

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
AMP ADMIN LLC, as successor agent to EMPORIA CAPITAL FUNDING LLC, as Administrative Agent for itself and the other Lenders		06/24/2011	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	RAYNE CORPORATION
<b>Street Address:</b>	4635 RUFFNER STREET
<b>City:</b>	SAN DIEGO
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92111
<b>Entity Type:</b>	CORPORATION: CALIFORNIA

<b>Name:</b>	RAYNE DEALERSHIP CORPORATION
<b>Street Address:</b>	4635 RUFFNER STREET
<b>City:</b>	SAN DIEGO
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92111
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>Name:</b>	RAYNE - SAN DIEGO, INC.
<b>Street Address:</b>	4635 RUFFNER STREET
<b>City:</b>	SAN DIEGO
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92111
<b>Entity Type:</b>	CORPORATION: CALIFORNIA

<b>Name:</b>	BONCOR WATER SYSTEMS, LLC
<b>Street Address:</b>	4635 RUFFNER STREET

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City:	SAN DIEGO
State/Country:	CALIFORNIA
Postal Code:	92111
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	CAL SOFT WATER SERVICE, INC.
Street Address:	4635 RUFFNER STREET
City:	SAN DIEGO
State/Country:	CALIFORNIA
Postal Code:	92111
Entity Type:	CORPORATION: DELAWARE

Name:	RAYNE WATER CONDITIONING, INC.
Street Address:	4635 RUFFNER STREET
City:	SAN DIEGO
State/Country:	CALIFORNIA
Postal Code:	92111
Entity Type:	CORPORATION: ARIZONA

Name:	SMSWC, INC.
Street Address:	4635 RUFFNER STREET
City:	SAN DIEGO
State/Country:	CALIFORNIA
Postal Code:	92111
Entity Type:	CORPORATION: UTAH

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	2466922	FOR THE WATER IN YOUR LIFE
Registration Number:	0879932	
Registration Number:	0700965	RAYNE
Registration Number:	0844761	RAYNE
Registration Number:	0844760	RAYNE WATER CONDITIONING

**CORRESPONDENCE DATA**

Fax Number: (213)226-4028  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 213-488-7100  
 Email: kevin.davis@pillsburylaw.com

Correspondent Name: ANNA PARK, ESQ.  
Address Line 1: PILLSBURY WINTHROP SHAW PITTMAN LLP  
Address Line 2: 725 SOUTH FIGUEROA STREET, SUITE 2800  
Address Line 4: LOS ANGELES, CALIFORNIA 90017-5406

ATTORNEY DOCKET NUMBER:	094327-0000002
NAME OF SUBMITTER:	ANNA PARK
Signature:	/Anna Park/
Date:	06/27/2011

Total Attachments: 2  
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## RELEASE OF SECURITY INTEREST

This Release of Security Interest is made as of June 24, 2011, by AMP Admin LLC, as successor agent to Emporia Capital Funding LLC, as Administrative Agent for the Lenders (in such capacity, the "Agent"), in favor of RAYNE CORPORATION, a California corporation, RAYNE DEALERSHIP CORPORATION, a Delaware corporation, RAYNE – SAN DIEGO, INC., a California corporation, BONCOR WATER SYSTEMS, LLC, a Delaware limited liability company, CAL SOFT WATER SERVICE, INC., a Delaware corporation, RAYNE WATER CONDITIONING, INC., an Arizona corporation and SMSWC, INC., a Utah corporation, (each, a "Grantor" and collectively, the "Grantors"). Capitalized terms used herein but not defined herein shall have the meanings given to such terms in the Agreement (defined below).

### RECITALS

WHEREAS, Grantors granted a security interest in the trademarks described on Schedule A attached hereto (the "Trademarks") to Agent under a Security Agreement dated as of July 17, 2007 (the "Agreement"), and recorded with the United States Patent and Trademark Office on July 18, 2007, at Reel and Frame Number 3582/0909.

WHEREAS, Grantors have no outstanding obligations to Agent or Lenders under the terms of the Agreement and the Credit Agreement, and Agent agrees to release its security interest in the Trademarks.


### AGREEMENT

Now therefore, Agent hereby terminates and releases its security interest, right, title and interest in the Trademarks and reassigns to Grantors, without warrant or recourse (whether as Agent or in its personal capacity) and without any statement, representation, warranty, promise or undertaking whatsoever by the undersigned (whether as Agent or in its personal capacity), all such interest of Agent in the Trademarks.

This Release of Security Interest is governed by the laws of the State of California, and the provisions of Section 9.12 of the Credit Agreement are hereby incorporated herein by reference.

AGENT:

AMP ADMIN LLC, as successor agent to  
Emporia Capital Funding LLC, as Agent

By:   
Name: Kevin R. Braddish  
Title: Duly Authorized Signatory

**SCHEDULE A**  
**U. S. TRADEMARKS**

<b>REGISTRATION NUMBER</b>	<b>WORD MARK</b>
2,466,922	FOR THE WATER IN YOUR LIFE
879,932	Design Only (water droplets)
700,965	RAYNE (Stylized)
844,761	RAYNE
844,760	RAYNE WATER CONDITIONING & Design