

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/31/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
S-T-N Holdings, Inc.		10/15/2007	CORPORATION: NEVADA

**RECEIVING PARTY DATA**

Name:	Osmose, Inc.
Street Address:	980 Ellicott Street
City:	Buffalo
State/Country:	NEW YORK
Postal Code:	14209
Entity Type:	CORPORATION: NEW YORK

**PROPERTY NUMBERS Total: 32**

Property Type	Number	Word Mark
Registration Number:	1642479	AMERICA'S BACKYARD
Registration Number:	1644830	BACKYARD AMERICA
Registration Number:	1780968	BETTEREARTH PRODUCTS
Serial Number:	76511471	BLUE PLATE
Registration Number:	0705781	BUTINOX
Serial Number:	76617729	C2
Serial Number:	76617728	C-2 TRUSS
Serial Number:	76617731	C2 TRUSS
Serial Number:	76577176	CARBO
Serial Number:	76193626	CLEAR CHOICE
Serial Number:	76577196	COP-R-NAP
Registration Number:	0975265	
Serial Number:	76487193	FIELD CALC

CH \$815.00 1642479

Registration Number:	0761099	FLAMEPROOF
Serial Number:	76487192	MOBILECALC
Serial Number:	76574009	NW
Serial Number:	75789264	O-CALC
Serial Number:	78687711	ORGANIC LIFE
Serial Number:	78769665	ORGANIC LIFE
Registration Number:	0688936	OSMOSALTS
Registration Number:	0704776	OSMOSE PROCESS FOR WOOD PRESERVATION OSMOSE WOOD PRESERVING CO. BUFFALO, N.Y.
Registration Number:	0719500	OZ
Registration Number:	1173663	PILE GARD PRESERVE IN PLACE PILING-WITH
Registration Number:	0653623	POLE TOPPER
Serial Number:	76568091	RICH HEART
Serial Number:	78769688	SMART SENSE
Registration Number:	2134276	SPIKE TITE
Serial Number:	78609711	STRENGTHCALC
Registration Number:	1152059	TIE-GARD
Registration Number:	1257269	TIMBER-GARD
Registration Number:	2316130	TIMBER-MATE
Registration Number:	1099073	WHY JUST STAIN IT WHEN YOU CAN ALSO PRESERVE IT

**CORRESPONDENCE DATA**

Fax Number: (716)849-0349  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 716 848 1245  
Email: ksuzan@hodgsonruss.com  
Correspondent Name: Hodgson Russ LLP - Kenneth D. Suzan  
Address Line 1: The Guaranty Building  
Address Line 2: 140 Pearl Street, Suite 100  
Address Line 4: Buffalo, NEW YORK 14202-4040

ATTORNEY DOCKET NUMBER:	011474.00002
NAME OF SUBMITTER:	Kenneth D. Suzan
Signature:	/Kenneth D. Suzan/
Date:	10/29/2007

Total Attachments: 4  
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***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on October 22, 2007.

*Paul LaPointe*

Paul LaPointe  
Special Deputy Secretary of State

**CT-07**

**CERTIFICATE OF MERGER OF  
S-T-N HOLDINGS, INC.  
INTO OSMOSE, INC.**

Under Section 904 of the  
Business Corporation Law

The undersigned, Darlene E. Graczyk being the Vice President of S-T-N Holdings, Inc. ("STN"), and John C. Casper, being the Assistant Secretary/Assistant Treasurer of Osmose, Inc., a New York corporation ("Osmose"; STN and Osmose, the "Constituent Entities"), do hereby certify:

1. The name of the Constituent Entities are, S-T-N Holdings, Inc. and Osmose, Inc. Osmose, Inc. was originally formed in the State of New York under the name Osmose Corporation of America.
2. The designation and number of outstanding shares of STN are 774,254 common shares, no par value, all of which are entitle to vote. The designation and number of outstanding shares of Osmose are 1 common share, \$.10 par value per share, which is entitled to vote. The number of shares of the Constituent Entities is not subject to change prior to the effective date of the merger.
3. The date when the certificate of incorporation of Osmose, Inc. was filed by the Department of State is November 30, 1934.
4. The jurisdiction of STN is the State of Nevada and its Articles of Incorporation were filed on November 4, 1994. STN has not filed an application for authority to do business in the State of New York.
5. An agreement and plan of merger has been approved and executed by the Constituent Entities (the "Plan of Merger").

6. The surviving corporation is Osmose, Inc. (the "Surviving Corporation").
7. The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation following the merger without any changes or amendments thereto.
8. The effective date of the merger shall be October 31, 2007.
9. The merger of STN into Osmose is permitted by the State of Nevada and is in compliance therewith.
10. The Plan of Merger is on file at the place of business of the Surviving Corporation at 980 Ellicott Street, Buffalo, New York 14209.
11. The merger of STN into Osmose, Inc. was adopted and approved by the unanimous written consent of the board of directors of STN, followed by written consent of its sole shareholder, and by the unanimous written consent of the board of directors of Osmose, followed by written consent of its sole shareholder.

**IN WITNESS WHEREOF**, the undersigned hereby execute this Certificate and affirm the statements made herein as true under penalties of perjury this 15th day of October, 2007.

S-T-N HOLDINGS, INC.

/s/ Darlene E. Graczyk

By: \_\_\_\_\_

Name: Darlene E. Graczyk

Title: Vice President

OSMOSE, INC.

/s/ John C. Casper

By: \_\_\_\_\_

John C. Casper

Title: Asst. Secretary/ Asst. Treasurer

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Certificate of Merger  
OF  
S-T-N HOLDINGS, INC.  
INTO  
OSMOSE, INC.

Under Section 904 of the Business Corporation Law

FILED  
2007 OCT 22 PM 12:44

ICC  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED OCT 22 2007  
TAXS  
BY: JCH  
ERTE

Filed by:

Chantel Burns - Hodgson Russ LLP

The Guaranty Building - 140 Pearl Street, Suite 100

Buffalo, NY 14202-4040

JCH

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