

10-09-1998

MRD 10/2/98



FORM PTO, FM 1-31-92

REC

100846799

TRADEMARK

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

RECEIVED

Tab settings 000

1998 OCT - 2 PM 2:28

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

J & W Scientific Incorporated

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: August 11, 1998

2. Name and address of receiving party(ies):

Name: IBJS

Internal Address:

Street Address: One State Street

City: New York State: NY ZIP: 10004

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

see attached

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Barbara Bauer, Legal Assistant

Internal Address: Dewey Ballantine LLP

Room 2841A

Street Address: 1301 Avenue of the Americas

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved:

18

7. Total fee (37 CFR 3.41): \$ 465.

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

04-0952

(Attach duplicate copy of this page if paying by deposit account)

10/06/1998 DNGUYEN 00000178 040952 1714633

DO NOT USE THIS SPACE

01 FC:481 40.00 CH  
02 FC:482 425.00 CH

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.

Barbara Bauer  
Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet

7

OMB No. 0651-0011 (exp. 4/94)

TRADEMARK

Do not detach this portion

REEL: 1797 FRAME: 0049

**ASSIGNMENT OF SECURITY INTEREST AND MORTGAGE  
IN UNITED STATES TRADEMARKS AND PATENTS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, J&W Scientific Incorporated, a Delaware corporation (the "Grantor") with principal offices at 91 Blue Ravine Road, Folsom, California 95630, hereby assigns, grants and mortgages to IBJS, as Collateral Agent, with principal offices at One State Street, New York, New York 10004 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all of the Grantor's right, title and interest in and to the United States patents (the "Patents") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks and Patents, (iv) the goodwill of the businesses symbolized by the Marks, and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS AGREEMENT is entered into to secure the full and prompt performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement between the Grantor and the Grantee, dated as of August 11, 1998 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor such statements, documents or other instruments in writing as may be reasonably requested by the Grantor releasing the security interest and mortgage in the Marks and Patents granted under this Agreement.

This Agreement has been entered into in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event any provisions of this Agreement are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Agreement

as of the 11th day of August, 1998.

J&W SCIENTIFIC INCORPORATED,  
Grantor

By: Julia Rafter  
Title: Vice President

IBJ SCHRODER BANK & TRUST  
COMPANY,  
as Collateral Agent, Grantee

By: Mark H. Minter  
Title: Managing Director

STATE OF *California*)  
COUNTY OF *Sacramento* ) SS:



On this 10<sup>th</sup> day of August, 1998, before me personally came

*Thelma Brathien* who, being by me duly sworn, did state as follows: that he is  
*Vice President* of J&W Scientific Incorporated that he is authorized to execute  
the foregoing Agreement on behalf of said corporation and that he did so by authority of  
the Board of Directors of said corporation.

*Margaret A. Bickford*  
Notary Public



**TRADEMARK ASSIGNMENT SCHEDULE**

<b>TRADEMARK</b>	<b>REG. NUMBER</b>	<b>REG. DATE</b>
Accubond (Chrom. Prod.)	1,714,633	9/8/92
Accubond (Extr. Tube)	1,600,516	6/12/90
Autostart	1,433,437	3/17/87
Connex	2,004,627	10/1/96
DB-Pro Steel	2,036,055	2/4/97
Durabond	1,320,380	2/19/85
Durawax	1,236,105	5/3/83
Evidex	1,912,176	8/15/95
GS-Alumina	1,675,747	2/18/92
GS-Q	1,514,420	11/29/88
Intelligent Flow Meter and Design	1,895,700	5/23/95
Measuring Flow the Intelligent Way	1,857,575	10/11/94
Megabore	1,365,332	10/15/85
Microbore	1,814,765	1/4/94
MicroPage Design	1,697,495	6/30/92
MicroSil Design	1,767,277	4/27/93
Minibore	1,799,141	10/19/93
DB-CVU	1,927,559	10/17/95

**CERTIFICATE OF MAILING**

"EXPRESS MAIL" MAILING LABEL NUMBER: EM295253515US

DATE OF DEPOSIT: October 1, 1998

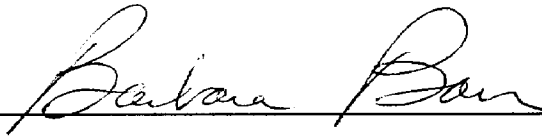
TYPE OF DOCUMENT: Assignment of J&W Scientific Incorporated  
Trademarks to IBJS (security interest)

I hereby certify that this paper is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. 1.10 on the date indicated above, by being handed to a postal clerk or by being placed in the express mail box before the posted date of the last pick-up, and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513.

Barbara Bauer

---

(Typed or printed name of person signing certificate)



---

(Signature of person signing certificate)

Dated: October 1, 1998

TRADEMARK  
REEL: 1797 FRAME: 0056



# DEWEY BALLANTINE LLP

1301 AVENUE OF THE AMERICAS  
NEW YORK 10019-6092  
TEL 212 259-8000 FAX 212 259-6333

October 1, 1998

## BY EXPRESS MAIL

Commissioner of Patents & Trademarks  
Box Assignments – Fee  
Washington, D.C. 20231

**Re: Assignment of J&W Scientific Incorporated  
Trademarks to IBJS**

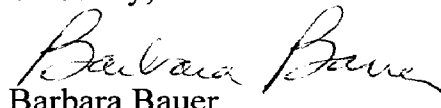
Dear Sir/Madam:

Enclosed please find the following:

1. Two copies of the trademark cover sheet giving the particulars of the United States Trademark Assignment to be recorded;
2. The trademark assignment document;
3. Authorization to charge assignment fees to U.S. Deposit Account No. 04-0952, a copy of this authorization is enclosed herewith for charging purposes; and
4. A pre-addressed, stamped postcard.

Kindly stamp the postcard with acknowledgement of receipt of these documents and return it to me. If you have any questions, please do not hesitate to contact me at (212) 259-7099.

Sincerely,

  
Barbara Bauer  
Legal Assistant

Enclosures

# DEWEY BALLANTINE LLP

1301 AVENUE OF THE AMERICAS  
NEW YORK 10019-6092  
TEL 212 259-8000 FAX 212 259-6333

October 1, 1998

## BY EXPRESS MAIL

Commissioner of Patents & Trademarks  
Box Assignments – Fee  
Washington, D.C. 20231

**Re: Assignment of J&W Scientific Incorporated  
Trademarks to IBJS**

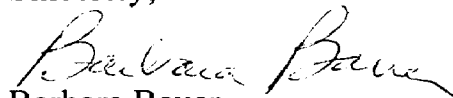
Dear Sir/Madam:

Enclosed please find the following:

1. Two copies of the trademark cover sheet giving the particulars of the United States Trademark Assignment to be recorded;
2. The trademark assignment document;
3. Authorization to charge assignment fees to U.S. Deposit Account No. 04-0952, a copy of this authorization is enclosed herewith for charging purposes; and
4. A pre-addressed, stamped postcard.

Kindly stamp the postcard with acknowledgement of receipt of these documents and return it to me. If you have any questions, please do not hesitate to contact me at (212) 259-7099.

Sincerely,

  
Barbara Bauer  
Legal Assistant

Enclosures

NEW YORK WASHINGTON LOS ANGELES LONDON HONG KONG BUDAPEST PRAGUE WARSAW

RECORDED: 10/01/1998

TRADEMARK  
REEL: 1797 FRAME: 0058