



**ASSIGNMENT**

WHEREAS, IP Holding Company a corporation of the State of Delaware, having an office and place of business at 40-004 Cook St, Palm Desert, CA 92211 is the owner of the entire right, title and interest to United States trademark registration number 1,527,367, registered on February 28, 1989.

WHEREAS, United States Filter Corporation, having an office and place of business at 40-004 Cook Street, Palm Desert, California 92211 is desirous of acquiring said trademark.

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt whereof is hereby acknowledged, IP Holding Company, without representations or warranties with respect to said registrations or the title thereto, does hereby assign unto the said United States Filter Corporation, all its rights, title and interest in and to the said trademark therefore, together with the goodwill of the business symbolized by said trademark therefor and including all rights to sue and recover for past infringement of said trademark therefor.

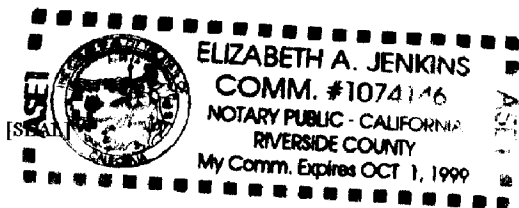
IP HOLDING COMPANY

4/16/99  
Date

By *Stephen P. Stanczak*  
Name: Stephen P. Stanczak  
Title: Executive Vice President and General Counsel

State of California  
County of Riverside

Subscribed to and sworn before me this 16<sup>th</sup> day of April, 1999.



*Elizabeth A. Jenkins*  
Notary Public  
My Commission Expires: 10-1-99

UNITED STATES FILTER CORPORATION

April 27, 1999  
Date

By *Michael Welch*  
Name: Michael Welch  
Title: Assistant Treasurer

State of Massachusetts  
County of Middlesex

Subscribed to and sworn before me this 27<sup>th</sup> day of April, 1999.

*Kemberly A. Oetwood*  
Notary Public  
My Commission Expires: 10-27-00

[SEAL]