

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
EFFECTIVE DATE:	09/15/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AMCO Water Metering Systems, Inc.		09/15/2005	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Deutsche Bank AG London
Street Address:	1 Great Winchester Street
Internal Address:	Winchester House
City:	London
State/Country:	UNITED KINGDOM
Postal Code:	EC2N 2DB
Entity Type:	Security Agent: UNITED KINGDOM

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2761973	INSIDER

CORRESPONDENCE DATA

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2128198928
 Email: enunn@whitecase.com
 Correspondent Name: White & Case LLP
 Address Line 1: 1155 Avenue of the Americas
 Address Line 2: Attn: Elizabeth A. Nunn
 Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER: 44085820035 AMCO

DOMESTIC REPRESENTATIVE

900033589

**TRADEMARK
 REEL: 003172 FRAME: 0078**

CH \$40.00 2761973

Name: White & Case, LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER:	Elizabeth A. Nunn
Signature:	/Elizabeth A. N unn/
Date:	10/07/2005

Total Attachments: 4
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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, AMCO WATER METERING SYSTEMS, INC., a Florida corporation (the "Grantor") with principal offices at 1100 SW 38th Avenue, Ocala, FL 34482, hereby grants to DEUTSCHE BANK AG LONDON as Security Agent, with principal offices at Winchester House, 1 Great Winchester Street, London, EC2N 2DB, United Kingdom, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of September 15, 2005 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the termination of the Security Period (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 15th day of
September, 2005.

AMCO WATER METERING SYSTEMS, INC.,
Grantor

By: 
Name: Thomas Costanza
Title: Director and Secretary

DEUTSCHE BANK AG LONDON,
as Security Agent and Grantee

By 
Name:
Title:

By _____
Name:
Title:

SCHEDULE A

MARK

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REG. NO.

2,761,973

REG. DATE

9-9-03