

02-04-2002

Docket No.:

025983/0057



Tab settings

To the Honorable Commissioner of Patent

101969302

ached original documents or copy thereof.

1. Name of conveying party(ies):  
AMTROL INC.

1-9-02

- Individual(s)
- General Partnership
- Corporation-State **RHODE ISLAND**
- Other

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **DECEMBER 26, 2001**

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

Name: **FOOTHILL CAPITAL CORPORATION**

Internal Address:

Street Address: **11111 SANTA MONICA BOULEVARD**

City: **LOS ANGELES** State: **CA** ZIP: **90025**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **CALIFORNIA**
- Other

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

SEE  
ATTACHED  
SCHEDULE

B. Trademark Registration No.(s)

SEE  
ATTACHED  
SCHEDULE

Additional numbers  Yes  No

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

Name: **PAUL A. JUERGENSEN**

Internal Address: **SCHULTE ROTH & ZABEL LLP**

Street Address: **919 THIRD AVENUE**

City: **NEW YORK** State: **NY** ZIP: **10022**

6. Total number of applications and registrations involved: **26**

7. Total fee (37 CFR 3.41):.....\$ **\$665.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

**SCHULTE ROTH & ZABEL LLP - 500675**

02/01/2002 6TON11 00000053 500675 76197071

DO NOT USE THIS SPACE

01 FC:481 40.00 CH  
02 FC:482 625.00 CH

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.

**PAUL A. JUERGENSEN**  
Name of Person Signing

Signature

**JANUARY 9, 2002**

Date

Total number of pages including cover sheet, attachments, and

17

TRADEMARK

REEL: 002435 FRAME: 0593

**AMTROL INC. ACTIVE TRADEMARK LISTING**

PATENT/TM	AMTROL NO.	COUNTRY	MARK	REGISTRATION NO.
TM	206	United States	AT (Logo)	Serial No. 76/197,071 Pending
TM	207	United States	AT (Logo)	Serial No. 76/196,701 Pending
TM	208	United States	AMTROL	Serial No. 76/203,319 Pending
TM	247	United States	WATER SOFT & Design	Prepared and awaiting filing
TM	098	United States	THERM-X-TROL	1,322,022
TM	285	United States	AMTROL STORAGEMATE	76/329,460
TM	082	United States	DIAPHRAGM TANK DESIGN	1,479,524
TM	079	United States	FILL-TROL	731,732
TM	037	United States	AMTROL PRESSUREIZER	1,326,576
TM	038	United States	AMTROL HOT WATER MAKER	1,264,849
TM	045	United States	DIATROL	1,324,330
TM	095	United States	PRO ACCESS	2,062,700
TM	130	United States	WELL-X-TROL	877,254

TM	064	United States	EX-TROL	843,060
TM	086	United States	HOT WATER MAKER	1,351,556
TM	087	United States	MINI-TROL	1,319,208
TM	180	United States	JETROL	1,410,231
TM	184	United States	WATER WORKER	1,706,536
TM	187	United States	THERM-X-SPAN	1,899,774
TM	199	United States	CHAMPION	1307919
TM	200	United States	WEL-FLO	1,488,302
TM	191	United States	Rabbit	76/107,051 Pending
TM	192	United States	AT (Logo)	871,142
TM	X118L	United States	PURGER-TROL	1,336,500
TM	X125L	United States	SPACESAVER	1,623,517
TM	215	United States	PLUMB FLO & Design	1,540,345
TM	217	United States	AMTROL FORCE	Serial No, 76/285,335

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, AMTROL INC., a Rhode Island corporation (the "Assignor"), has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, for which United States registrations and applications for registration are subsisting, as indicated on Schedule 1A (such marks, applications and registrations, collectively, the "Trademarks");

WHEREAS, the Assignor has entered into a Loan and Security Agreement dated as of December 26, 2001 (as amended or otherwise modified from time to time, the "Security Agreement"), in favor of FOOTHILL CAPITAL CORPORATION, a California corporation (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee a security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with the good-will of the business symbolized by the Trademarks, and all proceeds of the foregoing, including, without limitation, any and all causes of action that may exist by reason of violation thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment For Security (Trademarks) to be duly executed by its officer thereunto duly authorized as of December 26, 2001.

AMTROL INC.

By: \_\_\_\_\_

Name: Larry T. Guillemette

Title: Executive Vice President and Chief  
Financial Office

### CERTIFICATE OF ACKNOWLEDGMENT

STATE OF Rhode Island ss.:  
COUNTY OF Kent

On this 26<sup>th</sup> day of December 2001, before me, the undersigned, personally appeared Larry T. Guillemette, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Lynn A. Taylor  
[NOTARY SEAL] LYNN A. TAYLOR  
MY COMMISSION EXPIRES 10/23/04

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

(TRADEMARKS)

MARK	REGISTRATION/SERIAL NUMBER
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INTELLECTUAL PROPERTY**AMTROL INC. ACTIVE TRADEMARK LISTING**

PATENT/TM	AMTROL NO.	COUNTRY	MARK	REGISTRATION NO./ APPLICATION NO.
TM	020	Japan	AMTROL	1,557,092
TM	206	United States	AT (Logo)	Serial No. 76/197,071 Pending
TM	207	United States	AT (Logo)	Serial No. 76/196,701 Pending
TM	208	United States	AMTROL	Serial No. 76/203,319 Pending
TM	247	United States	WATER SOFT & Design	Prepared and awaiting filing
TM	098	United States	THERM-X-TROL	1,322,022
TM	099	Canada	THERM-X-TROL	339,654
TM	285	United States	AMTROL STORAGEMATE	Serial No. 76/329,460
TM	100	Columbia	WELL-X-TROL	119,872
TM	101	Ecuador	WELL-X-TROL	612/95
TM	102	Greece	WELL-X-TROL	102,188
TM	104	Indonesia	WELL-X-TROL	333,882

PATENT/TM	AMTROL NO.	COUNTRY	MARK	REGISTRATION NO./ APPLICATION NO.
TM	105	Ireland	WELL-X-TROL	115,090
TM	022	Japan	AMTROL	1,539,091
TM	082	United States	DIAPHRAGM TANK DESIGN	1,479,524
TM	075	Canada	FILL-TROL	328,531
TM	023	Japan	AMTROL	3,340,050
TM	024	Austria	AMTROL	390,649
TM	025	Austria	AMTROL	133,852
TM	076	Portugal	FILL-TROL	267,497
TM	026	Argentina	AMTROL	1,561,570
TM	106	Japan	WELL-X-TROL	3,340,051
TM	107	Malaysia	WELL-X-TROL	86/02737
TM	108	Mexico	WELL-X-TROL	410,877
TM	109	Portugal	WELL-X-TROL	267,498
TM	027	China (PROC)	AMTROL	514,722
TM	028	Columbia	AMTROL	117,886



PATENT/TM	AMTROL NO.	COUNTRY	MARK	REGISTRATION NO./ APPLICATION NO.
TM	029	Denmark	AMTROL	05,336 (1991)
TM	033	Italy	AMTROL	605,678
TM	077	Switzerland	FILL-TROL	384,247
TM	034	Benelux	AMTROL	750,516
TM	035	Finland	AMTROL	117,830
TM	079	United States	FILL-TROL	731,732
TM	080	Benelux	FILL-TROL	488,361
TM	081	Italy	FILL-TROL	605,677
TM	118	Switzerland	WELL-X-TROL	384,246
TM	116	Thailand	WELL-X-TROL	149,388
TM	037	United States	AMTROL PRESSURISER	1,326,576
TM	038	United States	AMTROL HOT WATER MAKER	1,264,849
TM	039	Spain	AT(Bild)	1,586,561
TM	042	Japan	BOOSTROL	1,854,889
TM	045	United States	DIATROL	1,324,330

PATENT/TM	AMTROL NO.	COUNTRY	MARK	REGISTRATION NO./ APPLICATION NO.
TM	046	China	EX-TROL	514,720
TM	047	Germany	EXTROL & Design	818,032
TM	048	Australia	EXTROL	A390,651
TM	119	So. Korea	WELL-X-TROL	80,212
TM	120	So. Africa	WELL-X-TROL	82/3787
TM	121	France	WELL-X-TROL	1,722,245
TM	122	Italy	WELL-X-TROL	605,676
TM	123	Argentina	WELL-X-TROL	1,615,233
TM	124	Spain	WELL-X-TROL	1,585,991
TM	129	Venezuela	WELL-X-TROL	122,463
TM	090	Germany	MINI-TROL	921,660
TM	091	Norway	MINI-TROL	99,241
TM	092	Sweden	MINI-TROL	160,629
TM	093	United Kingdom	MINITROL	1,227,011
TM	125	Australia	WELL-X-TROL	A390,650

PATENT/TM	AMTROL NO.	COUNTRY	MARK	REGISTRATION NO./ APPLICATION NO.
TM	126	Benelux	WELL-X-TROL	488,360
TM	127	Austria	WELL-X-TROL	133,849
TM	128	Canada	WELL-X-TROL	165,948
TM	094	Norway	MINI.TROL	99241
TM	095	United States	PRO ACCESS	2,062,700
TM	110	Singapore	WELL-X-TROL	278,483
TM	111	Mexico	WATERSOFT & Design	512,674
TM	114	Japan	WELL-X-TROL	1,557,093
TM	018	Venezuela	AMTROL	122,464
TM	001	Greece	AMTROL	101,189
TM	019	Canada	AMTROL HOT WATER MAKER	330,438
TM	032	France	AMTROL	1,720,009
TM	003	Indonesia	AMTROL	334,354
TM	004	Ireland	AMTROL	140,267
TM	006	So. Korea	AMTROL	80213

PATENT/TM	AMTROL NO.	COUNTRY	MARK	REGISTRATION NO./ APPLICATION NO.
TM	007	So. Korea	AMTROL	80210
TM	008	Malaysia	AMTROL	86/02738
TM	009	Mexico	AMTROL	410,876
TM	010	Norway	AMTROL	148,265
TM	011	Portugal	AMTROL	267,501
TM	012	Singapore	AMTROL	278,583
TM	013	Spain	AMTROL	1794,513
TM	014	Spain	AMTROL	1,586,569
TM	015	Sweden	AMTROL	231,931
TM	130	United States	WELL-X-TROL	877,254
TM	016	Switzerland	AMTROL	384,244
TM	017	Thailand	AMTROL	149,386
TM	115	China	WELL-X-TROL	514,721
TM	216	United Kingdom	FILL-TROL	902,276
TM	149	Canada	AT (Bild)	167,237

PATENT/TM	AMTROL NO.	COUNTRY	MARK	REGISTRATION NO./ APPLICATION NO.
TM	134	Japan	AT (Logo)	3,346,391
TM	135	Indonesia	AT (Logo)	333,332
TM	137	United Kingdom	AT (Bild)	1,388,666
TM	138	Switzerland	AT (Bild)	384,297
TM	139	Sweden	AT (Bild)	249,155
TM	140	Portugal	AT (Bild)	267,500
TM	141	Ireland	AT (Bild)	141,404
TM	142	Greece	AT (Bild)	101,194
TM	143	Finland	AT (Bild)	117,829
TM	144	Denmark	AT (Bild)	07,142 (1989)
TM	145	Norway	AT (Bild)	142,600
TM	146	Benelux	AT (Bild)	489,117
TM	147	Italy	AT (Bild)	605,679
TM	148	France	AT (Bild)	1,720,010
TM	151	Austria	AT (Logo)	133,851

PATENT/TM	AMTROL NO.	COUNTRY	MARK	REGISTRATION NO./ APPLICATION NO.
TM	153	So. Korea	AT (Logo)	80209
TM	154	Australia	AT (Logo)	B390,652
TM	155	Germany	AT (Logo)	855,056
TM	157	So. Korea	AT (Logo)	80226
TM	049	Benelux	EXTROL	487,919
TM	050	France	EXTROL	1,720,011
TM	051	Singapore	EX-TROL	278,683
TM	054	Japan	EX-TROL	1,539,092
TM	055	Canada	EX-TROL	333,599
TM	057	Finland	EX-TROL	43,996
TM	058	Japan	EX-TROL	1,557,094
TM	059	Japan	EX-TROL	4,027,255
TM	060	So. Korea	EX-TROL	80,211
TM	061	Sweden	EX-TROL	107,875
TM	062	Switzerland	EX-TROL	326,071

PATENT/TM	AMTROL NO.	COUNTRY	MARK	REGISTRATION NO./ APPLICATION NO.
TM	063	Thailand	EX-TROL	149,387
TM	131	United Kingdom	WELL-X-TROL	1,227,010
TM	064	United States	EX-TROL	843,060
TM	065	United Kingdom	EX-TROL	902,275
TM	066	Italy	EXTROL	605,675
TM	132	Japan	AT (Logo)	1,584,367
TM	067	Portugal	EXTROL	Pending
TM	133	Japan	AT (Logo)	1,687,221
TM	068	Norway	EXTROL	63,377
TM	069	Austria	EXTROL	133,850
TM	070	Germany	EXTROL	813,358
TM	086	United States	HOT WATER MAKER	1,351,556
TM	087	United States	MINI-TROL	1,319,208
TM	088	So. Africa	MINI-TROL	82/3782
TM	089	Canada	MINI-TROL	327,896

PATENT/TM	AMTROL NO.	COUNTRY	MARK	REGISTRATION NO./ APPLICATION NO.
TM	158	So. Africa	AT (Logo)	82/3780
TM	159	Mexico	AT (Logo)	414,705
TM	160	Singapore	AT (Logo)	B2783/83
TM	161	Malaysia	AT (Logo)	86/02736
TM	167	Japan	BOILERMATE	2,011,299
TM	180	United States	JETROL	1,410,231
TM	183	Mexico	WATER WORKER	413,716
TM	184	United States	WATER WORKER	1,706,536
TM	187	United States	THERM-X-SPAN	1,899,774
TM	188	Austria	FILL-TROL	133,848
TM	189	Finland	MINI.TROL	72599
TM	199	United States	CHAMPION	1307919
TM	200	United States	WEL-FLO	1,488,302
TM	191	United States	RABBIT	76/107,051 Pending
TM	192	United States	AT (Logo)	871,142



PATENT/TM	AMTROL NO.	COUNTRY	MARK	REGISTRATION NO./ APPLICATION NO.
TM	X108L	Germany	FILLTROL	785,568
TM	X109L	Germany	WELL-EXTROL	0924773
TM	X112L	Germany	LUVENTROL	903,667
TM	X118L	United States	PURGER-TROL	1,336,500
TM	X119L	Germany	PURGER-TROL	903,669
TM	X125L	United States	SPACESAVER	1,623,517
TM	X130L	Germany	VENTROL	789,008
TM	X134L	Norway	WELL-EXTROL	92,812
TM	X135L	Denmark	WELL-EXTROL	VR1584 (1975)
TM	X136L	Sweden	WELL-EXTROL	149,041
TM	215	United States	PLUMB FLO & Design	1,540,345
TM	217	United States	AMTROL FORCE	Serial No. 76/285,335 Pending