

02-19-2004



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

1. Name of conveying party(ies): ECOLOCHEM, INC. and its Affiliated Entities. Includes checkboxes for Individual(s), Association, General Partnership, Limited Partnership, Corporation- Virginia, and Other.

2. Name and address of receiving party(ies): UBS AG, STAMFORD BRANCH, as Collateral Agent. Includes fields for Name, Internal Address, Street Address, City, State, Zip, and checkboxes for citizenship and partnership types.

3. Nature of conveyance: Security Agreement. Includes checkboxes for Assignment, Merger, Security Agreement, Change of Name, and Other. Execution Date: February 13, 2004.

4. Application number(s) or registration number(s): A. Trademark Application No.(s) SEE ATTACHED SCHEDULE

B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE

5. Name and address of party to whom correspondence concerning document should be mailed: Patricia Conner, Latham & Watkins LLP, 650 Town Center Drive, Suite 2000, Costa Mesa, CA 92626.

6. Total number of applications and registrations involved: 14. 7. Total fee (37 CFR 3.41): \$ 365.00. Enclosed. 8. Deposit account number: 50-0524.

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. Patricia Conner, Signature, February 13, 2004, Date.

02/18/2004 EC00PER 00000094 2293869 01 FC:8521 02 FC:8522

Total number of pages including cover sheet, attachments, and document: 40.00 325.00 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

SCHEDULE A

ECOLOCHEM, INC. And Its Affiliated Entities
TRADEMARK REGISTRATIONS AND APPLICATIONS

U.S. Trademark Registrations:

<u>Owner</u>	<u>Reg. No.</u>	<u>Country</u>	<u>Trademark</u>
Ecolochem, Inc.	2,293,869	US	DELTAFLOW
Ecolochem, Inc.	1,848,742	US	DEOX
Ecolochem, Inc.	1,225,417	US	E And Design
Ecolochem, Inc.	1,001,388	US	ECOLOCHEM
Ecolochem, Inc.	1,185,174	US	ECOLOCHEM
Ecolochem, Inc.	1,689,464	US	ECOLONET
Ecolochem, Inc.	2,317,503	US	GTM
Ecolochem, Inc.	2,214,763	US	HIGH PURITY SECURITY
Ecolochem, Inc.	1,210,041	US	MOBILEFLOW
Ecolochem, Inc.	1,690,684	US	MOBILELINK
Ecolochem, Inc.	1,491,554	US	MOBILERO And Design
Ecolochem, Inc.	1,279,246	US	MULTIFLOW
Ecolochem, Inc.	2,453,211	US	SECURETECH

U.S. Trademark Application:

<u>Owner</u>	<u>App. No.</u>	<u>Country</u>	<u>Trademark</u>
Ecolochem, Inc.	76/056,034	US	DELTARO

Trademark Security Agreement

Trademark Security Agreement, dated as of February 13, 2004, by Ionics, Incorporated (the "Borrower") and each Guarantor listed on Schedule II hereto (collectively, the "Original Guarantors," together with the Borrower, the "Pledgors"), in favor of UBS AG, STAMFORD BRANCH, in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, Pledgors are party to a Security Agreement of even date herewith (the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into Credit Agreement, the Pledgors hereby agree with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all:

- (a) Trademarks for which registrations or applications for registration are listed on Schedule I attached hereto;
- (b) Goodwill associated with such Trademarks; and
- (c) Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and Pledgors hereby acknowledge and affirm that the rights and remedies of the Trustee with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Collateral Agent shall otherwise determine.


SECTION 4. Termination. Upon the full performance of the Obligations, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the security interest in the Trademarks under the Security Agreement and this Trademark Security Agreement.

[signature page follows]

IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

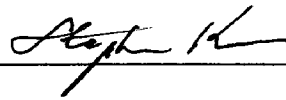
Very truly yours,

IONICS, INCORPORATED

By: 
Name:
Title:

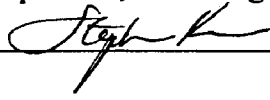
GUARANTORS:

AQUA DESIGN, INC.
FIDELITY PUREWATER, INC.
FIDELITY WATER SYSTEMS, INC.
IONICS KOREA, INC.
IONICS LIFE SCIENCES, INC.
IONICS SECURITIES CORPORATION
IONICS ULTRAPURE WATER CORPORATION
RESOURCES CONSERVATION CO. INTERNATIONAL
SEPARATION TECHNOLOGY, INC.
SIEVERS INSTRUMENTS, INC.
ECOLOCHEM, INC.
ECOLOCHEM HOLDINGS, INC.
ECOLOCHEM INTERNATIONAL, INC.
ECOLOCHEM JV HOLDINGS, INC.

By: 
Name:
Title:

ECOLOCHEM SERVICES - MEXICO, LLC
MOSON HOLDINGS, L.L.C.

By: Ionics, Incorporated, as Managing Member

By: 
Name:
Title:

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Ionics, Incorporated

U.S. Trademark Registrations:

Owner	Reg. No.	Country	Trademark
Ionics, Incorporated	2244774	US	TOTAL WATER QUALITY
Ionics, Incorporated	2033778	US	SURFING THE WATER WAVE
Ionics, Incorporated	2035463	US	IONICS' WORLD OF WATER
Ionics, Incorporated	2075265	US	WORLD OF WATER
Ionics, Incorporated	690811	US	AQUAMITE
Ionics, Incorporated	767713	US	PEPTI-FER
Ionics, Incorporated	791370	US	STACKPACK
Ionics, Incorporated	839963	US	GENERAL IONICS AND DESIGN
Ionics, Incorporated	843464	US	PICOPORE
Ionics, Incorporated	981067	US	HYGENE
Ionics, Incorporated	989521	US	SULFOMAT
Ionics, Incorporated	1017335	US	CLOROMAT
Ionics, Incorporated	1048914	US	IONICS AND DESIGN
Ionics, Incorporated	1058320	US	CHEMOMAT
Ionics, Incorporated	1064195	US	CARB-ION
Ionics, Incorporated	1135575	US	ELECTROMAT
Ionics, Incorporated	1190940	US	THE GOOD WATER PEOPLE
Ionics, Incorporated	1269673	US	BIO-PREP
Ionics, Incorporated	1275992	US	RCC
Ionics, Incorporated	1282268	US	MEDIMAT
Ionics, Incorporated	1282346	US	VIRGO RO
Ionics, Incorporated	1319981	US	RCC
Ionics, Incorporated	1422660	US	ISOPREP
Ionics, Incorporated	1525024	US	AQUABLU
Ionics, Incorporated	1487837	US	TASTE THE DIFFERENCE
Ionics, Incorporated	1479527	US	ENVIROMAT
Ionics, Incorporated	1486913	US	AQUA-PORE
Ionics, Incorporated	1631155	US	IONICS ENVIRONMENTAL PROTECTION LOGO
Ionics, Incorporated	1750021	US	PURE SOLUTIONS
Ionics, Incorporated	1835703	US	FILLING TOTAL WATER QUALITY NEEDS FOR PEOPLE, INDUSTRY AND OUR ENVIRONMENT
Ionics, Incorporated	1965942	US	FILLING CLEAN WATER NEEDS FOR PEOPLE, INDUSTRY AND OUR ENVIRONMENT
Ionics, Incorporated	2191105	US	WHAT NATURE INTENDED
Ionics, Incorporated	2047147	US	MEGAFLO
Ionics, Incorporated	2054183	US	IONICS TOTAL WATER MANAGEMENT
Ionics, Incorporated	2081052	US	THE IONICS TOOLBOX
Ionics, Incorporated	2241172	US	COVERING THE WATERFRONT
Ionics, Incorporated	2246099	US	IONICS EDR 2020
Ionics, Incorporated	2349554	US	ENCHEM
Ionics, Incorporated	2559841	US	COOLERSMART
Ionics, Incorporated	2518562	US	JAVASMART
Ionics, Incorporated	2240551	US	DIAMOND SERVICE
Ionics, Incorporated	1441910	US	IONICS
Ionics, Incorporated	2369148	US	IONICS DIAMOND SERVICE
Ionics, Incorporated	1665874	US	THE AQUA SPORT

Foreign Trademark Registrations:

<u>Owner</u>	<u>Country</u>	<u>Reg. No.</u>	<u>Trademark</u>
Ionics, Incorporated	Japan	1113112	DIGICHEM
Ionics, Incorporated	Australia	764523	IONICS
Ionics, Incorporated	Europe	86227	IONICS AND DESIGN
Ionics, Incorporated	Korea	48131	IONICS & LOGO
Ionics, Incorporated	Malaysia	97011358	IONICS & LOGO
Ionics, Incorporated	Malaysia	9720720	IONICS & LOGO
Ionics, Incorporated	Malaysia	97020721	IONICS & LOGO
Ionics, Incorporated	Singapore	T97/05710D	IONICS AND DESIGN
Ionics, Incorporated	Singapore	TO7/12254B	IONICS AND DESIGN
Ionics, Incorporated	Singapore	12255/97	IONICS AND DESIGN
Ionics, Incorporated	Australia	764522	IONICS
Ionics, Incorporated	France	1488428	IONICS

Domestic Trademark Applications:

<u>Owner</u>	<u>Country</u>	<u>Application No.</u>	<u>Trademark</u>
Ionics, Incorporated	US	76/250201	REFRESH YOURSELF

Foreign Trademark Applications:

<u>Owner</u>	<u>Country</u>	<u>Application No.</u>	<u>Trademark</u>
Ionics, Incorporated	Malaysia	97/20728	IONICS & LOGO
Ionics, Incorporated	Europe	002434538	REFRESH YOURSELF

Ecolochem, Inc. and its Affiliated Entities**U.S. Trademark Registrations:**

<u>Owner</u>	<u>Reg. No.</u>	<u>Country</u>	<u>Trademark</u>
Ecolochem, Inc.	2,293,869	US	DELTAFLOW
Ecolochem, Inc.	1,848,742	US	DEOX
Ecolochem, Inc.	1,225,417	US	E And Design
Ecolochem, Inc.	1,001,388	US	ECOLOCHEM
Ecolochem, Inc.	1,185,174	US	ECOLOCHEM
Ecolochem, Inc.	1,689,464	US	ECOLONET
Ecolochem, Inc.	2,317,503	US	GTM
Ecolochem, Inc.	2,214,763	US	HIGH PURITY SECURITY
Ecolochem, Inc.	1,210,041	US	MOBILEFLOW
Ecolochem, Inc.	1,690,684	US	MOBILELINK
Ecolochem, Inc.	1,491,554	US	MOBILERO And Design
Ecolochem, Inc.	1,279,246	US	MULTIFLOW
Ecolochem, Inc.	2,453,211	US	SECURETECH

Foreign Trademark Registrations:

<u>Owner</u>	<u>Reg. No.</u>	<u>Country</u>	<u>Trademark</u>
Ecolochem, Inc.	1,740,141	Argentina	DELTAFLOW
Ecolochem, Inc.	1,740,151	Argentina	E And Design
Ecolochem, Inc.	1,740,152	Argentina	E And Design
Ecolochem, Inc.	1,740,144	Argentina	ECOLOCHEM
Ecolochem, Inc.	1,740,143	Argentina	ECOLOCHEM

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Owner	Reg. No.	Country	Trademark
Ecolochem, Inc.	1,740,142	Argentina	GTM
Ecolochem, Inc.	1,857,547	Argentina	HIGH PURITY SECURITY
Ecolochem, Inc.	1,740,139	Argentina	MOBILEFLOW
Ecolochem, Inc.	1,740,140	Argentina	MOBILERO
Ecolochem, Inc.	1,776,960	Argentina	MULTIFLOW
Ecolochem, Inc.	756,443	Australia	DELTA FLOW
Ecolochem, Inc.	719,107	Australia	E And Design
Ecolochem, Inc.	718,937	Australia	ECOLOCHEM
Ecolochem, Inc.	756,442	Australia	G.T.M.
Ecolochem, Inc.	783,396	Australia	HIGH PURITY SECURITY
Ecolochem, Inc.	494,696	Benelux	ECOLOCHEM
Ecolochem, Inc.	494,694	Benelux	MOBILEFLOW
Ecolochem, Inc.	494,695	Benelux	MOBILERO And Design
Ecolochem, Inc.	497,529	Benelux	MULTIFLOW
Ecolochem, Inc.	820609897	Brazil	ECOLOCHEM
Ecolochem, Inc.	820609862	Brazil	ECOLOCHEM
Ecolochem, Inc.	820609900	Brazil	G.T.M.
Ecolochem, Inc.	820609889	Brazil	MOBILEFLOW
Ecolochem, Inc.	820609870	Brazil	MOBILERO
Ecolochem, Inc.	820609919	Brazil	MULTIFLOW
Ecolochem, Inc.	TMA568,387	Canada	DELTA FLOW
Ecolochem, Inc.	TMA287,028	Canada	E And Design
Ecolochem, Inc.	TMA272,595	Canada	ECOLOCHEM
Ecolochem, Inc.	TMA540,670	Canada	G.T.M.
Ecolochem, Inc.	TMA530,549	Canada	HIGH PURITY SECURITY
Ecolochem, Inc.	TMA280,870	Canada	MOBILEFLOW
Ecolochem, Inc.	TMA427,979	Canada	MOBILERO
Ecolochem, Inc.	TMA315,120	Canada	MULTIFLOW
Ecolochem, Inc.	557,569	Chile	DELTA FLOW
Ecolochem, Inc.	527,016	Chile	E And Design
Ecolochem, Inc.	528,105	Chile	E And Design
Ecolochem, Inc.	527,107	Chile	ECOLOCHEM
Ecolochem, Inc.	528,107	Chile	ECOLOCHEM
Ecolochem, Inc.	530,300	Chile	GTM
Ecolochem, Inc.	558,831	Chile	MOBILEFLOW
Ecolochem, Inc.	530,299	Chile	MOBILERO
Ecolochem, Inc.	558,083	Chile	MULTIFLOW
Ecolochem, Inc.	228,655	Colombia	DELTA FLOW
Ecolochem, Inc.	239,233	Colombia	E And Design
Ecolochem, Inc.	238,116	Colombia	E And Design
Ecolochem, Inc.	214,036	Colombia	ECOLOCHEM
Ecolochem, Inc.	214,038	Colombia	ECOLOCHEM
Ecolochem, Inc.	214,066	Colombia	G.T.M.
Ecolochem, Inc.	221,494	Colombia	MOBILEFLOW
Ecolochem, Inc.	214,037	Colombia	MOBILERO
Ecolochem, Inc.	222,417	Colombia	MULTIFLOW
Ecolochem, Inc.	750,620	Community Trademark	DELTA FLOW
Ecolochem, Inc.	750,661	Community Trademark	G.T.M.
Ecolochem, Inc.	1,062,439	Community Trademark	HIGH PURITY SECURITY
Ecolochem, Inc.	1,971,050	Community Trademark	SECURETECH
Ecolochem, Inc.	1,661,101	France	ECOLOCHEM
Ecolochem, Inc.	1,661,102	France	MOBILEFLOW
Ecolochem, Inc.	1,661,104	France	MOBILERO
Ecolochem, Inc.	1,661,103	France	MULTIFLOW
Ecolochem, Inc.	2,011,148	Germany	ECOLOCHEM
Ecolochem, Inc.	2,011,151	Germany	MOBILEFLOW
Ecolochem, Inc.	2,011,149	Germany	MOBILERO And Design
Ecolochem, Inc.	2,011,150	Germany	MULTIFLOW
Ecolochem, Inc.	373,396	Indonesia	ECOLOCHEM INC. And Design

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<u>Owner</u>	<u>Reg. No.</u>	<u>Country</u>	<u>Trademark</u>
Ecolochem, Inc.	4,328,807	Japan	DELTA FLOW
Ecolochem, Inc.	4,268,480	Japan	E And Design
Ecolochem, Inc.	4,268,479	Japan	ECOLOCHEM
Ecolochem, Inc.	4,268,481	Japan	ECOLOCHEM (in Katakana)
Ecolochem, Inc.	4,326,669	Japan	G.T.M.
Ecolochem, Inc.	4,399,412	Japan	HIGH PURITY SECURITY
Ecolochem, Inc.	98,004,880	Malaysia	DELTAFLOW
Ecolochem, Inc.	95/0427	Malaysia	ECOLOCHEM, INC. And Design
Ecolochem, Inc.	615,955	Mexico	DELTAFLOW
Ecolochem, Inc.	615,954	Mexico	G.T.M.
Ecolochem, Inc.	T98/01884F	Singapore	DELTA FLOW
Ecolochem, Inc.	T95/02740D	Singapore	ECOLOCHEM, INC. And Design
Ecolochem, Inc.	T98/01885D	Singapore	G.T.M.
Ecolochem, Inc.	T99/00558F	Singapore	HIGH PURITY SECURITY
Ecolochem, Inc.	0000008	South Korea	DELTA FLOW
Ecolochem, Inc.	0000009	South Korea	G.T.M.
Ecolochem, Inc.	28,104	Trinidad & Tobago	DELTAFLOW
Ecolochem, Inc.	28,103	Trinidad & Tobago	E And Design
Ecolochem, Inc.	29,290	Trinidad & Tobago	HIGH PURITY SECURITY
Ecolochem, Inc.	28,101	Trinidad & Tobago	MOBILEFLOW
Ecolochem, Inc.	28,102	Trinidad & Tobago	MOBILERO
Ecolochem, Inc.	28,100	Trinidad & Tobago	MULTIFLOW
Ecolochem, Inc.	1,458,750	United Kingdom	ECOLOCHEM
Ecolochem, Inc.	1,458,741	United Kingdom	MOBILEFLOW
Ecolochem, Inc.	1,458,745	United Kingdom	MOBILERO And Design
Ecolochem, Inc.	1,458,755	United Kingdom	MULTIFLOW
Ecolochem, Inc.	S-9.797	Venezuela	ECOLOCHEM
Ecolochem, Inc.	P-211.439	Venezuela	ECOLOCHEM
Ecolochem, Inc.	S-9.800	Venezuela	G.T.M.
Ecolochem, Inc.	S14,782	Venezuela	HIGH PURITY SECURITY
Ecolochem, Inc.	S-9.799	Venezuela	MOBILEFLOW
Ecolochem, Inc.	S-9.801	Venezuela	MOBILERO
Ecolochem, Inc.	S-9.798	Venezuela	MULTIFLOW

U.S. Trademark Application:

<u>Owner</u>	<u>App. No.</u>	<u>Country</u>	<u>Trademark</u>
Ecolochem, Inc.	76/056,034	US	DELTARO

Foreign Trademark Applications:

<u>Owner</u>	<u>App. No.</u>	<u>Country</u>	<u>Trademark</u>
Ecolochem, Inc.	820609854	Brazil	DELTA FLOW
Ecolochem, Inc.	820609846	Brazil	E And Design
Ecolochem, Inc.	820609838	Brazil	E And Design
Ecolochem, Inc.	821405160	Brazil	HIGH PURITY SECURITY
Ecolochem, Inc.	98-04881	Malaysia	ECOLOCHEM, INC. And Design
Ecolochem, Inc.	98/03298	Malaysia	G.T.M.
Ecolochem, Inc.	99/03385	Malaysia	HIGH PURITY SECURITY
Ecolochem, Inc.	28,105	Trinidad & Tobago	ECOLOCHEM
Ecolochem, Inc.	5.544/98	Venezuela	DELTA FLOW
Ecolochem, Inc.	5.540/98	Venezuela	E And Design
Ecolochem, Inc.	5.538/98	Venezuela	E And Design

SCHEDULE II
to
TRADEMARK SECURITY AGREEMENT
ORIGINAL GUARANTORS

NAME	ADDRESS
Aqua Design, Inc.	4710 Eisenhower Boulevard, Suite E-8 Tampa, FL 33634
Fidelity Purewater, Inc.	1971 Rutan Livermore, CA 94550
Fidelity Water Systems, Inc.	1971 Rutan Livermore, CA 94550
Ionics Korea, Inc.	Room 412 702-13, Yeoksam-Dong Gangnam-Gu Seoul, Korea 135-080
Ionics Life Sciences, Inc.	141 Commerce Drive Montgomeryville Industrial Center Montgomeryville, PA 18936
Ionics Securities Corporation	65 Grove Street Watertown, MA 02472
Ionics Ultrapure Water Corporation	5900 Silver Creek Valley Road San Jose, CA 95138-1009
Resources Conservation Co. International	3006 Northup Way Bellevue, WA 98004
Separation Technology, Inc.	65 Grove Street Watertown, MA 02472
Sievers Instruments, Inc.	6060 Spine Road Boulder, CO 80301
Ecolochem, Inc.	4545 Patent Road Norfolk, VA 23502
Ecolochem Holdings, Inc.	4545 Patent Road Norfolk, VA 23502
Ecolochem International, Inc.	Hydrohouse Newcombe Way Orton Southgate Peterborough PE2 6SE United Kingdom
Ecolochem JV Holdings, Inc.	4545 Patent Road Norfolk, VA 23502
Ecolochem Services - Mexico, LLC	4545 Patent Road Norfolk, VA 23502
Moson Holdings, L.L.C.	4545 Patent Road Norfolk, VA 23502

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RECORDED: 02/13/2004

TRADEMARK
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