

02-13-2002

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REC 101981383 TRADEMARKS

S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings ⇨ ⇨ ⇨

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

1. Name of conveying party(ies):

AmBath, LLC

2-7-02

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Co. (DE)
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Argosy Investment Partners II, L.P.

Internal Address: Suite 2902

Street Address: 950 West Valley Road

City: Wayne State: PA Zip: 19087

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 1/18/02

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,210,474

Additional number(s) attached Yes No

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

Name: Kathryn Sevier Phillips, Esq.

Internal Address: Stites & Harbison, PLLC

SunTrust Center, Suite 1800

Street Address: 424 Church Street

City: Nashville State: TN Zip: 37219

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9: Signature. To the best of my knowledge and belief, the information contained on the cover sheet is true and correct and the copy submitted is a true and correct copy of the original document.

Alexandra T. Mackay Name of Person Signing

[Signature] Signature

02-06-02 Date

Total number of pages including cover sheet, attachments, and document:

8

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

02/12/2002 DBYRNE 00000041 1210474

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40.00 DP

TRADEMARK REEL: 002442 FRAME: 0256



ATTACHMENT TO PATENT RECORDATION COVER SHEET

The name and address of the additional party holding a security interest in Patent No. 5,902,444 is:

Development Capital Ventures, L.P.
950 West Valley Road, Suite 2902
Wayne, PA 19087

The secured parties acknowledge and agree that as of the date of this filing, their security interest is junior to that of the senior lender, Comerica Bank.



TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT dated January 18, 2002, made by AMRB, LLC ("Issuer"), a Delaware limited liability company, AMBATH, LLC ("AmBath"), a Delaware limited liability company, and REBATH, LLC ("ReBath"), a Delaware limited liability company (Issuer, AmBath and ReBath being collectively referred to herein as the "Grantor"), each of the Issuer, AmBath and ReBath having its principal place of business at 1055 South Country Club Drive, Mesa, Arizona 85210-4613, in favor of ARGOSY INVESTMENT PARTNERS II, L.P. ("Argosy Investment"), a Pennsylvania limited partnership and DEVELOPMENT CAPITAL VENTURES, L.P. (the "Co-Investor"), a Delaware limited partnership (Argosy Investment and the Co-Investor being collectively referred to herein as the "Grantee"), having an address c/o Argosy Investment Partners II, L.P., 950 West Valley Road, Suite 2902, Wayne, Pennsylvania, 19087.

Grantor and Grantee have entered into a certain Securities Purchase and Investment Agreement dated January 18, 2002 (as amended, supplemented or otherwise modified from time to time, the "**Investment Agreement**"). Capitalized terms not otherwise defined herein shall have the same meanings as specified therefor in the Investment Agreement or the Security Agreement referred to below.

In connection with the Investment Agreement, the Grantor and the Grantee entered into a Security Agreement dated January 18, 2002 (as amended, supplemented or otherwise modified from time to time, the "**Security Agreement**"), pursuant to which the Grantor has granted to the Grantee a lien on and security interest in, inter alia, all of the Grantor's rights, title, and interest in and to all Trademarks (as defined in the Security Agreement) of such Grantor, whether then owned or thereafter acquired or created by such Grantor, including, without limitation, the trademarks and trademark applications listed on Schedule A hereto (the "**Trademark Collateral**").

The parties desire to record the Grantor's grant of the security interest in the Trademark Collateral to the Grantee with the United States Patent and Trademark Office.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor hereby agrees with the Grantee as follows:

1. The Investment Agreement and Security Agreement and their terms and provisions are incorporated herein in their entirety.
2. The Grantor grants to the Grantee a lien on and security interest in all of its right, title and interest in and to the Trademark Collateral and the goodwill of the business symbolized by the Trademark Collateral.

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed and delivered by its officer thereunto duly authorized, as of the date first written above.

AMRB, LLC

By

Donald D. Napier, III
Name: Donald D. Napier, III
Title: Executive Vice President

AMBATH, LLC

By

Donald D. Napier, III
Name: Donald D. Napier, III
Title: Executive Vice President

REBATH, LLC

By

Donald D. Napier, III
Name: Donald D. Napier, III
Title: Executive Vice President

("Grantor")

Acknowledged and agreed to as of
the date first above written:

ARGOSY INVESTMENT PARTNERS II, L.P.

By: ARGOSY ASSOCIATES II, L.P.

By: ARGOSY ASSOCIATES II, INC.

By

John P. Kirwin, III
Name: John P. Kirwin, III
Title: Vice President

DEVELOPMENT CAPITAL VENTURES, L.P.

By: DCC OPERATING, INC.

By

Donald L. Murfin
Name: Donald L. Murfin
Title: Authorized Officer

("Investors")

STATE OF ARIZONA

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:SS.

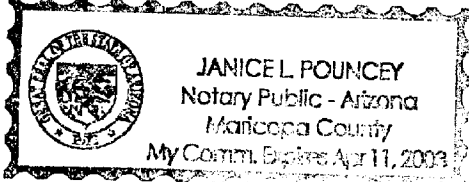
COUNTY OF

On this 18th day of January, 2002, before me, a notary public, the undersigned officer, personally appeared DONALD D. NAPIER, III, who acknowledged himself to be the Executive Vice President of AMRB, LLC, a Delaware limited liability company, and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company by himself as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Janice L. Pouncey

Notary Public



STATE OF ARIZONA

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:SS.

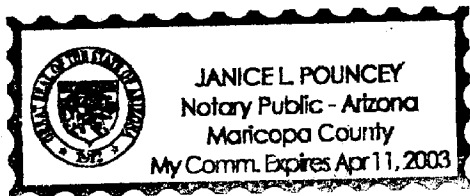
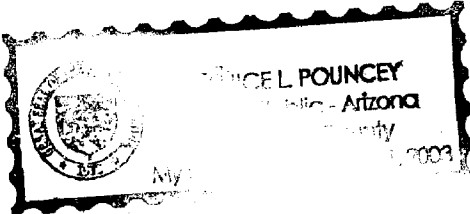
COUNTY OF

On this 18th day of January, 2002, before me, a notary public, the undersigned officer, personally appeared DONALD D. NAPIER, III, who acknowledged himself to be the Executive Vice President of AMBATH, LLC, a Delaware limited liability company, and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company by himself as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Janice L. Pouncey

Notary Public



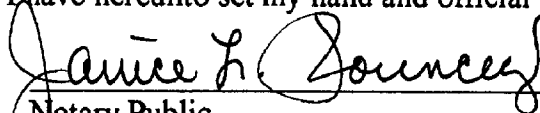
STATE OF ARIZONA

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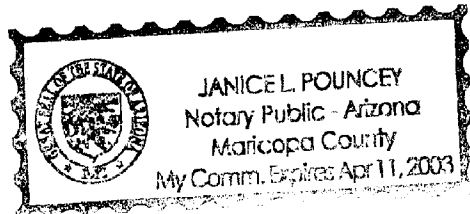
COUNTY OF

On this 18th day of January, 2002, before me, a notary public, the undersigned officer, personally appeared DONALD D. NAPIER, III, who acknowledged himself to be the Executive Vice President of REBATH, LLC, a Delaware limited liability company, and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company by himself as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public



STATE OF ARIZONA

:
:SS.

COUNTY OF

On this 18th day of January, 2002, before me, a notary public, the undersigned officer, personally appeared John P. Kirwin, III, who acknowledged himself to be the Vice President of ARGOSY ASSOCIATES II, INC., a Pennsylvania corporation and general partner of ARGOSY ASSOCIATES II, L.P., a Pennsylvania limited partnership and general partner of ARGOSY INVESTMENT PARTNERS II, L.P., a Pennsylvania limited partnership, and that he as such officer of ARGOSY ASSOCIATES II, INC., being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of ARGOSY ASSOCIATES II, INC. as general partner of ARGOSY ASSOCIATES II, L.P., in its capacity as general partner of ARGOSY INVESTMENT PARTNERS II, L.P., by signing the name of ARGOSY ASSOCIATES II, INC. by himself as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Janice L. Pouncey
Notary Public



STATE OF ARIZONA *Ohio*
COUNTY OF *Summit*

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:SS.

On this 18th day of January, 2002, before me, a notary public, the undersigned officer, personally appeared DONALD L. MURFIN, who acknowledged himself to be an Authorized Officer of DCC OPERATING, INC., a Delaware corporation and general partner of DEVELOPMENT CAPITAL VENTURES, L.P., a Delaware limited partnership, and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of DCC OPERATING, INC. in its capacity as general partner of DEVELOPMENT CAPITAL VENTURES, L.P. by himself as such officer of DCC OPERATING, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Mary Ann Clark
Notary Public
My Comm. exp. 7-6-03

SCHEDULE "A"

TRADEMARK COLLATERAL

ITEM	OWNER	TM/SM COPY	APPL. DATE	REG. NO.	REG. DATE	DECLARATION OF USE DUE	DATE SENT	RENEWAL DATE	DATE SENT
R/B tub over tub w/ovals	Re-Bath	TM	Feb.-93	1876486	1/31/1995	1/31/2000/2001	1/26/2001	1/31/2005	
R/B tub over tub w/ovals	RB	SM	Feb-93	1864893	11/29/1994	11/29/1999/2000	11/16/2000	11/29/2004	
Re-bath	Re-Bath	TM	5/20/1983	1285159	7/10/1984	7/10/1990/1991	4/11/1990	7/10/2004	
Rebath (Canada regis.)	ABL	TM	8/30/1998	358263	7/7/1989			7/7/2004	
AmBath	AmBath	TM	11/21/2000	1210474	5/22/2000	Renewal Affidavit 9-27-02		9-28-2002	