in any business, trade or occupation similar to the one hereby sold for a period of THREE (3) years

AND PARTY OF THE FIRST PART and its principal shareholder agree for a period of FIVE (5) years not to solicit business, nor to sell to, any of the its current customers goods in competition with its products similiar to those currently produced by party of first part or to be produced by party of the second part

TO HAVE AND TO HOLD the same unto the said party of the second part, its heirs, executors, administrators, successors and assigns forever. AND do for heirs, executors and administrators, covenant and agree, to and with the said party of the second part, to warrant and defend the sale of the aforesaid business known as

ENVIRO-ZYME INTERNATIONAL, INCORPORATED hereby sold unto the said party of the second part, its heirs, executors, administrators, successors and assigns, against all and every person and persons whomsoever.

IN WITNESS WHEREOF, the party of the first part has set its hand and seal or caused these presents to be signed by its proper corporate officers and caused its proper corporate seal to be hereto affixed, this 6th day of February, 2006. XXXX

Signed, Sealed and Delivered in the Presence of

ENVIRO-ZYME INTERNATIONAL, INCORPORATED by JAY SILVERSTEIN, President

SCHEDULE OF THE FOREGOING BILL OF SALE

SEE ATTACHED EXHIBIT "B"

*****and the party of the second part DO FURTHER COVENANT AND AGREE that paragraph 3 of the Asset Purchase Agreement shall survive the closing.

STATE OF
COUNTY OF

} ss.:

being duly sworn, deposes and says that h reside at

That h the same person who executed the within bill of sale.

That h the sole and absolute owner of the property described in said bill of sale, and ha full right to sell and transfer the same.

That the said property, and each and every part thereof, is free and clear of any liens, mortgages, debts or other encumbrances of whatsoever kind or nature except,

That h not indebted to any one and ha no creditors.

That there are no judgments existing against h in any court, nor are there any replevins, attachments or executions issued against h now in force; nor has any petition in bankruptcy or arrangement proceedings been filed by or against h; nor ha h taken advantage of any law relating to insolvency.

That this affidavit is made for the purpose and with the intent of inducing

to purchase the property described in said bill of sale, knowing that h will rely thereon and pay a good and valuable consideration therefor.

Sworn to before me this
day of 19 . }

STATE OF NEW YORK
COUNTY OF PUTNAM

} ss.:

JAY SILVERSTEIN, being duly sworn deposes and says:

That he is President of ENVIRO-ZYME INTERNATIONAL, INCORPORATED

a corporation organized under the laws of the State of NEW YORK, and having its principal office at Stormville Mountain Road, P.O. Box 169, Stormville, New York

That the corporation is now the sole owner of all of the goods and chattels described and more specifically enumerated in the schedule hereto annexed and made part of the foregoing bill of sale.

That your deponent states that there are no mortgages, liens, conditional sales agreement or other encumbrances of whatever nature or description affecting the said goods and chattels set forth in the foregoing schedule and that they are absolutely free and clear thereof, except

That the corporation is not indebted to any one and has no creditors except

That there are no actions pending against the corporation in any court; nor are there any replevins, judgments or executions outstanding against the corporation now in force; nor has any petition in bankruptcy or arrangement proceedings been filed by or against the corporation; nor has the corporation taken advantage of any law relating to insolvency.

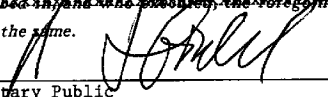
That this affidavit is made for the express purpose and with the intent of inducing ENVIRO-ZYME INTERNATIONAL, LLC (an Illinois Corporation)

to purchase the property set forth and described in the foregoing bill of sale, knowing full well that h will rely upon this affidavit and pay a good and valuable consideration.

Sworn to before me this
6th day of February, 2006. X19XXX } Jay Silverstein
JAY SILVERSTEIN

STATE OF NEW YORK } ss.:
COUNTY OF PUTNAM

On the 6th day of February, 2006, ~~XXXXXXXXXXXXXXXXXXXX~~ before me, the undersigned, a Notary Public in and for said State personally appeared JAY SILVERSTEIN ~~before me~~ personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity and that by his signature on the instrument, the individual or the person on behalf of which the individual acted ~~XXXXXXXXXXXXXXXXXXXX~~ executed the same. ~~XXXXXXXXXXXXXXXXXXXX~~


Notary Public
RICHARD I. GOLDSAND
NOTARY PUBLIC, State of New York
No. 6573920
Qualified in Putnam County No. 111
Commission Expires October 31, 2006

STATE OF } ss.:
COUNTY OF

On the _____ day of _____ nineteen hundred and _____ before me came _____ to me known, who, being by me duly sworn, did depose and say that _____ he resides at No. _____

that he is the _____ of _____ the corporation described in, and which executed, the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of _____ of said corporation; and that he signed his name thereto by like order.

ENVIRO-ZYME INTERNATIONAL,
INCORPORATED
TO
ENVIRO-ZYME INTERNATIONAL, LLC
Bill of Sale
Dated, February 6, 2006, XX