

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Water Tech Acquisition, Inc.		02/15/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Fifth Third Bank
Street Address:	38 Fountain Square Plaza
Internal Address:	MD#10AT63
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45263
Entity Type:	Bank:

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	932238	AC
Registration Number:	1089496	AC-2
Registration Number:	1094147	AC-8
Registration Number:	1307927	AQUA-CHEM
Registration Number:	766376	AQUA-CHEM
Registration Number:	822373	SPRAY-FILM
Registration Number:	809434	WATER-MAKER

CORRESPONDENCE DATA

Fax Number: (866)459-2899
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-783-2700
 Email: carey.lening@federalresearch.com
 Correspondent Name: CBCInnovis dba Federal Research
 Address Line 1: 1023 Fifteenth Street, NW, Suite 401

CH \$190.00 932238

Address Line 2: attn: Carey Lening
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	352366
NAME OF SUBMITTER:	Carey Lening
Signature:	/cni/
Date:	03/06/2006

Total Attachments: 4
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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, WATER TECH ACQUISITION, INC., a Delaware corporation, located at 3001 E. Governor John Sevier Highway, Knoxville, Tennessee 37914 ("Borrower"), has adopted, used 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 Fifth Third Bank ("Lender") pursuant to (i) a certain Credit Agreement, dated the date hereof, between Lender and Borrower and (ii) a certain Trademark Collateral 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

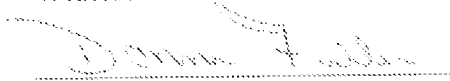
WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

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, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

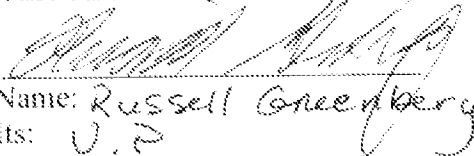
Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: February 15, 2006

Witness:


.....
Donna Miller


WATER TECH ACQUISITION, INC.

By: 
Name: *Russell Greenberg*
Its: *U.S.*

Witness:


.....

FIFTH THIRD BANK

By: 
Name: *John T. Penny*
Its: *Vice President*

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 15 day of February, 2006, before me personally came Russell E. Goldberg, to me known, who, being by me duly sworn, did depose and say that he is the V.P. of Water Tech Acquisition, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Neri M. Calderon
Notary Public

NERI M. CALDERON
Notary Public, State of New York
No. 61CA6118625
Qualified in Kings County
Commission Expires Nov. 15, 2008

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 17 day of February, 2006, before me personally came John T. Penny, to me known, who, being by me duly sworn, did depose and say that he is the Vice President of Fifth Third Bank, the financial institution described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said financial institution.

Lois R. Standig
Notary Public

LOIS R. STANDIG
Notary Public, State of New York
No. 61676609114
Qualified in New York County
Commission Expires May 24, 2007

SCHEDULE A
U.S. Trademarks of Debtor

Mark	Country	Registration No.	Registration Date
AC Logo	U.S.	932,238	4/11/72
AC-2	U.S.	1,089,496	4/18/78
AC-8	U.S.	1,094,147	6/27/78
AQUA-CHEM	U.S.	1,307,927	12/4/84
AQUA-CHEM	U.S.	766,376	3/10/64
SPRAY-FILM	U.S.	822,373	1/17/67
WATER- MAKER	U.S.	809,434	5/31/66