

**ASSIGNMENT OF REGISTRATION OF TRADEMARKS FROM
NALCO LIMITED to NALCO COMPANY**

WHEREAS, Nalco Limited (the Assignor), of P.O. Box 11, Winnington Ave, Cheshire, England, CW8-4DX, an International Subsidiary, is the owner of the registrations for the marks shown on Schedule A.

WHEREAS, Nalco Company (the Assignee), a Delaware Corporation, is desirous of acquiring the registrations thereof;

NOW THEREFORE, for good and valuable consideration, receipt of which is acknowledged, Assignor assigns to Assignee any right, title, and interest it has in and to the marks shown on Schedule A, together with the goodwill of the business symbolized by the marks, and the registrations thereof. Assignee by acceptance hereof, recognizes that this assignment is subject to the agreements of licenses which Nalco Limited has disclosed to it or its affiliated companies and partnerships and further recognizes that it is solely responsible for any filing or recordation of this assignment, and any continuing prosecution or maintenance of the marks or registrations.

This assignment is effective as of June , 2004.

Dated at NAPERVILLE, ILL. U.S.A. this 13th day of JULY 2004

NALCO LIMITED

By: Carl R. Lee

Name: Carl R. Lee

Title: Financial Director

NALCO COMPANY

By: Stephen N. Landsman

Name: Stephen N. Landsman

Title: Vice President

Schedule A

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reel/Frame</u>
PERMATREAT	2,270,399	002862/0389
PERMACLEAN	2,180,260	002862/0368