

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

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

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
RAYNE CORPORATION		06/24/2011	CORPORATION: CALIFORNIA
RAYNE DEALERSHIP CORPORATION		06/24/2011	CORPORATION: DELAWARE
RAYNE - SAN DIEGO, INC.		06/24/2011	CORPORATION: CALIFORNIA
BONCOR WATER SYSTEMS, LLC		06/24/2011	LIMITED LIABILITY COMPANY: DELAWARE
CAL SOFT WATER SERVICE, INC.		06/24/2011	CORPORATION: DELAWARE
RAYNE WATER CONDITIONING, INC.		06/24/2011	CORPORATION: ARIZONA
PIONETICS CORPORATION		06/24/2011	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	ONEWEST BANK, FSB
<b>Street Address:</b>	888 EAST WALNUT STREET - HQ-04-04
<b>Internal Address:</b>	ATTN: DAVID LIGON
<b>City:</b>	PASADENA
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	91101
<b>Entity Type:</b>	FEDERAL SAVINGS BANK: UNITED STATES

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	2466922	FOR THE WATER IN YOUR LIFE
Registration Number:	0879932	
Registration Number:	0844761	RAYNE
Registration Number:	0844760	RAYNE WATER CONDITIONING
Registration Number:	0700965	RAYNE
Registration Number:	3454200	DIAL-A-TASTE

CH \$215.00 2466922

Registration Number:	2789653	PIONETICS
Registration Number:	2789652	LINX

**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:	06/28/2011

**Total Attachments: 5**  
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## INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Agreement, dated as of June 24, 2011, is made by 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 PIONETICS CORPORATION, a California corporation (each, a “Grantor” and collectively, the “Grantors”), in favor of ONEWEST BANK, FSB, a federal savings bank, as administrative agent (in such capacity, the “Agent”). Grantors, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, grant to the Agent pursuant to that certain Security Agreement entered into by the Grantors in favor of the Agent dated as of June \_\_, 2011 (as it may be amended, modified or restated from time to time, the “Security Agreement”), a continuing security interest in the following property (the “Intellectual Property”):

- (i) all Patents, including the Patents listed in Schedule 1;
- (ii) all Trademarks, including the Trademarks listed in Schedule 1;
- (iii) all proceeds of any and all of the foregoing; and
- (iv) all causes of action arising before or after the date hereof for infringement of any of the Patents or for unfair competition regarding the same.

to secure performance of all obligations of the Grantors under that certain Credit Agreement dated as of June \_\_, 2011 between Grantors, the lenders party thereto and the Agent, and as set out in the Security Agreement.

Grantors do hereby further acknowledge and affirm that the rights and remedies of the Agent with respect to the security interest in the Intellectual Property made and granted 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.

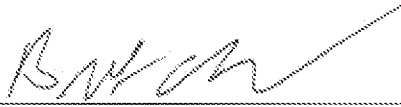
All terms defined in the Security Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

[Remainder of page left blank intentionally.]

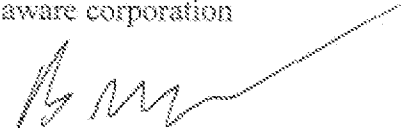
IN WITNESS WHEREOF, the Grantors have caused this Intellectual Property Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

GRANTORS:

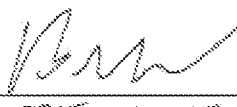
RAYNE CORPORATION, a California corporation

By:   
Name: BRET C. VESSEY  
Title: CFO

RAYNE DEALERSHIP CORPORATION, a Delaware corporation

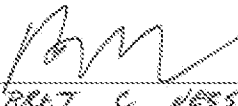
By:   
Name: BRET C. VESSEY  
Title: CFO

RAYNE -- SAN DIEGO INC., a California corporation

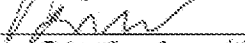
By:   
Name: BRET C. VESSEY  
Title: CFO

BONCOR WATER SYSTEMS, LLC, a Delaware limited liability company

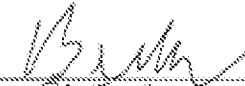
By: Cal Soft Water Service, Inc., its Sole Member

By:   
Name: BRET C. VESSEY  
Title: CFO

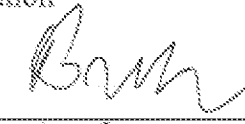
CAL SOFT WATER SERVICE, INC., a  
Delaware Corporation

By:   
Name: BRET C VESSEY  
Title: CFO

RAYNE WATER CONDITIONING, INC.,  
an Arizona corporation

By:   
Name: BRET C VESSEY  
Title: CFO

PIONETICS CORPORATION, a California  
corporation

By:   
Name: BRET C VESSEY  
Title: CFO

**SCHEDULE 1**

**U. S. PATENTS**

<b>Title</b>	<b>Application/Publication/ Patent Number</b>	<b>Filing/Issue Date</b>	<b>Assignee</b>
Cartridge Having Textured Membrane	<b>12/861,800</b> <b>Publication No.</b> <b>US 20110042218</b>	08/23/2010	Pionetics Corporation
Power Supply for Electrochemical Ion Exchange	<b>11/024,521</b> <b>Publication No.</b> <b>US 20060138997</b>	12/28/2004	Pionetics Corporation
Electrochemically Assisted Ion Exchange	<b>US 5,788,826</b>	08/04/1998	Pionetics Corporation
Selectable Ion Concentrations with Electrolytic Ion Exchange	<b>US 7,344,629</b>	03/18/2008	Pionetics Corporation
Textured Ion Exchange Membranes	<b>7,959,780</b>	06/14/2011	Pionetics Corporation
Fluid Flow Controlling Valve having Seal with Reduced Leakage	<b>11/021,931</b> <b>Publication No.</b> <b>US 20060137986</b>	06/29/2006	Pionetics Corporation
Electrochemical Ion Exchange with Textured Membranes and Cartridge	<b>7,780,833</b>	08/24/2010	Pionetics Corporation
Electrochemical Ion Exchange Treatment of Fluids	<b>11/539,596</b> <b>Publication No.</b> <b>US 20070108056</b>	05/17/2007	Pionetics Corporation
Power Supply for Electrochemical Ion Exchange Cell	<b>11/552,068</b> <b>Publication No.</b> <b>US 20070120523</b>	05/31/2007	Pionetics Corporation
Regeneration of Electrolytic Ion Exchange Cells	<b>11/731,188</b> <b>Publication No.</b> <b>US 20070175766</b>	08/02/2007	Pionetics Corporation
Regeneration of Ion Exchange Resin and Recovery of Regenerant Solution	<b>12/889,350</b> <b>Publication No.</b> <b>US 20110077144</b>	09/23/2010	Rayne Corporation

**U. S. TRADEMARKS**

<b>U.S. Trademark</b>	<b>Serial No. Registration No.</b>	<b>Filing/Issue Date</b>	<b>Assignee</b>
<b>FOR THE WATER IN YOUR LIFE</b>	<b>2,466,922</b>	07/10/2001	Rayne Corporation
<b>DESIGN ONLY</b>	<b>879,932</b>	11/04/1969	Rayne Corporation
<b>RAYNE</b>	<b>844,761</b>	02/20/1968	Rayne Corporation
<b>RAYNE WATER CONDITIONING</b>	<b>844,760</b>	02/20/1968	Rayne Corporation
<b>RAYNE</b>	<b>700,965</b>	07/12/1960	Rayne Corporation
<b>DIAL-A-TASTE</b>	<b>3,454,200</b>	06/24/2008	Pionetics Corporation
<b>PIONETICS</b>	<b>2,789,653</b>	12/02/2003	Pionetics Corporation
<b>LINX</b>	<b>2,789,652</b>	12/02/2003	Pionetics Corporation