

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECOND LIEN INTELLECTUAL PROPERTY SECURITY AGREEMENT RELEASE

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CREDIT SUISSE		02/14/2008	SWISS BANK:

RECEIVING PARTY DATA

Name:	WATER PIK, INC.
Street Address:	1730 E. PROSPECT ROAD
City:	FT. COLLINS
State/Country:	COLORADO
Postal Code:	80553
Entity Type:	CORPORATION: DELAWARE

Name:	EGWP ACQUISITION CORP. SUB.
Street Address:	39 WEST 54TH STREET
Internal Address:	C/O EG CAPITAL GROUP, LLC
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	CORPORATION:

Name:	WATERPIK INTERNATIONAL, INC.
Street Address:	1730 E. PROSPECT ROAD
City:	FT. COLLINS
State/Country:	COLORADO
Postal Code:	80553
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	0691003	HANAU

CH \$240.00 0691003

Registration Number:	1262890	HANAU-MATE
Registration Number:	1385131	OCCLUSA-CHECK
Registration Number:	0557601	TOUCH-O-MATIC
Registration Number:	0942874	DENAR
Registration Number:	1956169	
Registration Number:	1951267	DENAR
Registration Number:	2904430	MODEL MATE
Serial Number:	77367972	ULTI-MATE

CORRESPONDENCE DATA

Fax Number: (646)848-4455
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-848-4455
Email: jlik@shearman.com
Correspondent Name: Gloria Jung
Address Line 1: 599 Lexington Avenue
Address Line 2: Shearman & Sterling LLP
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	35610/18
NAME OF SUBMITTER:	Gloria Jung
Signature:	/GLORIA JUNG/
Date:	02/21/2008

Total Attachments: 5
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SECOND LIEN INTELLECTUAL PROPERTY SECURITY AGREEMENT RELEASE

This INTELLECTUAL PROPERTY SECURITY AGREEMENT RELEASE (this "**Release**") is made as of February 14, 2008 (the "**Effective Date**"), by CREDIT SUISSE, acting through one or more of its branches or any Affiliate thereof, as collateral agent (the "**Collateral Agent**") for each of the Secured Parties (as defined in the Credit Agreement referred to below), in favor of WATER PIK, INC.; EGWP ACQUISITION CORP. SUB; and WATERPIK INTERNATIONAL, INC. (collectively, the "**Grantors**"). All capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to those terms in the IP Security Agreement (as defined below).

WHEREAS, Grantors entered into a Second Lien Senior Secured Credit Agreement dated as of June 15, 2007 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "**Credit Agreement**"), between Credit Suisse, as Administrative Agent and Collateral Agent, and the Lenders party thereto;

WHEREAS, pursuant to the Credit Agreement and that certain Second Lien Intellectual Property Security Agreement (the "**IP Security Agreement**") entered into by the parties, dated June 15, 2007, the Grantors granted to Collateral Agent, for the ratable benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of the Grantors;

WHEREAS, the IP Security Agreement was recorded on July 20, 2007, with the United States Patent and Trademark Office under Reel and Frame number 019580/0464 with respect to Patents, and Reel and Frame number 003584/0556 with respect to Trademarks;

WHEREAS, in accordance with a Confirmation of Release Letter (the "**Confirmation of Release**"), dated as of February 7, 2008 and given by the Collateral Agent, the obligations secured by the intellectual property identified on Schedules A, B and C attached hereto (the "**Released Intellectual Property**") have been repaid or otherwise satisfied to the extent set forth in such Confirmation of Release; and



WHEREAS, the Collateral Agent therefore desires to release its security interest in and to the Grantors' right, title and interest in and to the Released Intellectual Property.

NOW, THEREFORE, for good and valuable consideration, including the satisfaction of all of Grantors' payment Obligations, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby agrees as follows:

1. The Collateral Agent, on behalf of the Secured Parties, hereby releases in its entirety to the Grantors its security interest in, to and under the Released Intellectual Property.
2. The Collateral Agent hereby authorizes and requests that the Commissioner for Patents, the Commissioner for Trademarks and any other applicable government officer record this Release.
3. This Release shall be governed by, and construed in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be executed by its duly authorized representative as of the date first above written.

CREDIT SUISSE, CAYMAN ISLANDS BRANCH,
as the Collateral Agent

By  

Name: **BILL O'DALY**
Title: **DIRECTOR**

MIKHAIL FAYBUSOVICH
VICE PRESIDENT

Schedule A

Patents

Patent Title/Description	Application No.	Application Date	Country	Patent No.
Dental Face Bow	07/181987	04/15/88	US	4836779
Disposable Transfer Jig Assembly	07/381466	07/18/89	US	5009594
Earpiece	29/108785	07/30/99	US	D430673
Facebow with Sighting Structure	09/364764	07/30/99	US	6152732
Facebow with Sighting Structure	2000-228590	07/30/99	JP	
Facebow with Sighting Structure	2,314,755	07/28/00	CA	

Schedule B

Trademarks

Application No. Registration No.	Trademark Usage	Country	Status	Registration Date Expiration Date
71,948 691003	HANAU (and design) Active Trademark	United States	Registered	JAN-05-1960 JAN-05-2010
1,195,364 TMA647,841	MODEL MATE Active Trademark	Canada	Registered	SEP-13-2005 SEP-13-2020
289,285 1,262,890	HANAU-MATE Active Trademark	United States	Registered	JAN-03-1984 JAN-03-2014
554,295 1,385,131	OCCLUSA CHECK Active Trademark	United States	Registered	MAR-04-1986 MAR-04-2016
71/606,379 557,601	TOUCH-O-MATIC Active Trademark	United States	Registered	APR-15-1952 APR-15-2012
72/398,173 942,874	DENAR (stylized) Active Trademark	United States	Registered	SEP-12-1972 SEP-12-2012
74/640,613 1,956,169	MISC. DESIGN (Denar Logo) – Greek delta and rho symbols inside circle Active Trademark	United States	Registered	FEB-13-1996 FEB-13-2016
74/640,618 1,951,267	DENAR Active Trademark	United States	Registered	JAN-23-1996 JAN-23-2016
76/547,051 2,904,430	MODEL MATE Active Trademark	United States	Registered	NOV-23-2004 NOV-23-2014
77/367,972	ULTI-MATE	United States	Pending	

Schedule C

Copyrights

None.