

03-29-2001



101652719

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

3:12:01

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
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached Execution Date
Month Day Year

Name Waters Technologies Corporation

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name WATERS INVESTMENTS LIMITED

DBA/AKA/TA

Composed of

Address (line 1) 109 Lukens Drive

Address (line 2)

Address (line 3) New Castle Delaware 19720
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

03/28/2001 AAHMED1 00000100 230503 75295412
01 FC:481 40.00 CH
02 FC:482 75.00 CH

FOR OFFICE USE ONLY

Public Burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 002260 FRAME: 0148

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number
Fax. no.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

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)		
<input type="text" value="75/295412"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,322,127"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,355,624"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,188,267"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account : 23-0503

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

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.

Anthony J. Janiuk

Name of Person Signing

Signature

March 7, 2001

Date Signed

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT ("Assignment") is made and entered into as of this ___ day of February, 2001 ("Effective Date"), by and between Waters Technologies Corporation, a corporation organized under the laws of the State of Delaware with its principal office at 34 Maple Street, Milford, Massachusetts 01757 U.S.A. (Assignor), and Waters Investments Limited a corporation organized under the laws of State of Delaware with its principal office at 109 Lukens Drive, New Castle, Delaware 19720 ("Assignee").

WHEREAS, YMC Incorporated, a corporation organized under the laws of the State of New Jersey, with its principal office at 3233 Burnt Mill Road, Wilmington, North Carolina 28403, U.S.A. was the holder of four (4) U.S. Trademark Applications listed in Schedule A (attached hereto), and

WHEREAS, YMC Incorporated filed a Corporate Dissolution Certificate on December 30, 1999, and

WHEREAS, the Assignor was the sole stockholder of YMC Incorporated, and, in its capacity as sole stockholder, consented to the liquidation and dissolution of YMC Incorporated in accordance with the Plan of Complete Liquidation and Dissolution (the Assignor's consent and the Plan of Complete Liquidation and Dissolution are attached hereto as "Exhibit A"), and

WHEREAS, pursuant to the terms of the Plan of Complete Liquidation and Dissolution of YMC, Inc., YMC, Incorporated has distributed all of its assets to its sole stockholder, the Assignor, which assets included the Trademark Applications listed in Schedule A and the goodwill of the business associated with the Marks, and

WHEREAS, Assignee wishes to acquire and Assignor wishes to assign its entire right, title and interest in and to the Marks, together with the goodwill of the business with which the Marks are used;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and set over to Assignee, its entire right, title and interest in and to the Marks, together with the goodwill of the business with which the Marks are used, including any renewals and extensions of the registrations that are or may be secured under the laws of the United States now or hereafter in effect, for Assignee's use and enjoyment as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment and sale had not been made; together with all income, royalties, damages or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims against third parties for damages by reason of past, present or future infringement or other unauthorized use of the Mark, with the right to sue for, and collect the same for Assignee's use and enjoyment.

Assignor authorizes and requests the Commissioner of Patents and Trademarks to record Assignee as the assignee and owner of the Marks in the United States.

IN TESTIMONY WHEREOF, the Assignor has caused this Assignment to be signed and executed by the undersigned officer thereunto duly authorized this 28th day of February, 2001.

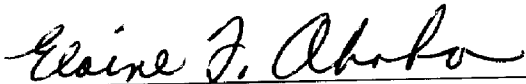
WATERS INVESTMENTS LIMITED

By:  

Name: Philip S. Taymor
Vice President, Administration & Finance,
Chief Financial Officer

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF WORCESTER ss.:

On this 28th day of February, 2001, there appeared before me, Philip S. Taymor, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf of Waters Technologies Corporation


Elaine F. Akaka
Notary Public – Jan 4, 2002

SCHEDULE A

U.S. Trademark Applications

<u>Mark</u>	<u>Serial No.</u>	<u>File Date</u>	<u>Registration No.</u>	<u>Issued</u>
COMBIPREP	75/295685	5-21-1997	2,322,127	Feb. 22, 2000
COMBISCREEN	75/295402	5-21-1997	2,355,624	June 6, 2000
COMBICHROM	75/295412	5-21-1997		
PROC18	75/151469	08-16-1996	2,188,267	Sep. 8, 1998

PLAN OF COMPLETE LIQUIDATION
AND DISSOLUTION OF
YMC, INC.

This Plan of Complete Liquidation and Dissolution (hereinafter called the "Plan") is for the purpose of effecting the complete liquidation and dissolution of YMC, Inc., a New Jersey corporation (hereinafter called the "Corporation"), in accordance with Section 332 of the Internal Revenue Code of 1986, as amended, and Section 14A:12-4 of the New Jersey Business Corporation Act, pursuant to the following steps:

1. After the adoption of this Plan, the Corporation, by its duly authorized officers or directors, will distribute all of its assets, subject to all liabilities, to the sole stockholder of record of the Corporation. The stockholder will surrender all of its shares in the Corporation for cancellation and redemption in exchange for the assets received.
2. Within 30 days after the adoption of this Plan, the Corporation will file Form 966 with the Internal Revenue Service Center in Andover, MA, including with Form 966 a certified copy of the vote of the stockholders adopting this Plan.
3. The officers and directors of the Corporation will file any and all forms and documents necessary to effect the dissolution of the Corporation, including, but not limited to, the following:
 - (a) File a Certificate of Dissolution with the Secretary of State of the State of New Jersey on or before December 31, 2001, and
 - (b) File all requisite state and federal tax returns of the Corporation.

YMC, INC.

Action in Lieu of a Special Meeting
By Written Consent of the Sole Stockholder

April 2, 1999

The undersigned, being the sole stockholder of YMC, Inc., a New Jersey corporation, hereby consents, pursuant to the New Jersey Business Corporation Act, Section 14A:5-6(1), to the adoption of the following resolutions:

RESOLVED: That the Corporation be liquidated and dissolved in accordance with the terms and provisions of the Plan of Complete Liquidation and Dissolution, a copy of which is attached hereto as Exhibit A.

RESOLVED: That the Officers and Directors of the Corporation or any one of them acting singly be, and they hereby are, authorized, empowered and directed to do and perform all acts and things necessary and requisite to settle the affairs of the Corporation, to collect the outstanding debts, to provide for the payment of liabilities and obligations of the Corporation, to distribute all of the Corporation's remaining assets to the Stockholders, and to file such documents and to take such other actions as such Officers or Directors may deem necessary or proper to execute and perform the Plan of Complete Liquidation and Dissolution and to carry out the purpose and intent of the foregoing resolution.

WATERS TECHNOLOGIES CORPORATION



Philip S. Taymor, Vice President