

FORM OF TRANSFER CERTIFICATE FOR TRANSFER FROM
 RULE 144A GLOBAL NOTE TO REGULATION S GLOBAL NOTE
 (Transfers pursuant to Section 2.16 of the Indenture)

Citibank, N.A.
 14th Floor, Citigroup Centre
 Canada Square, Canary Wharf
 London E14 5LB

RE: 5.875% Senior Notes due 2016
 (the "Notes") of Millipore Corporation

Reference is hereby made to the Indenture dated as of June 30, 2006 (the "Indenture") between Millipore Corporation and Citibank, N.A., as Trustee, Registrar and Principal Paying Agent. Capitalized terms used but not defined herein shall have the meanings given them in the Indenture.

This letter relates to € _____ (being in a denomination of €50,000 and in an integral multiple of €1,000 in excess thereof) principal amount of Notes beneficially held through interests in the Rule 144A Global Note (ISIN: XS0258795037; Common Code: 025879503) with Euroclear and Clearstream in the name of _____ (the "Transferor"), account number _____. The Transferor hereby requests that on [INSERT DATE] such beneficial interest in the Rule 144A Global Note be transferred or exchanged for an interest in the Regulation S Global Note (ISIN: XS0258796274; Common Code: 025879627) in the same principal denomination and transfer to _____ (account no. _____). If this is a partial transfer, an amount of €50,000 and any integral multiple of €1,000 in excess thereof of the Rule 144A Global Note will remain outstanding.

In connection with such request and in respect of such Notes, the Transferor does hereby certify that such transfer has been effected in accordance with the transfer restrictions set forth in the Indenture and the Notes and:

- (A) the offer of the Notes was not made to a person in the United States;
- (B) either (a) at the time the buy order was originated, the transferee was outside the United States or we and any person acting on our behalf reasonably believed that the transferee was outside the United States or (b) the transaction was executed in, on or through the facilities of a designated offshore securities market described in paragraph (b) of Rule 902 of Regulation S and neither the Transferor nor any person acting on our behalf knows that the transaction was prearranged with a buyer in the United States;
- (C) no directed selling efforts have been made in contravention of the requirements of Rule 903 or 904 of Regulation S, as applicable;
- (D) we have advised the transferee of the transfer restrictions applicable to the Notes; and

(E) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act.

This certificate and the statements contained herein are made for your benefit and the benefit of the Company. Terms used in this certificate and not otherwise defined in the Indenture have the meanings set forth in Regulation S under the Securities Act.

Dated:

[Name of transferor]

By: _____
Name: _____
Title: _____
Telephone No.: _____

Please print name and address (including postal code)

