

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNMEN FOR SECURITY
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Just Add Water, Inc.		02/26/2007	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	D.B. Zwirn Special Opportunities Fund, L.P., as agent
Street Address:	745 Fifth Avenue
Internal Address:	18th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10151
Entity Type:	LIMITED PARTNERSHIP:

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	1672205	WATER WATER EVERYWHERE
Registration Number:	1252566	JUST ADD WATER
Registration Number:	1247767	JUST ADD WATER
Registration Number:	1247985	JUST ADD WATER
Serial Number:	78725013	BRIKA FOR JUST ADD WATER
Serial Number:	78630289	JUST ADD WATER
Serial Number:	78629705	JUST ADD WATER
Serial Number:	78629696	JUST ADD WATER
Serial Number:	78629683	JUST ADD WATER

CORRESPONDENCE DATA

Fax Number: (212)593-5955
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-756-2494

CH \$240.00 1672205

Email: watt.wanapha@srz.com
Correspondent Name: Watt Wanapha
Address Line 1: 919 Third Avenue
Address Line 2: 19th Floor
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	017962.0092
NAME OF SUBMITTER:	Watt Wanapha (017962.0092)
Signature:	/kc for ww/
Date:	04/26/2007

Total Attachments: 4

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ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, Just Add Water, Inc., a Texas corporation (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement, dated as of April 18, 2006 (the "Security Agreement"), in favor of D.B. Zwirn Special Opportunities Fund, L.P., as collateral agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Lenders (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of February 26 2007.

JUST ADD WATER, INC.

By: 

Name: Ann Tucker

Title: President

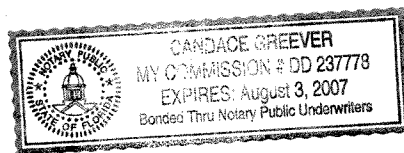
STATE OF Florida

SS.:

COUNTY OF Orange

On this 20th day of February, 2007, before me personally came Ann Tucker, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the President of Just Add Water, Inc., a Texas corporation, and that s/he executed the foregoing instrument in the firm name of Just Add Water, Inc., and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Candace Greever



SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

Trademarks and Trademark Applications
Owned by Just Add Water, Inc.

1. Registered Trademarks:

Mark	Jurisdiction	Registration Number	Registration Date
Water Water Everywhere, Inc.	U.S.	1,672,205	January 14, 1992
JUST ADD WATER Logo	U.S.	1,252,566	September 27, 1983
JUST ADD WATER name as Fashion Swimwear for Women	U.S.	1,247,767	August 9, 1983
JUST ADD WATER name as Retail Store Services in the Field of Women's Swimwear	U.S.	1,247,985	August 9, 1983
JUST ADD WATER name for Advertising and business	Texas	800,348,095	June 1, 2004
JUST ADD WATER name as Clothing	Texas	800,348,097	June 1, 2004
JUST ADD WATER name as Retail Store Services for Swimwear	Texas	800,348,110	June 1, 2004

2. Pending Trademark Applications:

Mark	Jurisdiction	Application Number	Filing Date
BRIKA FOR JUST ADD WATER	U.S.	78/725,013	October 3, 2005
JUST ADD WATER	U.S.	78/630,289	May 16, 2005
JUST ADD WATER	U.S.	78/629,705	May 13, 2005
JUST ADD WATER	U.S.	78/629,696	May 13, 2005
JUST ADD WATER	U.S.	78/629,683	May 13, 2005