

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Mortice Kern Systems Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State Ontario, Canada
- Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: MKS Inc.

Internal Address:

Street Address: 410 Albert Street

City: Waterloo State: ON ZIP: N2L 3V3

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Ontario, Canada
- Other

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: October 11, 2001

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s):

See attached Schedule "A"

B. Trademark No.(s):

See attached Schedule "A"

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: D. Michael Bean

Internal Address: GOWLING LAFLEUR HENDERSON LLP

Street Address: 50 Queen Street North
Suite 1020
Kitchener, Ontario
Canada N2H 6M2

6. Total number of applications and registrations involved: 23

7. Total fee (37 CFR 3.41) \$590.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 501613

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.

D. Michael Bean

Name of Person Signing

Signature



November 12, 2001
Date

Total number of pages comprising cover sheet: 1

SCHEDULE "A"**List of United States Trade-marks
Owned by MKS Inc.**

Mark	Filing Date	Serial No.	Issue Date	Reg'n No.
AS/VU	1991/06/07	74/173,883	1992/02/04	1,674,127
DESIGNTRACKER	1993/02/16	74/359,583	1993/10/12	1,797,671
IMPLEMENTER	1992/02/09	74/253,739	1993/01/12	1,745,627
INTEROPEN	1992/06/22	74/287,660	1993/03/09	1,756,592
INTEROPEN & Design	1992/06/22	74/287,665	1993/03/09	1,756,593
MANAGING CHANGE WITH INTEGRITY	1996/09/03	75/160,526	1998/09/01	2,185,320
MKS	1991/12/17	74/231,661	1993/04/13	1,764,167
MKS CHANGE INTEGRITY	2000/03/13	75/943,034		
MKS CODE INTEGRITY	1995/02/21	74/636,325	1998/09/15	2,189,537
MKS ENGINEER INTEGRITY	2001/09/20	76/314,851		
MKS IMPACT INTEGRITY	2001/09/20	76/314,756		
MKS INTEGRITY MANAGER	2001/09/20	76/314,757		
MKS INTEGRITY SOLUTION	2001/09/20	76/314,675		
MKS Mortice Kern Systems Inc. & Design	1996/08/30	75/160,523	1999/09/07	2,275,130
MKS SOURCE INTEGRITY	1994/06/20	74/539,724	1999/06/15	2,253,858
MKS TOOLKIT	1991/12/17	74/232,236	1993/04/13	1,764,169
MKS WEB INTEGRITY	1997/04/08	75/270,905	1999/09/21	2,278,694
NEWVERSION	1988/11/25	73/765,733	1990/03/20	1,587,499
SANDBOX	1995/03/31	74/654,476	1996/02/06	1,955,041
SDM	1994/05/16	74/524,708	1999/01/19	2,218,015
SEA CYCLE	1997/04/08	75/270,903	1999/09/21	2,278,693
SUPPORTCENTER	1993/02/16	74/359,184	1993/10/19	1,799,204
WEB INTEGRITY	1996/08/15	75/150,161	1999/01/26	2,220,761

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Trademarks: See attached Schedule "A"
Application/Registration Nos.: See attached Schedule "A"
Filing/Registration Dates: See attached Schedule "A"
Owner: MKS Inc.

Commissioner for Trademarks
 2900 Crystal Drive
 Arlington, Virginia
 22202-3513
 USA

Dear Sir:

**REVOCATION OF POWER OF ATTORNEY AND
 APPOINTMENT OF NEW POWER OF ATTORNEY**

The Applicant hereby revokes all previous appointments and hereby appoints

D. MICHAEL BEAN
 ARNE I. FORS, Registration No. 20,775
 THERESA BRIGGS

as its attorneys, with full power of substitution and revocation, to transact all business in the Patent and Trademark Office in connection with the registrations and applications set out in Schedule "A" hereto. All correspondence in connection with these registrations should be sent to Gowling Lafleur Henderson LLP, Suite 1020, 50 Queen Street North, Kitchener, Ontario, Canada, N2H 6M2, to the attention of D. Michael Bean.

DOMESTIC REPRESENTATIVE

Applicant hereby revokes all previous appointments and hereby appoints DEBORAH PECKHAM, c/o Testa, Hurwitz & Thibault, High Street Tower, 125 High Street, Boston, Massachusetts, 01110 as its domestic representative upon whom notices or processes in proceedings affecting the mark may be served.

EXECUTED at Waterloo this 31st day of October, 2001.

MKS INC.

Per: _____

Name: _____

Title: _____

Larry Wasylshyn

**LARRY WASYLISHYN
 GENERAL COUNSEL**

OCT-19-2001 09:41 FROM MKS CORPORATE

TO 5715044

P.03/08

5. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*. *La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.*

8. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on *Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

9 October 2001

(Day, Month, Year) (Jour, mois, année)

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Mortice Kern Systems Inc.

(Name of Corporation)
(Dénomination sociale de la société)

By/Par

Secretary

(Signature) (Signature)

(Description of Office) (Fonction)

