

3/25/02

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Form PTO-1594 R  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

102052314

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

1. Name of conveying party(ies):  
National Bank of Canada  
One Federal Street  
Boston, MA 02110  
 Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other Canadian Chartered Bank  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: PNC Bank, National Association  
Internal  
Address: One PNC Plaza  
Street Address: 249 Fifth Avenue  
City: Pittsburg State: PA Zip: 15222  
 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State  
 Other National Banking Association  
If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_  
Execution Date: 1/15/02

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
B. Trademark Registration No.(s)  
1,368,735  
Additional number(s) attached  Yes  No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Vivian L. Polak  
Internal Address: \_\_\_\_\_  
Street Address: LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
125 West 55th Street  
City: New York State: N.Y. Zip: 10019

7. Total fee (37 CFR 3.41).....\$ 40.00  
 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.

Vivian L. Polak  
Name of Person Signing

[Signature]  
Signature

3/22/02  
Date

6

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

04/10/2002 BYRNE 00000264 1368735  
01 FC:481

40.00

mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 002480 FRAME: 0622

## **Assignment and Acceptance**

Reference is made to (i) the Patent and Patent Applications Security Agreement, dated as of February 28, 2000, by MFIC Corporation and National Bank of Canada (the "Assignor") and recorded in the U.S. Patent and Trademark Office at Reel 010668 Frame 0771 and (ii) the Trademark and Trademark Applications Security Agreement, dated as of February 28, 2000, by MFIC Corporation and the Assignor and recorded in the U.S. Patent and Trademark Office at Reel 002048 Frame 0793 (together, the "Security Agreements").

The Assignor and PNC Bank, National Association (the "Assignee"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby agree as follows:

1. The Assignor hereby sells and assigns, without recourse, to the Assignee, and the Assignee hereby purchases from the Assignor and assumes, as of the Effective Date (as defined below), all the Assignor's rights and obligations under the Security Agreements, including all interest in and to the collateral granted pursuant to the Security Agreements (which collateral includes the property listed on Exhibit A hereto).

2. The Assignee and the Assignor agree that the liability of each of them under this Assignment and Acceptance and any other agreement, document, certificate or instrument delivered by either pursuant hereto shall be limited as provided in the Asset Purchase Agreement, dated as of November 15, 2001, between the Assignor, National Canada Finance LLC and the Assignee.

3. The effective date of this Assignment and Acceptance shall be January 15, 2002 (the "Effective Date").

4. This Assignment and Acceptance shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts.

5. This Assignment and Acceptance may be executed in any number of counterparts, each of which shall be deemed an original and which together shall constitute one instrument.

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this  
document and Acceptance to be executed and delivered as of January 15, 2002.

NATIONAL BANK OF CANADA, as  
Assignor

By:   
Name: LORIANN CURNYN  
Title: GROUP VICE PRESIDENT

PNC BANK, NATIONAL ASSOCIATION, as  
Assignee

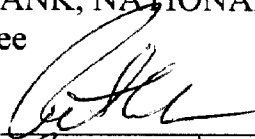
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment and Acceptance to be executed and delivered as of January 15, 2002.

NATIONAL BANK OF CANADA, as  
Assignor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

PNC BANK, NATIONAL ASSOCIATION, as  
Assignee

By:   
Name: PETER W. THOMPSON  
Title: SENIOR VICE PRESIDENT

# EXHIBIT A

## TRADEMARKS AND TRADEMARK APPLICATIONS

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1. U.S. Trademark Reg. No. : 1,368,735  
Date of Registration : November 5, 1985  
  
Trademark: **Microfluidizer**
  
2. U.S. Trademark Reg. No. : PA 859-153  
Date of Registration : June 5, 1997  
  
Trademark: **Zinger**
  
3. U.S. Trademark Reg. No. : PA 851-443  
Date of Registration : June 5, 1997  
  
Trademark: **Mechanical Seal Replacement**
  
4. U.S. Trademark Appln. No. : **TO BE APPLIED FOR**  
Date of Application Filing :  
  
Trademark: **Morehouse-COWLES**
  
5. U.S. Trademark Appln. No. : **TO BE APPLIED FOR**  
Date of Application Filing :  
  
Trademark: **Epworth Mill**
  
6. U.S. Trademark Appln. No. : **TO BE APPLIED FOR**  
Date of Application Filing :  
  
Trademark: **Microfluidics**
  
7. Japanese Trademark Appln. No.: 110361/97  
Date of Application Filing : March 25, 1999  
  
Trademark: ○ **MFIC**

# PATENTS & PATENT APPLICATIONS

## U.S. ISSUED PATENTS

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1. U.S. Patent No. : 4,908,154  
Date of Patent : March 13, 1990  
Inventor(s) : Edward J. Cook, Arthur P. Lagace  
Assigned to : Biotechnology Development Corporation (MFIC)  
Title: **Method of Forming Microemulsions**
2. U.S. Patent No. : 4,533,254  
Date of Patent : August 6, 1995  
Inventor(s) : Edward J. Cook, Arthur P. Lagace  
Assigned to : Biotechnology Development Corporation (MFIC)  
Title: **Apparatus for Forming Emulsions** (Microfluidizer® materials processor)
3. U.S. Patent No. : 5,620,147  
Date of Patent : April 15, 1997  
Inventor(s) : Mitch D. Newton  
Title: **Continuous Media Mill** (Zinger® horizontal media mill)
4. U.S. Patent No. : 4,684,072  
Date of Patent : August 4, 1987  
Inventor(s) : Roy Nelson, Raymond A. Entrikin, Randolph C. Grieves  
Title: **Blade for Centrifugal Media Mill**
5. U.S. Patent No. : 4,746,069\*  
Date of Patent : March 24, 1987  
Inventor(s) : Raymond A. Entrikin, Roy Nelson, Randolph C. Grieves  
Title: **Centrifugal Media Mill**
6. U.S. Patent No. : 5,570,955  
Date of Patent : November 5, 1996  
Inventor(s) : James R. Swartwout, John J. Corrigan (obtained by others)  
Title: **Modular High Shear Mixer**
7. U.S. Patent No. : D,352,724  
Date of Patent : November 22, 1994  
Inventor(s) : John J. Corrigan, Robert M. Culbert  
Title: **High Shear Mixer (ornamental design)**