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05-24-2000



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To the Honorable Commissioner of

held original documents or copy thereof
Address of receiving party(ies)

1. Name of conveying party(ies):

NetOptix Corporation
Sturbridge Business Park
PO Box 550
Sturbridge, MA 01566

- Individuals(s)
- General Partnership
- Corporation-Delaware
- Other
- Association
- Limited Partnership

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

Name: CooperSurgical Acquisition Corp.

Internal Address: _____

Street Address: 6140 Stoneridge Mall Road, Suite 590

City: Pleasanton State: CA ZIP: 94588

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

If assignee is not determined in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separated 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: 1/28/00

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2205687
2134419

Additional numbers attached? Yes No

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

Name: Carol R. Kaufman, VP Legal Affairs

Internal Address: The Cooper Companies, Inc.

Street Address: 6140 Stoneridge Mall Road, Ste 590

City: Pleasanton State: CA ZIP: 94588

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41)\$ 65⁰⁰

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

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

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.

Cindy Kang

Name of Person Signing

Cindy M Kang
Signature

4/28/00
Date

Total number of pages including cover sheet, attachments, and document: 4

05/22/2000 ASCOTT 00000078 2205687

Mall documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

01 FC:481
02 FC:482

40.00 DP
25.00 DP

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and entered into as of this 31st day of January 2000, by NetOptix Corporation, a Delaware corporation having its principal place of business located at Sturbridge Business Park, P.O. Box 550, Sturbridge, Massachusetts 01566 ("Assignor"), to CooperSurgical Acquisition Corp., a Delaware corporation having its principal place of business located at 6140 Stoneridge Mall Road, Suite 590, Pleasanton, California, 94588 ("Assignee").

WHEREAS, the Assignor owns and uses the trademarks and the applications therefor set forth on Schedule A hereto (the "Trademark");

WHEREAS, pursuant to the Stock and Asset Purchase Agreement dated as of December 14, 1999, as amended, among Assignor, certain subsidiaries of Assignor, The Cooper Companies, Inc. and Assignee, Assignor is transferring certain of its assets, including the Trademarks, to Assignee;

WHEREAS, Assignor and Assignee desire that Assignee acquire the entire right, title and interest in and to the Trademarks, including the right to bring actions for infringement of the Trademarks occurring prior to the date of this Assignment.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the Assignor has sold, assigned, and transferred, and by these presents does sell, assign, and transfer to the Assignee, its successors and assigns the Assignor's entire right, title and interest in and to the Trademarks (including but not limited to the trademark application therefor), identified on Schedule A attached to this Assignment, including the right to bring actions for infringements of the Trademarks occurring prior to the date of this Assignment, together with Assignor's business and of the goodwill of the Assignor's business connected with and symbolized by the Trademarks.

[Remainder of page intentionally left blank.]

IN TESTIMONY WHEREOF, the Assignor has caused this Assignment to be signed and executed by its undersigned duly authorized officer.

NETOPTIX CORPORATION

Date: 1/28/00

By: [Signature]
Name: Thomas J. Matthews
Title: Vice President

STATE OF Florida)
COUNTY OF Palm Beach) ss;

CERTIFICATE OF ACKNOWLEDGEMENT

I, LISA B MARKS, a Notary Public, in and for the County and State aforesaid, do hereby certify that [THOMAS J. MATTHEWS], known to me to be [Vice President] of NetOptix Corporation, appeared before me this day, in person, and acknowledged that he signed, sealed and delivered the foregoing instrument as his free and voluntary act for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 28th day of JANUARY 2000.

[Signature]
Notary Public

My Commission Expires: _____



Lisa B. Marks
MY COMMISSION # CC812344 EXPIRES
July 23, 2000
BONDED THRU TROY FAIN INSURANCE, INC

EXHIBIT A

Trademark

Registration Number

SANI-SCOPE

2205687

SANI-SPEC

2134419