

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/25/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Upstate USA, Inc.		04/25/2006	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Millipore Corporation
Street Address:	290 Concord Road
City:	Billerica
State/Country:	MASSACHUSETTS
Postal Code:	01821
Entity Type:	CORPORATION: MASSACHUSETTS

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2591736	BEADLYTE

CORRESPONDENCE DATA

Fax Number: (978)715-1382
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 9787151265
 Email: patents@millipore.com
 Correspondent Name: John Dana Hubbard
 Address Line 1: 290 Concord Road
 Address Line 2: Millipore Corporation
 Address Line 4: Billerica, MASSACHUSETTS 01821

ATTORNEY DOCKET NUMBER:	BEADLYTE-US
NAME OF SUBMITTER:	John Dana Hubbard
Signature:	/JDHUBBARD/

CH \$40.00 2591736

Date:

03/04/2009

Total Attachments: 8

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): April 25, 2006

MILLIPORE CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

MASSACHUSETTS

(State or Other Jurisdiction of Incorporation)

001-09781(0-1052)

(Commission File Number)

04-2170233

(IRS Employer Identification No.)

290 Concord Road

Billerica, Massachusetts

(Address of Principal Executive Offices)

01821

(Zip Code)

(978) 715-4321

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

MERGER AGREEMENT

On April 25, 2006, Millipore Corporation ("Millipore") and Serologicals Corporation ("Serologicals") entered into an Agreement and Plan of Merger (the "Merger Agreement"). The Merger Agreement provides for a business combination whereby Charleston Acquisition Corp. ("Sub"), a Delaware corporation and wholly owned subsidiary of Millipore, will merge with and into Serologicals (the "Merger"). As a result of the Merger, the separate corporate existence of Sub will cease and Serologicals will continue as the surviving corporation in the Merger.

At the effective time of the Merger, each share of Serologicals common stock (other than shares owned by Millipore and Serologicals) will be converted into the right to receive \$31.55 in cash.

Millipore intends to finance the transaction with a combination of cash on hand and debt. Millipore has obtained a commitment for the financing necessary to complete the acquisition from UBS Loan Finance LLC.

The Merger is subject to approval of Serologicals stockholders. In addition, the Merger is subject to customary regulatory approvals as well as other customary closing conditions.

Millipore and Serologicals have made customary representations, warranties and covenants in the Merger Agreement, including Serologicals making covenants not to solicit alternative transactions or, subject to certain exceptions, to enter into discussions concerning, or provide confidential information in connection with, an alternative transaction.

The Merger Agreement contains certain termination rights for both Millipore and Serologicals, and further provides that, upon termination of the Merger Agreement under certain circumstances, Serologicals may be obligated to pay Millipore a termination fee of \$41.5 million.

A copy of the Merger Agreement is attached hereto as Exhibit 2.1 and is incorporated herein by reference. The foregoing description of the Merger Agreement is qualified in its entirety by reference to the full text of the Merger Agreement.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

This material is not a substitute for the proxy statement Serologicals will file with the Securities and Exchange Commission. Investors are urged to read the proxy statement when it becomes available, because it will contain important information. The proxy statement and other documents which will be filed by Serologicals with the Securities and Exchange Commission will be available for free on the SEC's website, www.sec.gov. Serologicals and certain of its directors, executive officers and certain other members of its management may be deemed to be soliciting proxies from Serologicals' stockholders in connection with the proposed transaction. Investors may obtain a detailed list of names, affiliations and

interests of Serologicals participants in the solicitation of proxies of Serologicals stockholders by reading the proxy statement when it becomes available.

Item 9.01

Financial Statements and Exhibits

(d)

<u>Exhibit No.</u>	<u>Description</u>
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2.1

	Agreement and Plan of Merger dated as of April 25, 2006, among Millipore Corporation, Charleston Acquisition Corp. and Serologicals Corporation
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MILLIPORE CORPORATION

Date: April 27, 2006

By: /s/ Jeffrey Rudin

Name: Jeffrey Rudin

Title: Vice President and General
Counsel

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MILLIPORE CORPORATION

Dated: April 27, 2006

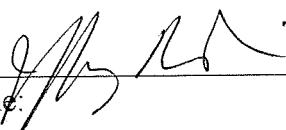
By: 
Name: _____
Title: _____

EXHIBIT INDEX

Exhibit No. Description

2.1

Agreement and Plan of Merger dated as of April 25, 2006, among Millipore Corporation, Charleston Acquisition Corp. and Serologicals Corporation

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND
EXCHANGE
COMMISSION.

COMPANY: MILLIPORE CORP /MA
FORM TYPE: 8-K NUMBER OF DOCUMENTS: 2
RECEIVED DATE: 27-Apr-2006 16:34 ACCEPTED DATE: 27-Apr-2006 16:34
FILING DATE: 27-Apr-2006 16:34
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0000950157-06-000435

FILE NUMBER(S) :

1. 001-09781

THE PASSWORD FOR LOGIN CIK 0000950157 WILL EXPIRE 29-Jul-2006 14:09.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REGISTRANT(S) :

1. CIK: 0000066479
COMPANY: MILLIPORE CORP /MA
FORM TYPE: 8-K
FILE NUMBER(S) :
1. 001-09781

ITEM(S) :

1. 1.01
2. 9.01

Section 3.01(b)

Subsidiaries

<u>Subsidiary</u>	<u>State/Jurisdiction of Formation</u>	<u>Foreign Qualifications</u>
1. AltaGen Biosciences, Inc.	California	None
2. Celliance Bio Services, Inc.	California	None
3. Celliance Corporation	Delaware	Georgia, Massachusetts, New York
4. Celliance Kankakee, Inc.	Delaware	Illinois
5. Celliance Lawrence, Inc.	Delaware	Kansas
6. Celliance Limited	United Kingdom	None
7. Celliance Milford, Inc.	Massachusetts	None
8. Celliance Toronto, Inc.	Ontario, Canada	None
9. Chemicon Australia, Pty.	Australia	None
10. Chemicon Europe Limited	United Kingdom	None
11. Chemicon International, Inc.	California	None
12. Chemicon Special Media, Inc.	Delaware	New Jersey
13. Cymbus Biotech Limited	United Kingdom	None
14. Cytomyx Limited	United Kingdom	None
15. Interger Biomanufacturing Corporation	Delaware	None
16. Serologicals Asia Holdings, LLC	Delaware	None
17. Serologicals European Holding Company Limited	United Kingdom	None
18. Serologicals Finance Company	Delaware	Georgia
19. Serologicals Global Holding Company Limited	United Kingdom	None
20. Serologicals Hong Kong Limited	Hong Kong	None
21. Serologicals International Holdings I, LLC	Delaware	None
22. Serologicals International Holdings II, LLC	Delaware	None
23. Serologicals Investment Company	Delaware	Georgia
24. Serologicals Research Products, Inc.	Delaware	California, Georgia
25. Serologicals Royalty Company	Delaware	Bahamas
26. Serologicals UK Holding Company Limited	United Kingdom	None
27. Upstate GmbH	Germany	None
28. Upstate Group, LLC	Delaware	Virginia, Missouri
29. Upstate Limited	United Kingdom	None
30. Upstate USA, Inc.	New York	None

The Company has pledged, or caused its Subsidiaries to pledge, some or all of the issued and outstanding shares of the capital stock of certain of the Subsidiaries listed above to JPMorgan Chase Bank, N.A., as Administrative Agent (the "Agent"), to secure indebtedness from time to time outstanding pursuant to that certain Credit Agreement, dated as of October 14, 2004 (as

TRADEMARK