

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AQUION, INC.		12/04/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JOHNSON BANK
Street Address:	1000 N Water St.
Internal Address:	Suite 1900
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53202
Entity Type:	Banking Corporation: WISCONSIN

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	0984487	AQUION
Registration Number:	4323447	AQUION
Registration Number:	4323448	AQUION
Registration Number:	3329425	ERIE WATER TREATMENT CONTROLS
Registration Number:	0715436	RAINSOFT
Registration Number:	1632154	RAINSOFT
Registration Number:	1950973	RAINSOFT
Registration Number:	2033664	RAINSOFT
Registration Number:	3083272	AQUA TRAVELER
Registration Number:	4113762	AIRMASTER DFS
Registration Number:	4113763	AIRMASTER ULTRA
Registration Number:	4192928	WE TAKE THE WORRY OUT OF WATER
Registration Number:	4208977	RAINSOFT

CH \$690.00 0984487

Registration Number:	4229547	HYDREFINER
Registration Number:	4229550	ULTRREFINER
Registration Number:	4234158	WE TAKE THE WORRY OUT OF WATER...SINCE 1
Registration Number:	4313138	PURELY BETTER BUSINESS
Registration Number:	3081521	PROSYSTEMS
Registration Number:	1780155	PROSERIES
Registration Number:	3795277	PLUMBER'S DIRECT
Registration Number:	3830628	PLUMBER'S DIRECT
Registration Number:	3938533	CENTURION
Registration Number:	4157832	PROSYSTEMS
Serial Number:	85641179	TAKING THE WORRY OUT OF WATER...SINCE 19
Serial Number:	85856507	PS
Serial Number:	85559112	MICREFINER
Serial Number:	85730878	FUSION

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 414-298-1000

Email: tmadmin@reinhardtllaw.com

Correspondent Name: Daniel E. Kattman

Address Line 1: 1000 N Water St.

Address Line 2: Suite 1900

Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	AQUION TM RECORDATION 2
NAME OF SUBMITTER:	DANIEL E. KATTMAN
Signature:	/dek/
Date:	01/08/2014

Total Attachments: 7

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NOTICE OF SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF SECURITY INTEREST IN TRADEMARKS is made by and between AQUION, INC., a Delaware corporation, with its principal place of business located at 2080 E. Lunt Avenue, Elk Grove Village, Illinois 60007 (the "Company") and JOHNSON BANK, as administrative agent (the "Agent") with a place of business and address at 333 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.

The parties acknowledge and agree as follows:

A. The Company, WATER INGENUITY HOLDINGS CORP., a Delaware corporation, and CLEARWATER TECH, L.L.C., a Delaware limited liability company, have executed a General Intangibles Security Agreement dated as of even date herewith (as it may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement");

B. The Company has adopted, used and is using its respective trademarks listed on Exhibit A attached hereto (the "Trademarks"), which Trademarks are registered with or applications therefore are pending before, the United States Patent and Trademark Office;

C. Pursuant to the Security Agreement, the Company hereby grants to the Agent a security interest in and to all of the Trademarks, and in and to all proceeds and benefits thereof; and

D. Capitalized terms not defined herein shall have their meaning as set forth in the Security Agreement.

[signature page follows]

Dated as of December 4, 2013.

AQUION, INC., a Delaware corporation

BY 

Name: Michael Madsen

Title: President

JOHNSON BANK, as Administrative Agent

BY _____

Name:

Title:

Signature Page to Notice of Security Interest in Trademarks

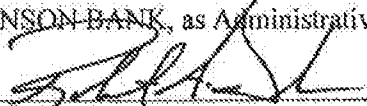
TRADEMARK
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Dated as of December 4, 2013.

AQUION, INC., a Delaware corporation

BY _____
Name: Michael Madsen
Title: President

JOHNSON BANK, as Administrative Agent


BY  _____
Name: Robert A. Nielsen
Title: Senior Vice President

Signature Page to Notice of Security Interest in Trademarks


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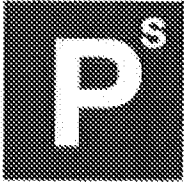
EXHIBIT A

U.S. Registered Trademarks in the Name of Aquion.

TRADEMARK	REG. NO.	REG. DATE	NEXT ACTION	GOODS
AQUION 40407.02.0002	984,487	May 21, 1974	Renewal Due: May 21, 2014	Water softening conditioning units, primarily for domestic use
 40407.01.0045	4,323,447	April 23, 2013	Declaration of Use Due: April 23, 2019	Technical support services, namely, technical advice related to the installation and maintenance of water treatment and conditioning equipment Educational services, namely, providing live and on-line classes and seminars on the installation and maintenance of water treatment and conditioning equipment
AQUION 40407.01.0046	4,323,448	April 23, 2013	Declaration of Use Due: April 23, 2019	Technical support services, namely, technical advice related to the installation and maintenance of water treatment and conditioning equipment Educational services, namely, providing live and on-line classes and seminars on the installation and maintenance of water treatment and conditioning equipment
ERIE WATER TREATMENT CONTROLS Disclaims "WATER TREATMENT CONTROLS" 40407.02.0016	3,329,425	November 6, 2007	Declaration of Use Due: November 6, 2013	Control valve used for water filtering units, namely, iron filters, reverse osmosis filters, taste and odor filters; water treatment equipment; namely, acid neutralizing units, water purifiers, and faucets which meter the flow of water; electrical ultraviolet light for use with or as water purification units
RAINSOFT 40407.02.0001	715,436	May 16, 1961	Renewal Due: May 16, 2021	Water softeners and water filters
RAINSOFT 40407.02.0003	1,632,154	January 22, 1991	Renewal Due: January 22, 2021	Chemical feed pumps Water filters, namely, iron filters, sediment filters, reverse osmosis filters; water treatment equipment, namely, acid neutralizing units, water purifiers, faucets which meter the flow of water
RAINSOFT 40407.02.0007	1,950,973	January 23, 1996	Renewal Due: January 23, 2016	Water-retaining metal tank used in association with water treatment equipment Electrical ultraviolet light for use with or as water purification units
RAINSOFT 40407.02.0008	2,033,664	January 28, 1997	Renewal Due: January 28, 2017	Soaps and detergents, namely, skin bar soap, liquid hand soap, hair shampoo, automatic dishwasher detergent, liquid dish soap and laundry

TRADEMARK	REG. NO.	REG. DATE	NEXT ACTION	GOODS
				detergent
AQUA TRAVELER Disclaims "AQUA" 40407.02.0015	3,083,272	April 18, 2006	Renewal Due: April 18, 2016	Water conditioning and treatment devices, namely, water purifiers for use with recreational vehicles
AIRMASTER DFS 40407.01.0022	4,113,762	March 20, 2012	Declaration of Use Due: March 20, 2018	Air purification units
AIRMASTER ULTRA 40407.01.0023	4,113,763	March 20, 2012	Declaration of Use Due: March 20, 2018	Air purification units
WE TAKE THE WORRY OUT OF WATER 40407.01.0037	4,192,928	August 21, 2012	Declaration of Use Due: August 21, 2018	Technical support services, namely, technical advice related to the installation and maintenance of water treatment and conditioning equipment Educational services, namely, providing live and on-line classes and seminars on the installation and maintenance of water treatment and conditioning equipment
<i>RainSoft</i> 40407.01.0040	4,208,977	September 18, 2012	Declaration of Use Due: September 18, 2018	Soaps and detergents, namely skin bar soap, liquid hand soap, hair shampoo, automatic dishwasher detergent, liquid dish soap and laundry detergent Water-retaining metal tank used in association with water treatment equipment Chemical feed pumps Water treatment equipment, namely, water softeners and water filters; water filters, namely, iron filters, sediment filters, reverse osmosis filters, taste and odor filters; water treatment equipment, namely, acid neutralizing units, water purifiers, and faucets which meter the flow of water; electrical ultraviolet light for use with or as water purification units; water softening conditioning units, primarily for domestic use; water conditioning systems composed primarily of water filtration units and water conditioning units for domestic, commercial, and industrial use
HYDREFINER 40407.01.0065	4,229,547	October 23, 2012	Declaration of Use Due: October 23, 2018	Water treatment equipment, namely, water filtration units
ULTREFINER	4,229,550	October 23,	Declaration of	Water treatment equipment, namely, water

TRADEMARK	REG. NO.	REG. DATE	NEXT ACTION	GOODS
40407.01.0063		2012	Use Due: October 23, 2018	filtration units
WE TAKE THE WORRY OUT OF WATER...SINCE 1953 40407.01.0073	4,234,158	October 30, 2012	Declaration of Use Due: October 30, 2018	Water treatment equipment, namely, water filtration units
PURELY BETTER BUSINESS 40407.01.0084	4,313,138	April 2, 2013	Declaration of Use Due: April 2, 2019	Technical support services, namely, technical advice relating to the insulation and maintenance of water treatment and conditioning equipment Educational services, namely, providing live and online classes and seminars on the insulation and maintenance of water treatment and conditioning equipment
ProSystems 40407.02.0014	3,081,521	April 18, 2006	Renewal Due: April 18, 2016	Water treatment and water conditioning systems composed primarily of water filtration units and water conditioning units for domestic, commercial and industrial use
PROSERIES	1780155	July 6, 1993	Renewal Due: July 6, 2023	Water Purification Units.
PLUMBER'S DIRECT 40407.01.0021	3,795,277	May 25, 2010	Declaration of Use Due: May 25, 2016	Business consultation services for plumbers to provide consumer information regarding water treatment services and water treatment products Training consultation services for plumbers, namely, providing training information regarding the use and operation of water treatment products
PLUMBER'S DIRECT & Design  40407.01.0020	3,830,628	August 10, 2010	Declaration of Use Due: August 10, 2016	Business consultation services for plumbers to provide consumer information regarding water treatment services and water treatment products Training consultation services for plumbers, namely, providing training information regarding the use and operation of water treatment products
CENTURION 40407.01.0014	3,938,533	March 29, 2011	Declaration of Use Due: March 29, 2017	Water treatment products, namely, water conditioning units and water filters
PROSYSTEMS	4,157,832	June 12,	Declaration of Use Due: June	Water treatment and water conditioning systems composed primarily of water filtration units and

TRADEMARK	REG. NO.	REG. DATE	NEXT ACTION	GOODS
40407.01.0042		2012	12, 2017	water conditioning units for domestic, commercial, and industrial use Technical consulting services, namely, technical advice related to the installation, maintenance and related operation of water treatment and conditioning equipment Educational services, namely, training in the use, importance, installation, maintenance and related operation of water treatment and conditioning equipment
TAKING THE WORRY OUT OF WATER... SINCE 1953 40407.01.0074	4351488	June 11, 2013	Declaration of Use Due: June 11, 2019	Water treatment equipment, namely, water filtration units Technical support services, namely, technical advice related to the installation and maintenance of water treatment and conditioning equipment Educational services, namely, providing live and on-line classes and seminars on the installation and maintenance of water treatment and conditioning equipment
 40407.01.0041	4428223	November 05, 2013	Declaration of Use Due: November 05, 2019	Water treatment and water conditioning systems composed primarily of water filtration units and water conditioning units for domestic, commercial, and industrial use Consulting services relating to the importance of installation and maintenance of water treatment and conditioning equipment Educational services relating to the importance of installation and maintenance of water treatment and conditioning equipment

Pending U.S. Trademark Applications in the Name of Aquion.

TRADEMARK	SERIAL NO.	FILING DATE	STATUS	GOODS
MICREFINER 40407.01.0064	85/559,112	March 2, 2012	Statement of Use or Third Extension of Time Request Due <u>April 2, 2014</u>	Water treatment equipment, namely, water filtration units
FUSION 40407.01.0083	85/730,878	September 17, 2012	Statement of Use or Second Extension of Time Request Due <u>May 28, 2014</u>	Saltless water conditioning equipment for residential use

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