

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Trademark Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Amtrol Licensing Inc.		06/05/2007	CORPORATION: RHODE ISLAND

**RECEIVING PARTY DATA**

<b>Name:</b>	Merrill Lynch Capital Corporation, as Collateral Agent
<b>Street Address:</b>	4 World Financial Center
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10080
<b>Entity Type:</b>	CORPORATION:

**PROPERTY NUMBERS Total: 37**

Property Type	Number	Word Mark
Registration Number:	0731732	FILL-TROL
Registration Number:	0843060	EX-TROL
Registration Number:	0871142	AT
Registration Number:	0877254	WELL X TROL
Registration Number:	1307919	CHAMPION
Registration Number:	1322022	THERM-X-TROL
Registration Number:	1324330	DIATROL
Registration Number:	1326576	AMTROL PRESSURISER
Registration Number:	1336500	PURGER-TROL
Registration Number:	1351556	HOT WATER MAKER
Registration Number:	1479524	
Registration Number:	1488302	WEL-FLO
Registration Number:	1623517	SPACE SAVER

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Registration Number:	1676682	WATER SPRITE
Registration Number:	1677499	TECTONICS
Registration Number:	1706536	WATER WORKER
Registration Number:	1834409	ISOBAR
Registration Number:	1899774	THERM-X-SPAN
Registration Number:	2000797	FIRST LUBE
Registration Number:	2062700	PRO ACCESS
Registration Number:	2604069	AMTROL
Registration Number:	2623669	AT
Registration Number:	2623674	A T
Registration Number:	2736440	H2OW-TO
Registration Number:	2738419	AMTROL STORAGE MATE
Registration Number:	2999036	FIRE-X-TROL
Registration Number:	3007394	ODOR OXIDIZER PROFESSIONAL BY AMTROL
Registration Number:	3067641	SORB-TROL
Registration Number:	3091297	WELL-RADOR
Registration Number:	3140012	ARMOR-TROL
Registration Number:	3155116	COMET
Registration Number:	3165089	RADIANT EXTROL
Registration Number:	3166307	AMTROL R DIGITAL CONTROL BY AMTROL
Registration Number:	3235508	WATERSOFT
Registration Number:	1319229	PROVETR
Serial Number:	78802007	BOILERMATE
Registration Number:	1319208	MINI-TROL

**CORRESPONDENCE DATA**

Fax Number: (202)756-9299  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 8002210770  
Email: matthew.mayer@thomson.com  
Correspondent Name: Corporation Service Company  
Address Line 1: 1133 Avenue of the Americas  
Address Line 2: Suite 3100  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER: CSC # 935778

NAME OF SUBMITTER: Matthew Mayer

Signature:

/Matthew Mayer/

Date:


06/12/2007




**Total Attachments: 12**


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**SCHEDULE I**  
**to**  
**TRADEMARK SECURITY AGREEMENT**  
**TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS**

**Trademark Registrations:**

Mark	Registration No.	Registration Date	Owner	Status
FILL-TROL	0731,732	05/22/1962	AMTROL Licensing Inc.	Registered – Renewal due 05/22/2012
EX-TROL	0843,060	01/30/1968	AMTROL Licensing Inc.	Registered – Renewal due 01/30/2008
AT (Stylized) 	0871,142	06/17/1969	AMTROL Licensing Inc.	Registered – Renewal due 06/17/2009
WELL X TROL	0877,254	09/23/1969	AMTROL Licensing Inc.	Registered – Renewal due 09/23/2009
CHAMPION	1,307,919	12/04/1984	AMTROL Licensing Inc.	Registered – Renewal due 12/04/2014
MINI-TROL	1,319,208	02/12/1985	AMTROL Licensing Inc.	Registered – Renewal due 02/12/2015
THERM-X-TROL	1,322,022	02/26/1985	AMTROL Licensing Inc.	Registered – Renewal due 02/26/2015
DIATROL	1,324,330	03/12/1985	AMTROL Licensing Inc.	Registered – Renewal due 03/12/2015
AMTROL PRESSURISER	1,326,576	03/26/1985	AMTROL Licensing Inc.	Registered – Renewal due 03/26/2015
PURGER-TROL	1,336,500	05/21/1985	AMTROL Licensing Inc.	Registered – Renewal due 05/21/2015
HOT WATER MAKER	1,351,556	07/30/1985	AMTROL Licensing Inc.	Registered – Renewal due 07/30/2015
Design Only	1,479,524	03/08/1988	AMTROL Licensing Inc.	Registered – Renewal due 03/08/2008

Mark	Registration No.	Registration Date	Owner	Status
				
WEL-FLO and Design <b>WelFlo</b>	1,488,302	05/17/1988	AMTROL Licensing Inc.	Registered – Renewal due 05/17/2008
SPACE SAVER	1,623,517	11/20/1990	AMTROL Licensing Inc.	Registered – Renewal due 11/20/2010
WATER SPRITE	1,676,682	02/25/1992	AMTROL Licensing Inc.	Registered – Renewal due 02/25/2012
TECTONICS	1,677,499	03/03/1992	AMTROL Licensing Inc.	Registered – Renewal due 03/03/2012
WATER WORKER	1,706,536	08/11/1992	AMTROL Licensing Inc.	Registered – Renewal due 08/11/2012
ISOBAR	1,834,409	05/03/1994	AMTROL Licensing Inc.	Registered – Renewal due 05/03/2014
THERM-X-SPAN	1,899,774	06/13/1995	AMTROL Licensing Inc.	Registered – Renewal due 06/13/2015
FIRST LUBE	2,000,797	09/17/1996	AMTROL Licensing Inc.	Registered – Renewal due 09/17/2006
PRO ACCESS	2,062,700	05/20/1997	AMTROL Licensing Inc.	Registered – Section 8&9 due 05/20/2007
AMTROL	2,604,069	08/06/2002	AMTROL Licensing Inc.	Registered – Section 8&15 due 08/06/2008
AT (Stylized) 	2,623,669	09/24/2002	AMTROL Licensing Inc.	Registered – Section 8&15 due 09/24/2008
AT (Stylized) 	2,623,674	09/24/2002	AMTROL Licensing Inc.	Registered – Section 8&15 due 09/24/2008
H2OW-TO (Styl-	2,736,440	07/15/2003	AMTROL	Registered –

Mark	Registration No.	Registration Date	Owner	Status
ized) <b>H<sub>2</sub>O-W-T-O</b>			Licensing Inc.	Section 8&15 due 07/15/2009
AMTROL STORAGE MATE	2,738,419	07/15/2003	AMTROL Licensing Inc.	Registered – Section 8&15 due 07/15/2009
FIRE-X-TROL	2,999,036	09/20/2005	AMTROL Licensing Inc.	Registered – Section 8&15 due 09/20/2011
ODOR OXIDIZER PROFESSIONAL BY AMTROL and Design	3,007,394	10/18/2005	AMTROL Licensing Inc.	Registered – Section 8&15 due 10/18/2011
<del>AMTROL</del> SORB-TROL	3,067,641	03/14/2006	AMTROL Licensing Inc.	Registered – Section 8&15 due 03/14/2012
WELL-RADOR	3,091,297	05/09/2006	AMTROL Licensing Inc.	Registered – Section 8&15 due 05/09/2012
ARMOR-TROL	3,140,012	09/05/2006	AMTROL Licensing Inc.	Registered – Section 8&15 due 09/05/2012
COMET (Stylized) <b>comet</b>	3,155,116	10/10/2006	AMTROL Licensing Inc.	Registered – Section 8&15 due 10/10/2012
RADIANT EXTROL	3,165,089	10/31/2006	AMTROL Licensing Inc.	Registered – Section 8&15 due 10/31/2012
AMTROL R DIGITAL CONTROL BY AMTROL and Design 	3,166,307	10/31/2006	AMTROL Licensing Inc.	Registered – Section 8&15 due 10/31/2012
WATERSOFT	3,235,508	05/01/2007	AMTROL Licensing Inc.	Registered
PROVECTR	1,319,229	Feb 12, 1985	AMTROL Licensing Inc.	Renewed

**Trademark Applications:**

<b>Mark</b>	<b>Application Serial No.</b>	<b>Filing Date</b>	<b>Owner</b>	<b>Status</b>
BOILERMATE	78/802,007	01/30/2006	AMTROL Licensing Inc.	Pending

## Trademark Security Agreement

**Trademark Security Agreement**, dated as of June 5, 2007, by AMTROL LICENSING INC. (the "Pledgor"), in favor of MERRILL LYNCH CAPITAL CORPORATION, in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the "Collateral Agent").

### WITNESSETH:

WHEREAS, the Pledgor are party to a Security Agreement dated as of June 5, 2007 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgor 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 the Credit Agreement, the Pledgor 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. Confirmation of Grant of Security Interest in Trademark Collateral. Each Pledgor hereby confirms the and grant to the Collateral Agent for the benefit of the Secured Parties in the Security Agreement of a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

- (a) Trademarks of such Pledgor listed on Schedule I attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. Each Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks confirmed 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 payment in full of the Secured Obligations and automatic termination of the Security Agreement, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form evidencing the release of the collateral pledge, grant, assignment, lien and security interest in the Trademarks under the Security Agreement and this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[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,

AMTROL LICENSING INC., as Pledgor

By: *Joseph L. DePaulis*  
Name: *Joseph L. DePaulis*  
Title: *President*


Accepted and Agreed:




MERRILL LYNCH CAPITAL CORPORATION,  
as Collateral Agent


By:   
Name: DAVID B. STILL  
Title: VICE PRESIDENT

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