

11-12-2002

11-802

Form PTO-159-4 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)



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

To the Honorable Commissioner

102277541

hed original documents or copy thereof.

1. Name of conveying party(ies):

Flow International Corporation

- Individual(s) Association
General Partnership Limited Partnership
[X] Corporation
Other

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

2. Name and address of receiving party(ies)

Name: John Hancock Life Insurance Company, as Collateral Agent

Internal Address:
Street Address: 200 Clarendon Street
City: Boston State: MA ZIP: 02116

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
[X] Other Insurance Company

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 names(s) & address(s) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
[X] Security Agreement Change of Name
Other

Execution Date: October 1, 2002

11-8-02

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

A. Trademark Application No.(s) See attached document.

B. Trademark Registration No.(s) See attached document.

Additional numbers attached? Yes No

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

Name: Penelope J.A. Agodoa

Internal Address: Federal Research Corporation

Street Address: 1030 Fifteenth Street, NW, Suite 920

City: Washington State DC ZIP: 20005

6. Total number of applications and trademarks involved:

39

7. Total fee (37 CFR 3.41)..... \$ 990.00

- [X] Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account) Attorney Docket No. 1561133

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.

Stacy K. Pike
Name of Person Signing

Stacy K Pike
Signature

10-1-02
Date

Total number of pages including cover sheet, attachments, and document: 5

11/12/2002 6TOM11

00000049 2599361

MAIL DOCUMENTS TO BE RECORDED WITH REQUIRED COVER SHEET INFORMATION TO: United States Patent and Trademark Office, Box Assignments Washington, DC 20231

01 FC:8521
02 FC:8522

40.00 OP
950.00 OP

1411362.01.03
1561133

TRADEMARK
REEL: 2614 FRAME: 0717

TRADEMARK NO.	DESCRIPTION OF TRADEMARK	DATE OF TRADEMARK
2432579	FLOW AND DESIGN	3-6-01
1812448	FLOW INTERNATIONAL CORPORATION AND DESIGN	12-21-93
2588762	FLOWCODE	7-2-02
2066948	FLOWCUT	6-3-97
2066949	FLOWMASTER	6-3-97
2188188	FLOWNEST	9-8-98
2066957	FLOWPATH	6-3-97
2585647	FLOWSENSE	6-25-02
2064940	FLOWSHIFT	5-27-97
2568194	FRESHER UNDER PRESSURE	5-7-02
2540737	FRESHER UNDER PRESSURE	2-19-02
2333648	FRESHER UNDER PRESSURE	3-21-00
2263943	HORNET	7-27-99
2246964	HORNET AND DESIGN	5-25-99
1962160	HUSKY	3-12-96
1583962	HYDROMILLING	2-20-90
1891944	PASER	5-2-95
841068	QUINTUS	12-26-67

TRADEMARK APPLICATIONS

TRADEMARK APPLICATION NO.	DESCRIPTION OF TRADEMARK	DATE OF TRADEMARK APPLICATION
78/148535	ACTIVE TOLERANCE CONTROL	7-29-02
78/148549	DYNAMIC WATERJET	7-29-02
75/501611	FLOW WAVE DESIGN	6-12-98
78/072429	FLOWLINK	7-5-01
78/072430	FLOWLINK	7-5-01
76/184092	FRESHER UNDER PRESSURE	12-19-00
75/377869	FRESHER UNDER PRESSURE	10-23-97
78/152501	HYPERJET	8-8-02
76/122353	HYPERPRESSURE	9-5-00
78/148531	HYPLEX	7-29-02
78/148534	WATERPRO	7-29-02

**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Subordinated Security Agreement dated as of October 1, 2002 (as amended, restated, modified, renewed, supplemented or extended from time to time, the "*Security Agreement*") by and among Flow International Corporation, a Washington corporation whose address is 23500 64th Avenue South, Kent, Washington 98032 (the "*Debtor*") and John Hancock Life Insurance Company, as Agent whose address is 23500 64th Avenue South, Kent, Washington 98032 (the "*Agent*") for the noteholders referenced therein (the "*Noteholders*"), the undersigned Debtor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Noteholders:

The security interests referred to above are subordinate to certain Senior Indebtedness pursuant to an Intercreditor Agreement dated as of October 1, 2002 by and among the Noteholders and Bank of America, N.A. a national banking association, as administrative agent and as Collateral Agent for the Senior Lenders (as defined in the Intercreditor Agreement).

TRADEMARKS

TRADEMARK NO.	DESCRIPTION OF TRADEMARK	DATE OF TRADEMARK
2599361	BEARCAT	7-23-02
2114165	BENGAL	11-18-97
2114166	BENGAL AND DESIGN	11-18-97
1964361	COUGAR	3-26-96
2375714	DECK HOG	8-8-00
2556308	EAGLE	4-2-02
2290982	ESL	11-9-99
2376553	FLOW AND DESIGN	8-15-00
2376554	FLOW AND DESIGN	8-15-00
2424377	FLOW AND DESIGN	1-30-01


1409961.01.03.B
1561133

**TRADEMARK
REEL: 2614 FRAME: 0719**

The Debtor and the Agent, on behalf of the Noteholders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

FLOW INTERNATIONAL CORPORATION

By: 
Name: Michael R. O'Brien
Title: Chief Financial Officer

Acknowledged and Accepted:

JOHN HANCOCK LIFE INSURANCE COMPANY, as Agent

By: _____
Name: _____
Title: _____

The Debtor and the Agent, on behalf of the Noteholders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

FLOW INTERNATIONAL CORPORATION


By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

JOHN HANCOCK LIFE INSURANCE COMPANY, as Agent

By:  _____

Name: Lorn Davis

Title: Director