

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
Calciquest, Inc.		12/11/2006	COMPANY: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	Carus Phosphates, Inc.		
Street Address:	315 Fifth Street		
City:	Peru		
State/Country:	ILLINOIS		
Postal Code:	61354		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1467850	CALCIQUEST	
Registration Number:	2465287	QUANTICHEM	
CORRESPONDENCE DATA			
Fax Number:	(212)294-4700		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212 294 6700		
Email:	schopra@winston.com		
Correspondent Name:	Sanjana Chopra		
Address Line 1:	200 Park Avenue		
Address Line 2:	Winston & Strawn LLP		
Address Line 4:	New York, NEW YORK 10166		
ATTORNEY DOCKET NUMBER:	9816		
NAME OF SUBMITTER:	Sanjana Chopra		
Signature:	/W&S/		

CH \$65.00 1467850

Date:

02/08/2007

Total Attachments: 3

source=CALCIQUEST assignment document#page1.tif

source=CALCIQUEST assignment document#page2.tif

source=CALCIQUEST assignment document#page3.tif

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS ("Assignment") made by **CALCIQUEST, INC.** a company organized under the laws of the state of North Carolina, located at 181 Woodlawn Avenue, Belmont, North Carolina 28012 (the "Assignor") to **CARUS PHOSPHATES, INC.** a company organized under the laws of the state of Delaware, located at 315 Fifth Street, Peru, Illinois 61354-0599 ("Assignee").

Background

Pursuant to that certain Asset Purchase Agreement by and between Assignor and Assignee of November 3, 2006, Assignor has agreed to transfer and assign to Assignee, and Assignee has agreed to accept from Assignor the transfer and assignment of, all of Assignor's worldwide right, title and interest in, to and under Assignor's U.S. and Canadian trademarks, including the trademark registrations and applications for registrations thereof and the common law rights pertaining thereto, used by Assignor in connection with the chemical treatment of water, listed on Exhibit "A" attached hereto and incorporated herein by reference (collectively, the "Marks"), together with the goodwill of the business connected with the use of and symbolized by the respective Marks.

N O W , T H E R E F O R E ,

Assignor does hereby transfer and assign to Assignee, and Assignee hereby accepts the transfer and assignment of all of Assignor's worldwide right, title and interest in, to and under the Marks, together with the goodwill of the business connected with the use of and symbolized by the respective Marks, together with all rights to sue for infringement of any Mark, whether arising prior to or subsequent to the date of this Assignment and any and all renewals and extensions thereof that may hereafter be secured under the laws now or hereafter in effect in the United States, Canada, and in any other jurisdiction, the same to be held and enjoyed by the said Assignee, its successors and assigns from and after the date hereof as fully and entirely as the same would have been held and enjoyed by the said Assignor had this Assignment not been made.

Assignor hereby appoints Assignee its true and lawful agent and attorney in fact, with full power of substitution, in the name and stead of Assignor but on behalf and for the benefit of Assignee and its successors from time to time to file such assignment forms as are necessary to evidence the transfer of the Marks to Assignee.

Except to the extent that federal law preempts state law with respect to the matters covered hereby, this Assignment shall be governed by and construed in accordance with the laws of the State of North Carolina without giving effect to the principles of conflicts of laws thereof.

[SIGNATURE PAGE FOLLOWS]

EXHIBIT A
to
ASSIGNMENT OF TRADEMARKS

U.S. TRADEMARK REGISTRATIONS

MARK	REG. NO.	OWNER	GOODS
CALCIQUEST	1,467,850	CalciQuest, Inc.	Chemicals for conditional hard water to prevent scale, in Class 01
QUANTICHEM	2,465,287	CalciQuest, Inc.	Water treatment chemical compositions used to reduce corrosion, in water distribution systems for domestic and industrial use, in Class 01

FOREIGN TRADEMARK REGISTRATIONS

MARK	REG. NO.	OWNER	GOODS
CALCIQUEST	TMA420290	CalciQuest, Inc.	Water treatment chemicals and chemicals for conditioning hard water to prevent scale

COMMON LAW TRADEMARKS

CALCIQUEST

QUANTICHEM

NY:1071591.1