

04-08-2000

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year
2 3 00

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name CHEMICON INTERNATIONAL, INC.

2 3 00

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization CALIFORNIA

Receiving Party

Mark if additional names of receiving parties attached

Name IMPERIAL BANK

DBA/AKA/TA _____

Composed of _____

Address (line 1) 701 "B" Street, Suite 600

Address (line 2) _____

Address (line 3) SAN DIEGO

CALIFORNIA

92101

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization CALIFORNIA

04/06/2000 INVENTN 00000011 75616173

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

45.00 OP
375.00 OP

Public burden reporting for this collection of information is estimated to average approximately 20 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0851-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0851-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

REEL: 002044 FRAME: 0522

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/616,179"/>	<input type="text" value="75/647,587"/>	<input type="text" value="75/763,484"/>	<input type="text" value="1,657,895"/>	<input type="text" value="2,102,439"/>	<input type="text" value="1,408,103"/>
<input type="text" value="75/707,314"/>	<input type="text" value="75/812,400"/>	<input type="text"/>	<input type="text" value="1,618,385"/>	<input type="text" value="2,174,958"/>	<input type="text" value="2,157,583"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,837,495"/>	<input type="text" value="1,740,738"/>	<input type="text" value="1,760,855"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Kevin A. Cahill
Name of Person Signing

Kevin A. Cahill
Signature

Feb. 29, 2000
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name CHEMICON INTERNATIONAL, INC.

2/3/00

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization CALIFORNIA

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name IMPERIAL BANK

DBA/AKA/TA

Composed of

Address (line 1) 701 "B" Street, Suite 600

Address (line 2)

Address (line 3) San Diego California 92101
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization CALIFORNIA

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

			<u>2,179,152</u>	<u>2,266,598</u>	

MEMORANDUM OF SECURITY AGREEMENT IN TRADEMARKS


Chemicon International, Inc., whose address is 28835 Single Oak Drive, Temecula, California 92590 ("Debtor"), does hereby grant to Imperial Bank, whose address is 701 "B" Street, Suite 600, San Diego, California 92101 ("Creditor"), a security interest in and collaterally assigns to Creditor or all of Debtor's now owned or hereafter acquired right, title and interest in and to (i) the trademark registrations and other trademarks which are identified on Schedule "A" attached hereto and incorporated herein, together with all extensions and renewals thereof, (ii) the trademark applications which are identified on Schedule "A", together with any and all trademark registrations resulting therefrom (collectively the "Trademarks"), and (iii) all goodwill and assets of the business symbolized by or associated with such Trademarks, and actions for infringement or violation concerning the foregoing.

The terms and conditions of the security interest granted hereby are contained in that certain Intellectual Property Security Agreement (the "Agreement") dated as of February 3, 2000, between Debtor and Creditor as security for Debtor's performance of Debtor's obligations as set forth in the Agreement. Nothing contained in this Memorandum of Security Agreement in Trademarks shall be construed as limiting any interest which Creditor may have in any other collateral described in the Agreement or otherwise.

IN WITNESS WHEREOF, the undersigned have executed this Memorandum effective as of February 3, 2000.

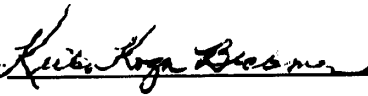
"LENDER"

Imperial Bank

By: 
Stephen M. Cusato
Its: Senior Vice President

"BORROWER"

Chemicon International, Inc.

By: 
Its: Chairman

**TRADEMARK
REEL: 002044 FRAME: 0525**

STATE OF CALIFORNIA }
COUNTY OF San Diego } ss

On 2/10/00, before me, Roy J. Millender II, personally appeared _____ personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature [Signature] (This area for official notarial seal)



STATE OF CALIFORNIA }
COUNTY OF San Diego } ss

On 2/10/00, before me, Roy J. Millender II, personally appeared _____ personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature [Signature] (This area for official notarial seal)



TRADEMARK
REEL: 002044 FRAME: 0526

SCHEDULE "A"

Registered Trademarks

Owner/ Applicant	Country of Registration	Registration No.	Mark	Class/ Products
Chemicon	United States	1,657,895	ESGRO	5
Chemicon	United States	2,102,439	CAPTAGENE	10
Chemicon	United States	1,408,103	Monohaem	1
Chemicon	United States	1,618,385	Silenus	5
Chemicon	United States	2,174,958	Chemicon	1
Chemicon	United States	2,157,583	Simulfluor	1, 5
Chemicon	United States	1,837,495	SeaLite Sciences	1, 5
Chemicon	United States	1,740,738	NovaLite	1, 5
Chemicon	United States	1,760,855	AquaLite	1
Chemicon	United States	2,179,152	AquaGene	1
Chemicon	United States	2,266,598	QUANTI-D	1, 5

Trademark Applications

Owner/ Applicant	Country of Application	Application/ Serial No.	Mark	Class/ Products
Chemicon	United States	75/616,179	Oligo Detect	5
Chemicon	United States	75/647,587	QCM	1
Chemicon	United States	75/763,484	MitoLight	1
Chemicon	United States	75/707,314	IHC Select	5
Chemicon	United States	75/812,400	Chemflash	5

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RECORDED: 02/29/2000

**TRADEMARK
REEL: 002044 FRAME: 0527**