

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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
- Merger
- Security Agreement
- Change of Name
- Nunc Pro Tunc Assignment
- Effective Date: _____
- Other: _____

Conveying Party

Name W.R. Grace & Co. - Conn.

Execution Date

March 23, 2001

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Connecticut
- Mark if Additional Names of Conveying Parties Attached

Receiving Party

Name Illinois Tool Works Inc.
DBA/AKA/TA 3600 West Lake Avenue
Address Glenview, Illinois 60025
Address
Address

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Delaware
- Domestic Representative Designation Attached: Yes No
- Mark if Additional Names of Receiving Parties Attached

Correspondent Name and Address

Lynn A. Sullivan
Leydig, Voit & Mayer, Ltd.
Two Prudential Plaza, Suite 4900
Chicago, Illinois 60601-6780

Telephone: (312) 616-5600
Facsimile: (312) 616-5700
Attorney Docket No. 208873

Pages Enter the total number of pages of the attached conveyance document including any attachments: 3

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)
	1414684

Number of Properties

Enter the total number of properties involved:

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): 40


Method of Payment:

- Enclosed
- Deposit Account No. 12-1216
- 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.

Lynn A. Sullivan



July 16, 2001

Name of Person Signing

Signature

Date

EXHIBIT A

Mark	Registration Number
DARACLEAN (US)	1414684
DARACLEAN (CA)	3550115

Exhibit D To Closing Agreement

TRADEMARK ASSIGNMENT

WHEREAS, **W.R. GRACE & CO.-CONN.**, a Connecticut corporation, having an office at 1114 Avenue of the Americas, New York, New York 10036, United States of America and also having an office at 62 Whittemore Avenue, Cambridge, Massachusetts 02140 (the "Seller"), is the owner in the United States and Canada of the Marks set forth in Exhibit A (herein collectively called the "Marks"); and

WHEREAS, **ILLINOIS TOOL WORKS INC.**, a Delaware corporation with offices at 3600 West Lake Avenue, Glenview, Illinois 60025, United States of America (the "Purchaser"), desires to acquire the Marks and the goodwill of the business associated with the Marks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Seller does hereby assign and transfer to the Purchaser the entire right, title and interest in and to the Marks together with the goodwill of the business symbolized by the Marks, and all other rights which Seller has enjoyed thereunder, including any and all common law rights and rights of recovery based on past infringement of said Marks, the same to be held and enjoyed by the Purchaser, its successors and assigns, forever and to the full end of the terms for which any of the Marks are registered and any renewals of the terms thereof.

AND for the same consideration, the Seller agrees to sign all documents and perform any and all lawful acts necessary to record, register or perfect the rights conveyed. The Purchaser hereby accepts all of the Seller's rights, title and interest in the Marks and Purchaser shall have the sole right and responsibility to record or register the rights conveyed herein and shall bear any and all costs associated therewith.

Signed at Chicago, Illinois, this 23rd day of March, 2001.

W.R. GRACE & CO.-CONN.

By: Gregory S. Freeman

Print Name: Gregory S. Freeman

Title: Manager - New Business Development

State of Illinois

County of Cook) ss.
)

On this 23rd day of March, 2001, personally before me came Gregory S. Freeman, known to me and known to me to be the person above described and who signed the annexed assignment, and, being duly sworn, acknowledge that he executed the same.



(Seal)

Jill A. Bykowski
Notary Public

Signed at Clareview, Illinois, this 23rd day of March, 2001.

MBC/itw/tmassignment/mbc/2/19/2001