

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																					
NATURE OF CONVEYANCE:	SECURITY INTEREST																					
CONVEYING PARTY DATA																						
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CH \$165.00 2640164

CORRESPONDENCE DATA

Fax Number: (312)521-2875

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 312-521-2775

Email: asacharoff@muchshelist.com

Correspondent Name: Much Shelist Freed Denenberg Ament & Rub

Address Line 1: 191 N Wacker Drive Suite 1800

Address Line 2: Adam K Sacharoff

Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER:	Adam K Sacharoff
Signature:	/aks/
Date:	08/31/2005
<p>Total Attachments: 6 source=Trademar#page1.tif source=Trademar#page2.tif source=Trademar#page3.tif source=Trademar#page4.tif source=Trademar#page5.tif source=Trademar#page6.tif</p>	

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT, dated as of June 28, 2005, is entered into by and between JPMORGAN CHASE BANK, N.A., a national banking association and CHASE EQUIPMENT LEASING INC., an Ohio corporation (collectively, "**Lender**"), and ADVANCED H2O LLC, a Delaware limited liability company ("**Borrower**").

WHEREAS, Borrower has adopted and is using the marks shown in the attached Schedule A (the "**Marks**"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Lender pursuant to (i) a certain Credit Agreement, dated the date hereof, between Lender and Borrower and (ii) a certain Security Agreement, dated the date hereof, made by Borrower in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "**Agreements**"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Marks and registrations and applications therefor, which security interest shall secure all the Obligations (as defined in the Agreements) and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the security interest granted hereby is more fully set forth in the Agreements.

[Signature pages follow]

IN WITNESS WHEREOF, this Agreement has been duly executed as of the day and year first above written.

LENDER:

JPMORGAN CHASE BANK, N.A., a national banking association

By: Thomas S. Lass
Print Name: THOMAS S. LASS
Title: Vice President

CHASE EQUIPMENT LEASING INC., an Ohio corporation

By: _____
Print Name: _____
Title: _____

BORROWER:

ADVANCED H2O LLC, a Delaware limited liability company

By: Jeff M. Walters
Print Name: JEFF WALTERS
Title: VICE PRESIDENT

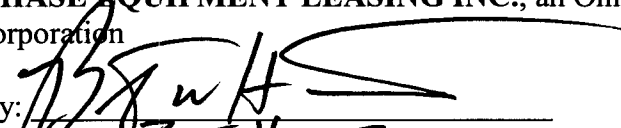
IN WITNESS WHEREOF, this Agreement has been duly executed as of the day and year first above written.

LENDER:

JPMORGAN CHASE BANK, N.A., a national banking association

By: _____
Print Name: _____
Title: _____

CHASE EQUIPMENT LEASING INC., an Ohio corporation

By: 
Print Name: Burt Horowitz
Title: Assistant Vice President

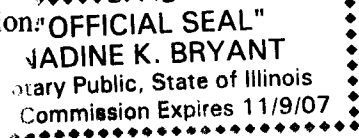
BORROWER:

ADVANCED H2O LLC, a Delaware limited liability company

By: _____
Print Name: _____
Title: _____

STATE OF ILLINOIS)
 : ss.:
COUNTY OF COOK)

On this 28th day of June, 2005, before me personally came Thomas S. Lass, to me known, who, being by me duly sworn, did depose and say that he is Vice President of **JPMorgan Chase Bank, N.A.**, the national banking association described in and which executed the foregoing instrument; and that he signed his name thereto on behalf of said association.



Nadine K. Bryant
Notary Public

STATE OF OHIO)
 : ss.:
COUNTY OF _____)

On this 28th day of June, 2005, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of **Chase Equipment Leasing Inc.**, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto on behalf of said corporation.

Notary Public

STATE OF ILLINOIS)
 : ss.:
COUNTY OF COOK)

On this 28th day of June, 2005, before me personally came JEFF WALTERS, to me known, who, being by me duly sworn, did depose and say that s/he is the VICE PRESIDENT of **Advanced H2O LLC**, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.



Kathryn M. Pradun
Notary Public

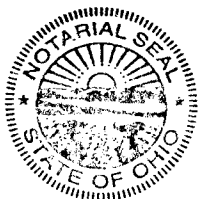
STATE OF ILLINOIS)
 : ss.:
COUNTY OF COOK)

On this 28th day of June, 2005, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of **JPMorgan Chase Bank, N.A.**, the national banking association described in and which executed the foregoing instrument; and that he signed his name thereto on behalf of said association.

Notary Public

STATE OF OHIO)
 : ss.:
COUNTY OF DELAWARE)

On this 28th day of June, 2005, before me personally came Burt W Horvath to me known, who, being by me duly sworn, did depose and say that he is AVP of **Chase Equipment Leasing Inc.**, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto on behalf of said corporation.



LAURA A. NOBLE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 10-15-06

[Signature]
Notary Public

STATE OF ILLINOIS)
 : ss.:
COUNTY OF COOK)

On this 28th day of June, 2005, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of **Advanced H2O LLC**, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Notary Public

SCHEDULE A
To Trademark Security Agreement

I. UNITED STATES

A. U.S. TRADEMARK REGISTRATIONS

MICROSTRUCTURED	2,640,164	10/22/2002
MICROSTRUCTURED	2,696,481	03/11/2003
SIMPLY SMOOTH, PURELY DELICIOUS	2,851,779	06/08/2004
ZAQUA	2,505,528	11/06/2001
ZAQUA!	2,828,326	03/30/2004

B. U.S. TRADEMARK APPLICATIONS

EAGLE CREEK*	78/473,647	08/25/2004

* Pending office action has cited a previous registration for EAGLE CREEK for wine.

II. FOREIGN

A. FOREIGN TRADEMARK REGISTRATIONS

None.

B. FOREIGN TRADEMARK APPLICATIONS

None.