

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
Cerexagri, Inc.		12/18/2007	CORPORATION:

RECEIVING PARTY DATA	
Name:	United Phosphorus, Inc.
Street Address:	630 Freedom Business Center
Internal Address:	Suite 402
City:	King of Prussia
State/Country:	PENNSYLVANIA
Postal Code:	19406
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	970487	ACCELERATE
Registration Number:	722734	AQUATHOL
Registration Number:	2567968	CUPROFIX
Registration Number:	1029646	DES-I-CATE
Registration Number:	1019674	DES-I-CATE
Registration Number:	2500656	DISPERSS
Registration Number:	2733251	D-TECT
Registration Number:	2166578	EVAC
Registration Number:	3160429	FLAMEOUT
Registration Number:	3341009	FLAMEOUT OXY
Registration Number:	755285	HYDROTHOL
Registration Number:	433873	KRYOCIDE
Registration Number:	1014557	PENNCAP-M

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Registration Number:	2988164	PENNCOZEB
Registration Number:	1401826	PENNCOZEB
Registration Number:	3346123	TRISUM
Serial Number:	78935791	FANATE
Serial Number:	77030077	FLOWRITE
Serial Number:	78741534	GENMITE
Serial Number:	77288250	KOMBO
Serial Number:	77029926	MITRUS
Serial Number:	78320047	RAINCOTE
Serial Number:	78900876	TRISUM

CORRESPONDENCE DATA

Fax Number: (202)496-7756
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (202) 496-7500
Email: mlaip@mckennalong.com
Correspondent Name: Andrew J. Park
Address Line 1: 1900 K Street, NW
Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

ATTORNEY DOCKET NUMBER:	29920.0001
NAME OF SUBMITTER:	Andrew J. Park
Signature:	/ajp/
Date:	01/16/2008

Total Attachments: 4
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ASSIGNMENT AGREEMENT

This Assignment Agreement is made this 18 day of December, 2007, by and between the CEREXAGRI, a Pennsylvania corporation, ("TRANSFEROR") and UNITED PHOSPHORUS INC., a Delaware corporation, ("TRANSFeree"). In consideration of mutual covenants and agreements made and/or for good and valuable consideration, the parties agree as follows:

1. **PARTIES.** For the purpose of this Agreement, "Parties" shall mean:

a) **TRANSFEROR**

Name: Cerexagri, Inc.

Address: 630 Freedom Business Center, Suite 402

City: King of Prussia State: PA Zip: 19406

State of Incorporation: PA

Name of Authorized Representative: Eric Loges

Title of Authorized Representative: CFO

b) **TRANSFeree**

Name: United Phosphorus Inc.

Address: 630 Freedom Business Center, Suite 402

City: King of Prussia State: PA Zip: 19406

State of Incorporation: Delaware

Name of Authorized Representative: Peter Bromley

Title of Authorized Representative: CEO

2. **TRADEMARKS.** For the purpose of this Assignment Agreement, "Trademark" shall mean the trademarks listed on Exhibit A attached hereto.

3. **TRADEMARK ASSIGNMENT.** Transferor does hereby irrevocably transfer to the Transferee all right, title and interest in the Trademarks listed on Exhibit A to this Assignment Agreement.

4. **WARRANTY OF TITLE.** Transferor warrants that it is the lawful owner of the Trademarks hereby conveyed and that such Trademarks do not serve as collateral or otherwise secure any loan or other payment arrangement or executory promise of Transferor.

5. **TRANSFEROR AFFIRMATION STATEMENT.** Transferor hereby affirms that the person signing this Assignment Agreement is authorized to bind the Transferor and no court order prohibits the transfer of the Trademarks hereby assigned.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment Agreement to be signed as of the date set forth above.

CEREXAGRI, INC.

By: 

Name: Eric LOGES

Title: VP & CFO

UNITED PHOSPHORUS INC.

By: 

Name: **Peter T. Bromley**
President & CEO

Title: **United Phosphorus, Inc.**

EXHIBIT A

Mark	App. No.	Filing Date	Reg. No.	Reg. Date	Status
ACCELERATE	72/404,350	05-Oct-1971	970487	16-Oct-1973	Registered
AQUATHOL	72/110,947	28-Dec-1960	722734	17-Oct-1961	Registered
CUPROFIX	75/791,087	02-Sep-1999	2567968	07-May-2002	Registered
DES-I-CATE	72/467,168	31-Aug-1973	1029646	06-Jan-1976	Registered
DES-I-CATE	72/467,169	31-Aug-1973	1019674	02-Sep-1975	Registered
DISPERSS	75/496,231	03-Jun-1998	2500656	23-Oct-2001	Registered
D-TECT	76/364,799	30-Jan-2002	2733251	01-Jul-2003	Registered
EVAC	75/232,205	28-Jan-1997	2166578	16-Jun-1998	Registered
FANATE	78/935,791	24-Jul-2006			Pending
FLAMEOUT	78/542,962	06-Jan-2005	3160429	17-Oct-2006	Registered
FLAMEOUT OXY	78/553,620	25-Jan-2005	3341009	20-Nov-2007	Registered
FLOWRITE	77/030,077	26-Oct-2006			Pending
GENMITE	78/741,534	27-Oct-2005			Pending
HYDROTHOL	72/147,145	18-Jun-1962	755285	27-Aug-1963	Registered
KOMBO (Standard Characters)	77/288,250	25-Sep-2007			Pending

KRYOCIDE	71/493,692	21-Dec-1945	433873	04-Nov-1947	Registered
METRUS	77/029,926	26-Oct-2006			Pending
PENNCAP-M	73/030,470	26-Aug-1974	1014557	01-Jul-1975	Registered
PENNCOZEB	78/323,274	05-Nov-2003	2988164	23-Aug-2005	Registered
PENNCOZEB	73/573,378	13-Dec-1985	1401826	22-Jul-1986	Registered
RAINCOTE	78/320,047	29-Oct-2003			Pending
TRISUM	78/896,313	30-May-2006	3346123	27-Nov-2007	Registered
TRISUM (Stylized)	78/900,876	05-Jun-2006			Pending

TRADEMARK

REEL: 003697 FRAME: 0434

RECORDED: 01/16/2008