

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ecolab Inc.		01/01/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Ecolab USA Inc.		
Street Address:	370 Wabasha Street North		
Internal Address:	ESC-F7610		
City:	Saint Paul		
State/Country:	MINNESOTA		
Postal Code:	55102		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	1320265	PROFORCE	
Registration Number:	2691648	PROFORCE	
Registration Number:	3451123	PROFORCE	
Registration Number:	3655533	PROFORCE	
Serial Number:	77368220	PROFORCE	
CORRESPONDENCE DATA			
Fax Number:	(651)204-7522		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	651.795.5978		
Email:	edward.courtney@ecolab.com		
Correspondent Name:	Edward R. Courtney, Esq.		
Address Line 1:	370 Wabasha Street North		
Address Line 2:	ESC-F7610		
Address Line 4:	Saint Paul, MINNESOTA 55102		

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ATTORNEY DOCKET NUMBER:	ECOLAB-6265
NAME OF SUBMITTER:	Edward R. Courtney, Esq.
Signature:	/erc/
Date:	07/15/2009
Total Attachments: 3 source=Proforce Trademark Assignment#page1.tif source=Proforce Trademark Assignment#page2.tif source=Proforce Trademark Assignment#page3.tif	

TRADEMARK ASSIGNMENT

This Trademark Assignment is made this 1st day of January, 2009, between Ecolab Inc., a Delaware corporation, (hereinafter the "Assignor") and Ecolab USA Inc., a Delaware corporation, (hereinafter the "Assignee").

RECITALS

WHEREAS, the Assignor is the record owner of the trademarks and corresponding trademark registrations and applications identified in the Trademark Schedule 1, attached hereto.

WHEREAS, the Assignor and Assignee are desirous of Assignee acquiring all right, title and interest in and to the trademarks and the trademark registrations and applications, except for any Madrid Agreement International Registrations or applications therefore, or the Madrid Agreement portions of International Registrations or applications therefore.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee its entire right, title, and interest, in and to the trademarks and the trademark registrations and applications, except for any Madrid Agreement International Registrations or applications therefore, or the Madrid Agreement portions of International Registrations or applications therefore, together with the goodwill of the business associated with or symbolized by the trademarks, and the right to sue and recover for past trademark infringements, dilution and other violations.

The Assignor agrees to take all actions, execute additional documents and to otherwise cooperate as requested by Assignee as is necessary or reasonable to assign, transfer, perfect, record, maintain, register or enforce the rights of Assignee in and to the trademarks and the trademark registrations and applications.

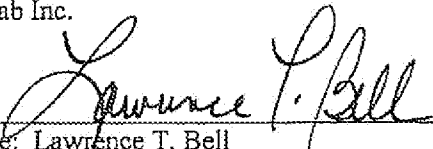
All fees, costs and expenses connected with the transfer of the trademarks and said trademark registrations and applications shall be borne and paid by the Assignee.

IN WITNESS WHEREOF the Assignor and the Assignee have caused this Trademark Assignment to be duly executed and delivered as of the date stated above.

Signed for on behalf of:

Ecolab Inc.

By:



Name: Lawrence T. Bell

Title: General Counsel and Secretary

Signed for on behalf of:

Ecolab USA Inc.

By:


Name: Steven L. Fritz

Title: Chief Financial Officer

Trademark Schedule 1

[Portions Redacted]

Registered Trademarks

<u><i>Trademark</i></u>	<u><i>Country</i></u>	<u><i>Registration No.</i></u>	<u><i>Registration Date</i></u>
Proforce	United States	1320265	19 February 1985
Proforce	United States	2691648	25 February 2003
Proforce	United States	3451123	17 June 2008
Proforce	United States	3655533	14 July 2009

Pending Applications

<u><i>Trademark</i></u>	<u><i>Country</i></u>	<u><i>Serial No.</i></u>	<u><i>Filing Date</i></u>
Proforce	United States	77368220	10 January 2008