

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM381125

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest in Intellectual Property Collateral		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Antares Capital LP		04/15/2016	Limited Partnership: DELAWARE
RECEIVING PARTY DATA			
Name:	Neptune-Benson, LLC		
Street Address:	181 Thorn Hill Road		
Internal Address:	c/o EWT Holdings III Corp.		
City:	Warren		
State/Country:	PENNSYLVANIA		
Postal Code:	15086		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	2435594	AQUATOPIA	
Registration Number:	2987909	DEFENDER	
Registration Number:	1833861	FLEXSOL 2000	
Registration Number:	3662430	QUIET-FLOW	
Registration Number:	3659823	HYDROMASTER	
Registration Number:	3634776	DRAIN THE DECK	
Registration Number:	2635643	G DRAIN THE DECK	
Registration Number:	3944612	SUPERGRIP	
Registration Number:	2203478	GRATE TECHNOLOGIES	
Registration Number:	3662431	LAWSON AQUATICS	
Registration Number:	2123164	G	
Registration Number:	2123356	FAST POOLS START AT THE SURFACE	
Serial Number:	85607474	NEPTUNE-BENSON	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
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.			

OP \$340.00 2435594

Phone: 202-370-4750
Email: ipteam@nationalcorp.com
Correspondent Name: Joanna McCall
Address Line 1: 1025 Vermont Ave NW, Suite 1130
Address Line 2: National Corporate Research, LTD
Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	F162583 FOR 4859-0392
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NAME OF SUBMITTER:	Rick Harrison
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SIGNATURE:	/Rick Harrison/
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DATE SIGNED:	04/19/2016
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Total Attachments: 9

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**RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY COLLATERAL**

This **RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY COLLATERAL** (this “**Release**”), dated as of April 15, 2016, is made by **ANTARES CAPITAL LP**, as successor agent to General Electric Capital Corporation in its capacity as Agent for the Lenders, the L/C Issuers and the other Secured Parties (the “**Agent**”), under the Credit Agreement referred to below (terms used in this Release and not herein defined shall have the meanings set forth in the Credit Agreement).

WHEREAS, in connection with that certain Credit Agreement dated as of September 12, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the “**Credit Agreement**”), among Neptune-Benson, LLC, a Delaware limited liability company (the “**Borrower**”) and the other Credit Parties, the Lenders, the L/C Issuers from time to time party thereto and Agent, and together with all general security agreements, trademark security agreements and patent security agreements entered into in connection therewith or in connection with prior versions thereof, the Lenders and the L/C issuers have severally agreed to make extensions of credit to the Borrower;

WHEREAS, in connection with the Credit Agreement, and pursuant to those certain agreements described on Annex I attached hereto (collectively, the “**Security Agreements**”), the Borrower granted security interests in the certain intellectual property owned by Borrower, including those listed on Annex I attached hereto (the “**Intellectual Property Collateral**”); and

WHEREAS, the Security Agreements were recorded in the U.S. Patent and Trademark Office and the U.S. Copyright Office on the dates and on the reels and frames set forth on Annex I hereto.

NOW THEREFORE, in consideration of the material covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby **RELEASES**, terminates and discharges, without representation, recourse or warranty whatsoever, all of its rights in, to and under, including its Lien on and security interest in, and right of setoff against, the Intellectual Property Collateral, whether granted pursuant to the Security Agreements or any other agreement or document delivered in connection with the Credit Agreement, and the Agent hereby reassigns any and all such right, title and interest (if any) that the Agent may have in, to and under the Intellectual Property Collateral to Borrower.

The Agent agrees, at Borrower’s expense, to cooperate with Borrower and to provide Borrower with the information and additional authorization reasonably required or desirable to effect the release of the Agent’s security interest in the released collateral described herein.

This Release and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

[Signature Page Follows]

IN WITNESS WHEREOF, the Agent has executed this Release as of the date first above written.



ANTARES CAPITAL LP, as Agent

By: 
Name: Amy L. Krebs
Title: Duly Authorized Signatory


ANNEX I

The Trademark Security Agreement dated as of September 12, 2012, by Neptune-Benson, LLC in favor of Agent, was recorded with the U.S. Patent and Trademark Office on September 12, 2012 at Reel/Frame No. 4859/0392.

Trademarks

Grantor	Trademark	Registration No. / Class	Date of Registration	Status	Jurisdiction
Neptune-Benson, LLC	AQUATOPIA	2435594 / 11	3/13/2001	Expired	U.S.
Neptune-Benson, LLC	DEFENDER	2987909 / 11	8/23/2005	Registered	U.S.
Neptune-Benson, LLC	FLEXSOL 2000	1833861 / 17	5/3/1994	Registered	U.S.
Neptune-Benson, LLC	QUIETFLOW	3,662,430	8/4/2009	Registered	U.S.
Neptune-Benson, LLC	HYDROMASTER	3,659,823	7/28/2009	Registered	U.S.
Neptune-Benson, LLC	DRAIN THE DECK	3,634,776	6/9/2009	Registered	U.S.
Neptune-Benson, LLC	 DRAIN THE DECK	2,635,643	10/15/2002	Registered	U.S.
Neptune-Benson, LLC	SUPERGRIP	3,944,612	4/12/2011	Registered	U.S.
Neptune-Benson, LLC		5801653	1/28/2010	Registered	China
Neptune-Benson, LLC	GRATE TECHNOLOGIES	5801654	1/28/2010	Registered	China

Service Marks

Grantor	Service Marks	Registration No. / Class	Date of Registration	Status	Jurisdiction
Neptune-Benson, LLC	GRATE TECHNOLOGIES	2,203,478	11/17/1998	Registered	U.S.
Neptune-Benson, LLC	LAWSON AQUATICS	3,662,431	8/4/2009	Registered	U.S.
Neptune-Benson, LLC		2,123,164	12/23/1997	Expired	U.S.
Neptune-Benson, LLC	FAST POOLS START AT THE SURFACE	2,123,356	12/23/1997	Expired	U.S.

TRADEMARK APPLICATIONS

Grantor	Trademark	Application No.	Application Date	Status	Jurisdiction
Neptune-Benson, LLC	NEPTUNE-BENSON	85607474	4/25/2012	Pending	U.S.

The Patent Security Agreement dated as of September 12, 2012, by Neptune-Benson, LLC in favor of Agent, was recorded with the U.S. Patent and Trademark Office on September 12, 2012 at Reel/Frame No. 028942/0292.

REGISTERED PATENTS

Grantor	Patent	Patent No.	Date of Issuance	Jurisdiction
Neptune-Benson, LLC	Pool grating and a method of installation	6,968,665	11/29/2005	U.S.
Neptune-Benson, LLC	Sump grate for a swimming pool	7,419,588	9/2/2008	U.S.

PATENT APPLICATIONS

Grantor	Patent	Application No.	Application Date	Jurisdiction
Neptune-Benson, LLC	Safety Grate Cover for a Swimming Pool	12/156,414	6/2/2008	U.S.
Neptune-Benson, LLC	Safety Grate Cover for a Swimming Pool (continuation-in-part of Application No. 12/156,414)	13/317,013	10/7/2011	U.S.
Neptune-Benson, LLC	Grating for a Swimming Pool	13/135,924	7/19/2011	U.S.

The Trademark Security Agreement dated as of January 14, 2015, by Neptune-Benson, LLC in favor of Agent, was recorded with the U.S. Patent and Trademark Office on January 14, 2015 at Reel/Frame No. 5441/0369.

REGISTERED TRADEMARK

Grantor	Trademark	Registration No/Class	Date of Registration	Status	Jurisdiction
Neptune-Benson, LLC	PROSTRAINER	4605230 US Classes: 013 021 023 031 034	September 16, 2014	Active	USPTO

The Patent Security Agreement dated as of January 14, 2015, by Neptune-Benson, LLC in favor of Agent, was recorded with the U.S. Patent and Trademark Office on January 14, 2015 at Reel/Frame No. 034709/0781.

REGISTERED PATENTS

Grantor	Patent	Patent No.	Date of Issuance	Jurisdiction
Neptune-Benson, LLC	Fluid strainer assembly	7,282,142	October 16, 2007	USPTO
Neptune-Benson, LLC	Fluid strainer assembly	8,038,879	October 18, 2011	USPTO

The Trademark Security Agreement dated as of April 9, 2015, by Neptune-Benson, LLC in favor of Agent, was recorded with the U.S. Patent and Trademark Office on April 15, 2015 at Reel/Frame No. 5497/0836.

REGISTERED TRADEMARKS AND SERVICE MARKS

Trademarks

Grantor	Trademark	Registration No./Class	Date of Registration	Status	Jurisdiction
Neptune-Benson, LLC	VORTISAND	2135265 / IC 011, 037, 042	February 10, 1998	Live	USPTO
Neptune-Benson, LLC	OPTISAND	3727008 / IC 011	December 22, 2009	Live	USPTO

Trademark Applications

Grantor	Trademark	Application No.	Application Date	Status	Jurisdiction
Neptune-Benson, LLC	VORTISAND H2F	86232409	March 26, 2014	Live	USPTO
Neptune-Benson, LLC	VORTISAND H2F	1645347	September 26, 2013	Advertised	Canada

The Patent Security Agreement dated as of May 4, 2015, by Neptune-Benson, LLC in favor of Agent, was recorded with the U.S. Patent and Trademark Office on May 12, 2015 at Reel/Frame No. 035617/0393.

REGISTERED PATENTS

None

PATENT APPLICATIONS

Grantor	Patent	Application No.	Application Date	Jurisdiction
Neptune-Benson, LLC	MEDIA BED FILTERS FOR FILTERING FINE PARTICLES FROM A RAW LIQUID FLOW AND METHOD OF USING THE SAME	13/943,323	July 16, 2013	USPTO