

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
ASSIGNMENT


WHEREAS, Omnium de Traitements et de Valorisation (OTV), a France societe anonyme, having a place of business at 1, Place Montgolfier, 94410 Saint-Maurice, France, has adopted, used and is using the mark that is the subject of registration in the United States Patent and Trademark Office as follows (the "Mark"):

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>DATED</u>
ACTIFLO	2129707	January 1, 1998

AND, WHEREAS, OTV SA, a societe anonyme, organized and existing under the laws of France, having a place of business at 1, Place Montgolfier, 94410 Saint Maurice, France, is desirous of acquiring the entire right, title and interest in and to the Mark, application and registration and any renewals that may be granted thereon, together with the goodwill of the business symbolized by the Mark, and past common law causes of action;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Omnium de Traitements et de Valorisation (OTV), hereby sells, assigns and transfers unto OTV SA, its successors and assigns, the entire right, title and interest in and to the Mark, application and registration and any renewals that may be granted thereon, together with the goodwill of the business symbolized by the Mark and past common law causes of action.

OMNIUM DE TRAITEMENTS ET DE
VALORISATION (OTV)

By: 
Name: Serame COUSTANT
Title: Chairman S C E C

Dated: January 14, 2004

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant : OTV SA
Registration No. : 2,129,707
Dated : January 20, 1998
Trademark : ACTIFLO

POWER OF ATTORNEY

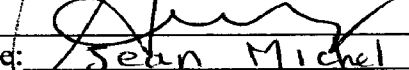
SIR:

In the matter of the above-identified Registration, Registrant hereby appoints PERLA M. KUHN, RONALD ABRAMSON, JULIUS RABINOWITZ, PETER A. SULLIVAN, NATASHA N. REED, KRISTIN B. WHITING and ROBIN E. JACOBSON of the law offices of HUGHES HUBBARD & REED LLP, One Battery Park Plaza, New York, NY 10004-1482, its attorneys with full power of substitution and revocation and to and to transact all business in the Patent Office in connection therewith.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

HUGHES HUBBARD & REED LLP, whose postal address is One Battery Park Plaza, New York, New York 10004-1482, United States of America, is hereby designated Registrant's representative upon whom notices of process in proceedings affecting the mark may be served.

OTV SA

By: 
Name: Sean Michel HERREWYN
Title: Chairman & CEO

Dated: January 15, 2004