


TRADEMARKS ONLY

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

<p>1. Name of conveying party(ies): Johnson Matthey 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 of Pennsylvania <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party (ies)</p> <p>Name: Honeywell International Inc. Internal Address: _____ Street Address: 101 Columbia Road City: Morristown State: NJ ZIP: 07962</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 of Delaware <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 type="checkbox"/> No (Designations must be a separate document from assignment)</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" 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: _____</p>	
<p>4. Application number(s) or registration number(s)</p> <p>A. Trademark Application No.(s) 75/411217 INTEGRATED MATERIAL SOLUTIONS</p> <p>B. Trademark Registration No. (s) 1,837,701 OMEGA ONE - 10 and design</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Mary Ann G. Lemere Internal Address: _____ Law Department</p> <p>Street Address: 101 Columbia Road</p> <p>City: Morristown State: NJ ZIP: 07962</p>	<p>6. Total number of applications and registrations involved 2</p> <p>7. Total fees (37 CFR 3.41).....\$ 65.00</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>Deposit account number: 01-1125</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>

8. 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.

Mary Ann G. Lemere  **February 9, 2000**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Assistant Commissioner for Trademarks
BOX ASSIGNMENTS
2900 Crystal Drive
Arlington, VA 22202-3513

ASSIGNMENT OF TRADEMARK

WHEREAS, Johnson Matthey Public Limited Company ("Johnson Matthey") and AlliedSignal Inc. ("AlliedSignal") are parties to that certain Purchase Agreement (the "Purchase Agreement") dated as of July 8, 1998, and amendments thereto, pursuant to which Johnson Matthey sold and AlliedSignal purchased from Johnson Matthey the Shares, the Non-U.S. Shares and the Non-U.S. Businesses, as those terms are defined in the Purchase Agreement (for ease of reference the aforescribed sale and purchase transaction will be referred to herein as the "Electronics Business Sale"); and

WHEREAS, AlliedSignal has merged into Honeywell International, Inc. ("Honeywell"), a corporation organized under the laws of Delaware, having a place of business at 101 Columbia Road, Morristown, New Jersey; and

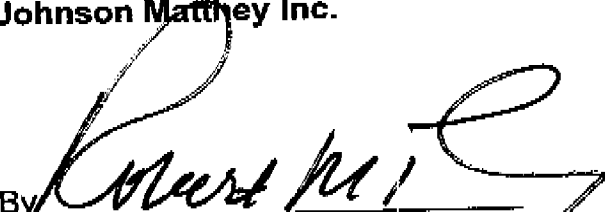
WHEREAS, Johnson Matthey Inc. ("JMI"), a Pennsylvania corporation and a subsidiary of Johnson Matthey, having a place of business at 460 Swedesford Road, Wayne, Pennsylvania, is the owner of record of the trademarks set forth on the attached Schedule A ("Trademarks") and said Trademarks were contemplated by the parties as being part of the Electronics Business Sale; and

WHEREAS, in order to complete the transfer of the Trademarks in accordance with the Purchase Agreement, it is necessary that JMI transfer to Honeywell all of its interest in the Trademarks and goodwill associated therewith.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged; JMI, hereby assigns to Honeywell, all of its right, title and interest in and to the Trademarks, together with the good will of the business symbolized thereby.

Johnson Matthey Inc.

Date: JAN. 21, 2000

By 
Robert M. Talley
Vice President, General Counsel
and Secretary

Schedule A

Mark	Country	Application No.	Registration No.
INTEGRATED MATERIAL SOLUTIONS	United States	75/411217	-
INTEGRATED PACKAGING SOLUTIONS	United States	Not Filed	-
OMEGA ONE - IO and Design	United States	74/210206	1,837,701