


CMD 6-2-98

Attorney's Docket No. D0540/2003

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011	<b>RECORDATION RECEIVED</b> JUN 5 1998	06-19-1998  100741981	DEPARTMENT OF COMMERCE Patent and Trademark Office
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To the Commissioner for Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): U.S. Filter Distribution Group, Inc.</p> <p><input type="checkbox"/> individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership            <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State Georgia  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: IP Holding Company  Internal Address:  Street Address: 10 Technology Drive,  Lowell, MA 01851</p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> no  (Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment                              <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement                  <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: January 28, 1998</p>	

4. Application number(s) or registration number(s):	
A. Trademark Application No.(s)	B. Trademark Registration No.(s) 1,690,042
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Peter C. Lando  Address: WOLF, GREENFIELD &amp; SACKS, P.C.  Federal Reserve Plaza  600 Atlantic Avenue  Boston, MA 02210</p>	<p>6. Total number of applications and registrations involved:..... [1]</p> <hr/> <p>7. Total fee (37 CFR 3.41).....\$ 40.00</p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to deposit account  The Commissioner is authorized to charge:</p> <hr/> <p>8. Deposit Account No: 23/2825</p>
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DO NOT USE THIS SPACE

9. Statement and signature  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Peter C. Lando \_\_\_\_\_ June 2, 1998 \_\_\_\_\_  
Name of Person Signing                              Signature    Date

Total number of pages including cover sheet, attachments, and document: [3]

Mail documents to be recorded with required cover sheet information to:  
Box Assignment, Commissioner for Patents and Trademarks, Washington, D.C. 20231

06/18/1998 TTDN11 00000190 1690042  
01 FC:481 40.00 DP

**ASSIGNMENT**

WHEREAS, U.S. Filter Distribution Group, Inc., a corporation of the State of Georgia having an office and place of business at 1820 Metcalf Avenue, Thomasville, Georgia 31792 has adopted and used the following marks noted on the attached Schedule.

WHEREAS, IP Holding Company, a corporation of the State of Delaware, having an office and place of business at 10 Technology Drive, Lowell, Massachusetts 01851 is desirous of acquiring said marks and the registrations therefor.

NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, said U.S. Filter Distribution Group, Inc. without representations or warranties with respect to said trademarks or registrations or the title thereto does hereby assign unto the said IP Holding Company, all its rights, title and interest in and to the said mark and the registration therefor, together with the goodwill of the business symbolized by said mark and the registration therefor and including all rights to sue and recover for past infringement of said mark and the registration therefor.

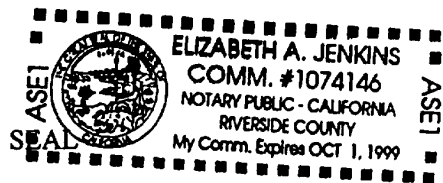
U.S. FILTER DISTRIBUTION GROUP, INC.

January 23, 1998  
Date

By [Signature]  
Name: Michael E. Hulme, Jr.  
Title: Assistant Treasurer & Assistant Secretary

State of California  
County of Riverside

Subscribed to and sworn before me this 23 day of January, 1998.



[Signature]  
Notary Public  
My Commission Expires: 10-1-99

IP HOLDING COMPANY

January 28, 1998  
Date

By [Signature]  
Name: Michael F. Welch  
Title: Assistant Treasurer

Commonwealth of Massachusetts  
County of Middlesex

Subscribed to and sworn before me this 28<sup>th</sup> day of January, 1998.



[Signature]  
Notary Public  
My Commission Expires:

KATHRYN L. LAMPORN  
Notary Public  
My Commission Expires December 4, 2003

Schedule A

**UNITED STATES TRADEMARK REGISTRATIONS**

<b><u>COUNTRY</u></b>	<b><u>TRADEMARK</u></b>	<b><u>REGISTRATION NUMBER</u></b>	<b><u>APPLICATION NUMBER</u></b>
United States	BIOXIDE	1636333	73/785125
United States	BIOXIDE	1675617	74/053526
United States	BIOTAC	1662136	74/062633
United States	ALKA-PRO	1690042	74/150838
United States	ODOPHOS	1527367	73/731010
United States	ODOPHOS	1520381	73/731011