

12-23-1998

COVER SHEET ONLY

FORM PTO-1594

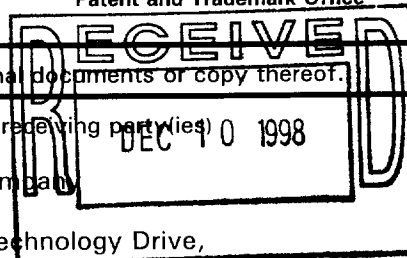
(Rev. 6-93)

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



100928460

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



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

1. Name of conveying party(ies): U.S. Filter Distribution Group, Inc. [] individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Georgia [] Other

MRD 12-10-98

2. Name and address of receiving party(ies) 1998 Name: IP Holding Company Internal Address: Street Address: 10 Technology Drive, Lowell, MA 01851 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: [] yes [x] no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [x] Yes [] No

3. Nature of conveyance: [x] Assignment [] Merger [] Security Agreement [] Change of Name [] Other

Execution Date: January 28, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,527,367

Additional numbers attached? [] Yes [x] No

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

Name: Peter C. Lando Address: WOLF, GREENFIELD & SACKS, P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210

6. Total number of applications and registrations involved:..... [1]

7. Total fee (37 CFR 3.41).....\$ 40.00

[x] Enclosed

[] Authorized to be charged to deposit account

The Commissioner is authorized to charge:

8. Deposit Account No: 23/2825

12/23/1998 DNGUYEN 00000270 1527367

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40.00 CP

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

Name of Person Signing

Signature

December 7, 1998

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 fo Patents and Trademarks, Washington, D.C. 20231

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.

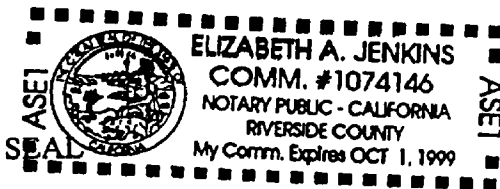
U.S. FILTER DISTRIBUTION GROUP, INC.

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.



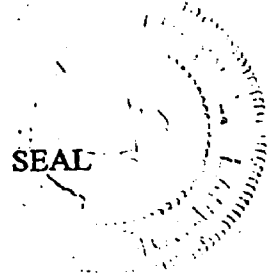
[Signature]
Notary Public
My Commission Expires: 10-1-99

January 28, 1998
Date

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

Commonwealth of Massachusetts
County of Middlesex

Subscribed to and sworn before me this 28th day of January, 1998.



[Signature]
Notary Public
My Commission Expires:

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

UNITED STATES TRADEMARK REGISTRATIONS

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>REGISTRATION NUMBER</u>	<u>APPLICATION NUMBER</u>
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