

FORM PTO-1594

11-10-1998

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

10, 13, 98



100874449

10-13-1998

Commissioner of Patents and Trademarks

Send original documents or copy thereof.

U.S. Patent & TMO/TM Mail Rpt/Dt. #10 Party(ies):

PROMEGA CORPORATION

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

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

2. Name and address of receiving party(ies)

Name: Bank One, Wisconsin, as collateral agent

Internal Address: 111 East Wisconsin Avenue Milwaukee, WI 53202

Street Address: Same as above

City: _____ State: _____ Zip: _____

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Bank

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

3. Nature of conveyance:

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

Execution Date: _____

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Exhibit A attached hereto.

Additional numbers attached? Yes No

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

Name: Reinhart, Boerner, Van Deuren, Norris & Rieselbach, s.c.

Internal Address: David B. Schulz, Esq.

Street Address: 1000 North Water Street Suite 2100

City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:

15

7. Total fee (37 CFR 3.41)..... \$265

- Enclosed
- Authorized to be charged to deposit account
- Any Deficiencies in Enclosed Fee should be charged to our Deposit Account.

8. Deposit account number:

18-0882

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

11/10/1998 DMGUYEN 00000079 180882 1979703

01 FC:481 40.00 DP
02 FC:482 125.00 CH 225.00 DP

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.

Sais Bounyong
Name of Person Signing

Signature

10-7-98
Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

EXHIBIT A**Ten Most Significant Trademarks
of Promega Corporation
(effective January 7, 1998)**

COUNTRY	TRADEMARK	REGISTRATION/ SERIAL NO.	REGISTRATION/ FILING DATE
United States	Wizard	1,979,703	6-11-96
United States	TNT	1,817,626	1-25-94
United States	CellTiter 96	1,797,414	10-12-93
United States	PolyATtract	1,650,509	7-16-91
United States	pGEM	1,453,756	8-25-87
United States	Riboprobe	1,352,280	8-6-85
United States	RNasin	1,237,884	5-17-83
United States	Dual-Luciferase	75/162,872	9-9-96
United States	GenePrint	75/093,516	4-26-96
United States	Anti-Active	75/323,273	7-1-97

NOTICE OF SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF SECURITY INTEREST IN TRADEMARKS is by and between PROMEGA CORPORATION, a Wisconsin corporation (the "Company"), and BANK ONE, WISCONSIN, as collateral agent for the "Benefited Parties", as defined in the Security Agreement referred to below, (the "Collateral Agent").

The parties acknowledge the following:

A. The Company has executed a Security Agreement (the "Security Agreement") dated as of October 24, 1997, in favor of the Agent.

B. The Company has adopted, used and is using the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are registered with the United States Patent and Trademark Office.

C. Pursuant to the Security Agreement, the Company has granted to the Collateral Agent, for the benefit of the Benefited Parties, a security interest in and to all of the Trademarks, service marks, applications therefor and associated goodwill therein, now owned or from time to time after the date hereof owned or acquired by the Company, and in and to all proceeds and benefits thereof.

Dated as of October 24, 1997.

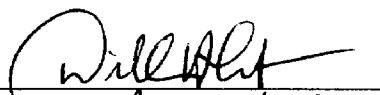
Address:

2800 Woods Hollow Road
Madison, WI 53911

PROMEGA CORPORATION

BY

Its



President


BANK ONE, WISCONSIN,
as collateral agent

Address:

111 East Wisconsin Avenue
Milwaukee, WI 53202

BY

Its



Vice President

TM

REINHART | BOERNER | VAN DEUREN
MORRIS & RIESELBACH, S.C.



ATTORNEYS AT LAW

10-13-1998

October 7, 1998

U.S. Patent & TMO/TM Mail Rcpt Dt. #10

Direct Dial:
414-298-8569

CERTIFIED MAIL -
RETURN RECEIPT REQUESTED

Honorable Commissioner of Patents
and Trademarks
Washington, DC 20231

Dear Sir or Madam:

Re: Credit Agreement Among Promega
Corporation, the Foreign
Subsidiaries of Promega
Corporation Signatory Thereto, the
Lenders Signatory Thereto and
Bank One, Wisconsin, as Agent

I enclose for filing an original Notice of Security Interest in Trademarks
pertaining to the following U.S. trademarks:

<u>Trademark Name</u>	<u>Registration Number</u>	<u>Issue Date</u>
Wizard	1,979,703	June 11, 1996
TNT	1,817,626	January 25, 1994
CellTiter 96	1,797,414	October 12, 1993
PolyATract	1,650,509	July 16, 1991
pGEM	1,453,756	August 25, 1987
Riboprobe	1,352,280	August 6, 1985
RNasin	1,237,884	May 17, 1983
Dual-Luciferase	75/162,872	September 9, 1996
GenePrint	75/093,516	April 26, 1996
Anti-Active	75/323,273	July 1, 1997

A check in the amount of \$265 is enclosed to cover the cost of the filing
fees. If, for any reason, the amount of the check is not sufficient to cover the filing
fees, please draw from our Account No. 18-0882.

1000 North Water Street P.O. Box 92900 Milwaukee, Wisconsin 53202-0900 Telephone (414) 298-1000 Facsimile (414) 298-8097

Denver, CO
(303) 831-0909

Madison, WI
(608) 229-2200

Milwaukee, WI
(800) 553-6215

Washington, D.C.
(202) 393-3636

TRADEMARK
REEL: 1811 FRAME: 0098

Honorable Commissioner of Patents

October 7, 1998

Page 2

Upon receipt of this letter, please file stamp the enclosed self-addressed stamped postcard and return it to me.

Thank you for your assistance in this matter.

Yours very truly,

A handwritten signature in black ink, appearing to read 'Sais Bounyong', with a stylized flourish at the end.

Sais Bounyong
Secretary to David B. Schulz, Esq.

MW1\40990SB:SB

Encs.