

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM362185

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AQUION, INC.		11/10/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	JOHNSON BANK		
Street Address:	333 East Wisconsin Avenue		
City:	Milwaukee		
State/Country:	WISCONSIN		
Postal Code:	53202		
Entity Type:	Banking Corporation: WISCONSIN		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	4819653	CLEANSTART	
Registration Number:	4567910	PROSERIES	
Registration Number:	1942751	RAIN SOFT	
Registration Number:	2035300	RAIN SOFT	
Serial Number:	86593097	H2OPTIMO	
Serial Number:	86630920	FILTERLINK	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	414-298-8185		
Email:	tmadmin@reinhartlaw.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:	016210-0309		
NAME OF SUBMITTER:	DANIEL E. KATTMAN		
SIGNATURE:	/dek/		
DATE SIGNED:	11/12/2015		

CH \$165.00 4819653

Total Attachments: 6

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NOTICE OF SECURITY INTEREST IN TRADEMARKS

Dated: November 10, 2015

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, the Agent 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"), and PROCAM CONTROLS, INC., a Texas corporation, joined the Security Agreement as of the date hereof;

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 the date first written above.

AQUION, INC., a Delaware corporation

BY Edward Meil

Name: Edward Meil

Title: Treasurer

JOHNSON BANK, as Administrative Agent

BY _____

Name: Robert A. Nielsen

Title: Senior Vice President

Signature Page to Notice of Security Interest in Trademarks

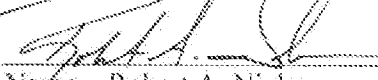
TRADEMARK
REEL: 005667 FRAME: 0569

Dated as of the date first written above.

AQUION, INC., a Delaware corporation

BY _____
Name: Edward Meil
Title: Treasurer



JOHNSON BANK, as Administrative Agent


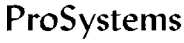
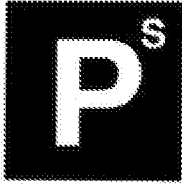

BY  _____
Name: Robert A. Nielsen
Title: Senior Vice President


Signature Page to Notice of Security Interest in Trademarks

TRADEMARK
REEL: 005667 FRAME: 0570

EXHIBIT A

Trademark Name	Registration Number (Application Number)	Registration Date (Application Date)
AIRMASTER DFS	4,113,762	March 20, 2012
AIRMASTER ULTRA	4,113,763	March 20, 2012
AQUA TRAVELER	3,083,272	April 18, 2006
AQUION	984,487	May 21, 1974
AQUION	4,323,448	April 23, 2013
AQUION Logo 	4,323,447	April 23, 2013
CENTURION	3,938,533	March 29, 2011
CLEANSTART	4,819,653	Sept. 22, 2015
ERIE WATER TREATMENT CONTROLS	3,329,425	November 6, 2007
FILTERLINK	(86-630920)	(May 15, 2015)
FUSION	(85/730,878)	(September 17, 2012)
H2OPTIMO	(86-593097)	(April 10, 2015)
HYDREFINER	4,229,547	October 23, 2012
PLUMBER'S DIRECT	3,795,277	May 25, 2010
PLUMBER'S DIRECT & Design 	3,830,628	August 10, 2010

Trademark Name	Registration Number (Application Number)	Registration Date (Application Date)
PROSERIES	4,567,910	July 15, 2014
PROSERIES Stylized 	1,780,155	July 6, 1993
PROSYSTEMS	4,157,832	June 12, 2012
PROSYSTEMS Stylized 	3,081,521	April 18, 2006
PS Logo 	4428223	November 05, 2013
PURELY BETTER BUSINESS	4,313,138	April 2, 2013
RAINSOFT	715,436	May 16, 1961
RAINSOFT	1,632,154	January 22, 1991
RAINSOFT	1,950,973	January 23, 1996
RAINSOFT	2,033,664	January 28, 1997
RAINSOFT Logo 	4,208,977	September 18, 2012

Trademark Name	Registration Number (Application Number)	Registration Date (Application Date)
RAINSOFT Logo (Older Form)	1,942,751	December 19, 1995
RAINSOFT Logo (Older Form)	2,035,300	February 4, 1997
RESPECTING THE WORLD'S WATER Logo 	4,797,287	August 25, 2015
TAKING THE WORRY OUT OF WATER...SINCE 1953	4,351,488	June 11, 2013
ULTREFINER	4,229,550	October 23, 2012
WE TAKE THE WORRY OUT OF WATER	4,192,928	August 21, 2012
WE TAKE THE WORRY OUT OF WATER...SINCE 1953	4,234,158	October 30, 2012