

BILL OF SALE

THIS BILL OF SALE (this "Bill of Sale") is effective as of April 30, 2014 (the "Closing Date"), by and between UL LLC, (the "Seller") a Delaware corporation, and Eurofins Eaton Analytical, Inc. a Delaware corporation (the "Buyer").

RECITALS:

WHEREAS, Buyer and Seller are parties to that certain Asset Purchase Agreement dated March 21, 2014 by and among Buyer, Seller, and South Bend Real Estate, Inc., an affiliate of Buyer (the "Agreement"); and

WHEREAS, pursuant to the terms of the Agreement, Seller desires to sell, assign, convey, transfer, and deliver to Buyer, and Buyer desires to purchase, acquire and accept, the Acquired Assets.

AGREEMENTS:

NOW, THEREFORE, for and in consideration of the premises and the mutual covenants contained herein, and for other good and valuable consideration, the receipt, adequacy, and legal sufficiency of which are hereby acknowledged, the parties do hereby agree as follows:

1. Capitalized Terms. Capitalized terms used but not defined herein shall have the meanings set forth in the Agreement.

2. Sale and Transfer of Acquired Assets. As of the Closing Date, Seller hereby irrevocably sells, assigns, conveys, transfers, and delivers to Buyer all of the right, title, and interest, legal and equitable, of Seller in, under, and to the Acquired Assets. Buyer hereby purchases, acquires, and accepts from Seller, the Acquired Assets. Notwithstanding anything to the contrary contained herein, Seller is not selling, assigning, conveying, transferring, or delivering to Buyer, and Buyer is not purchasing, acquiring, or accepting from Seller, any other assets of Seller.

3. Further Actions. Seller covenants and agrees, without further consideration, to warrant and defend the sale, transfer, assignment, conveyance, grant, and delivery of the Acquired Assets against all persons whomsoever, and at the request of Buyer, to execute and to deliver such further instruments of transfer and assignment and to take such other action as Buyer may reasonably request from time to time to evidence the transfer, and assign to and vest in Buyer each of the Acquired Assets.

4. Terms of the Bill of Sale. This Bill of Sale is subject in all events to the terms and conditions of the Agreement. Seller acknowledges and agrees that the representations, warranties, covenants, agreements, and indemnities contained in the Agreement shall not be expanded or superseded hereby but shall remain in full force and effect to the full extent provided therein. In the event of any conflict or inconsistency between the terms of the Agreement and the terms of this Bill of Sale, the terms of the Agreement shall govern.

5. Survival. Notwithstanding anything herein to the contrary, the terms and conditions of the Agreement shall survive the execution and delivery of this Bill of Sale.

6. Binding Effect. This Bill of Sale shall inure to the benefit of Buyer and its successors and assigns, and this Bill of Sale shall be binding upon Seller and its successors and assigns.

7. Governing Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Delaware without giving effect to any choice or conflict of law provision or rule (whether of the State of Delaware or any other jurisdiction).

8. Counterparts. This Bill of Sale may be executed in counterparts (including by means of telecopy, facsimile, or PDF signature pages), any one of which need not contain the signatures of more than one party, but all such counterparts taken together will constitute one and the same agreement.

{Signature Page Follows}

IN WITNESS WHEREOF, the parties have executed this Bill of Sale effective as of the Closing Date.

BUYER:

EUROFINS EATON ANALYTICAL, INC.

By: R. Rasmussen

Name: Ralf Rasmussen

Title: Treasurer / CFO

SELLER:

UL LLC

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties have executed this Bill of Sale effective as of the Closing Date.

BUYER:

EUROFINS EATON ANALYTICAL, INC.

By: _____

Name: _____

Title: _____

SELLER:

UL LLC

By: _____

Name: Terrence R. Brady

Title: SVP & Chief Legal Officer



Eaton Analytical

Eurofins Eaton Analytical expands its US water testing footprint with the acquisition of UL's Water Testing Business

MONROVIA, CA, March 26, 2014

Eurofins Eaton Analytical, Inc. (EEA), the largest potable water testing laboratory in the US, announces that it has signed an agreement to acquire the consumer and municipal water testing business of UL (Underwriters Laboratories). The transaction is expected to close no later than April 30.

With nearly 40 years as a leading provider of water quality analytical services, UL's water testing laboratory is certified to perform drinking water analyses in all 50 states. The 70,000 square-foot state-of-the-art laboratory employs 70 staff and generates revenues of over US \$8m. The laboratory has the second highest volume of US Environmental Protection Agency (EPA) Unregulated Contaminant Monitoring Rule 3 (UCMR3) program contracts, after Eurofins Eaton Analytical (EEA). Therefore, with this acquisition, EEA reinforces its position as the premier laboratory in the US serving the UCMR3 needs of the EPA.

Located in South Bend, IN, the laboratory serves more than 7,000 state and local municipalities as well as bottlers, engineering firms, consultants and federal agencies such as the EPA and US Military. From comprehensive Safe Drinking Water Act (SDWA) compliance services to cutting-edge capabilities that analyze trace levels of emerging contaminants, UL's water testing laboratory offers a comprehensive range of analytical testing services, including microbiology, chemistry and radiochemistry.

Eurofins recognizes water quality to be critical for public health protection, whether in public water supplies or as a component of food and beverages, and with the continued interest in emerging contaminants and the development of ever more stringent standards, this acquisition provides clients with a trusted laboratory partner that can respond to their needs 24/7 from multiple convenient service centers.

"Combining the two leading drinking water laboratories strategically enhances our US Environmental Testing business' position at the industry's forefront for water quality testing and technical leadership," says Keith Wheatstone, Ph.D., President, Eurofins Environment Testing US.

For more information, please visit www.eatonanalytical.com or contact:

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UL Global Marketing Communications Manager
Phone : +1 847 664 1966
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Notes for the editor:

About Eurofins Eaton Analytical

Eurofins Eaton Analytical (EEA) is the largest potable water testing laboratory in the United States, serving water quality professionals worldwide, with clients throughout the United States and more than 100 countries worldwide. The company's 39,000-square-foot analytical testing facility is located in Monrovia, Calif., where more than 120 leading chemists, microbiologists and scientists are employed. For more information, please visit www.eatonanalytical.com or e-mail: us20_sales@eurofinsus.com.

About UL

UL is a premier global independent safety science company that has championed progress for 120 years. Its more than 10,000 professionals are guided by the UL mission to promote safe working and living environments for all people. UL uses research and standards to continually advance and meet ever-evolving safety needs. We partner with businesses, manufacturers, trade associations and international regulatory authorities to bring solutions to a more complex global supply chain. For more information about our certification, testing, inspection, advisory and education services, visit <http://www.ul.com>

About Eurofins Scientific

Eurofins - a global leader in bio-analysis

Eurofins Scientific is the world leader in food and pharmaceutical products testing. It is also number one in the world in the field of environmental laboratory services and one of the global market leaders in agrosience, genomics, discovery pharmacology and central laboratory services.

With about 15,000 staff in more than 190 laboratories across 36 countries, Eurofins offers a portfolio of over 100,000 reliable analytical methods for evaluating the safety, identity, composition, authenticity, origin and purity of biological substances and products. The Group provides its customers with high-quality services, accurate results in time and expert advice by its highly qualified staff.

Eurofins is committed to pursuing its dynamic growth strategy by expanding both its technology portfolio and its geographic reach. Through R&D and acquisitions, the Group draws on the latest developments in the field of biotechnology and analytical chemistry to offer its clients unique analytical solutions and the most comprehensive range of testing methods.

As one of the most innovative and quality oriented international players in its industry, Eurofins is ideally positioned to support its clients' increasingly stringent quality and safety standards and the expanding demands of regulatory authorities around the world.

The shares of Eurofins Scientific are listed on the NYSE Euronext Paris Stock Exchange (ISIN FR0000038259, Reuters EUFI.PA, Bloomberg ERF FP).

Important disclaimer:

This press release contains forward-looking statements and estimates that involve risks and uncertainties. The forward-looking statements and estimates contained herein represent the judgement of Eurofins Scientific' management as of the date of this release. These forward-looking statements are not guarantees for future performance, and the forward-looking events discussed in this release may not occur. Eurofins Scientific disclaims any intent or obligation to update any of these forward-looking statements and estimates. All statements and estimates are made based on the information available to the Company's management as of the date of publication, but no guarantee can be made as to their validity.

Simmons, Toye

From: Dale Piechocki <DalePiechocki@eurofinsUS.com>
Sent: Tuesday, July 29, 2014 10:31 AM
To: Simmons, Toye
Subject: NRC License 13-32402-01
Attachments: Press Release - Eurofins Eaton UL _ FINAL.PDF; Bill of Sale UL.PDF

Ho Toye,

Attached is a press release from Eurofins Eaton Analytical, Inc. (EEA) and a bill of sale signed by both UL LLC and EEA.

Dale Piechocki
QA Officer/Safety Officer/RSO

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