

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Alamo Water Refiners, Inc.		06/20/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Flowmatic Systems, Inc.
Street Address:	1725 West Williams Drive, C-20
Internal Address:	c/o Watts Premier, Inc.
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85027
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	2285267	FILOX
Registration Number:	1328387	ALAMO BRAND
Registration Number:	1695581	ALAMO WATER
Registration Number:	2591334	LEGEND
Registration Number:	2571355	HYDRAQUEST
Registration Number:	2673117	ENSTAR
Registration Number:	2738246	PROTREAT
Serial Number:	76498557	PERFORMANCE

**CORRESPONDENCE DATA**

Fax Number: (617)523-1231  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 617.570.1292  
 Email: mrovner@goodwinprocter.com  
 Correspondent Name: Goodwin Procter LLP

CH \$215.00 2285267

Address Line 1: Exchange Place, 53 State Street  
Address Line 2: Attn. Miriam J. Rovner  
Address Line 4: Boston, MASSACHUSETTS 02109-2881

NAME OF SUBMITTER:	Miriam J. Rovner
Signature:	/mjr/
Date:	09/02/2005

**Total Attachments: 4**  
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## ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks, dated as of June 20, 2005, is by and among Alamo Water Refiners, Inc., a Delaware corporation (the "Assignor") and Flowmatic Systems, Inc., a Delaware corporation having a principal place of business at c/o Watts Premier, Inc., 1725 West Williams Drive, C-20, Phoenix, AZ 85027 ("Assignee").

WHEREAS, the Assignor holds all right, title and interest in and to the trademarks, service marks and trade names identified in the attached Schedule A (the "Marks");

WHEREAS, Assignee has entered into that certain Asset Purchase Agreement, dated as of June 10, 2005, with the Assignor and Marmon Water LLC (the "Purchase Agreement"), pursuant to which the Assignee has acquired certain assets of the Assignors;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor and Assignee agree as follows,

1. The Assignor does hereby assign, transfer and set over to Assignee all right, title, and interest in and to the Marks, together with all of the goodwill symbolized thereby and appurtenant thereto.
2. The Assignor does also hereby assign, sell, transfer and set over unto Assignee all claims for damages for reason of past or current infringement of each of the Marks, as well as the right to sue for and collect the same for its own use and enjoyment.
3. The Assignor further authorizes the Director of the United States Patent & Trademark Office, and any official of any U.S. state or states, or any country or countries foreign to the United States, whose duty it is to record trademark registrations, applications and title thereto, to record the Marks and title thereto as the property of Assignee, its successors, legal representatives and assigns in accordance with the terms of this instrument.

**[Remainder of Page Intentionally Left Blank]**

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their respective duly authorized representatives as a sealed instrument as of the date first written above:

**ALAMO WATER REFINERS, INC.**

By: McKnighty  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 20\_\_, before me, the undersigned notary public, personally appeared \_\_\_\_\_ (name of document signer), proved to me through satisfactory evidence of identification, which were \_\_\_\_\_, to be the person whose name is signed on the preceding or attached document and acknowledged to me that (he)(she) signed it voluntarily for its stated purpose.  
(as \_\_\_\_\_ for \_\_\_\_\_, (a)(the) \_\_\_\_\_)  
\_\_\_\_\_  
(official signature and seal of notary)  
My commission expires: \_\_\_\_\_

**FLOWMATIC SYSTEMS, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 20\_\_, before me, the undersigned notary public, personally appeared \_\_\_\_\_ (name of document signer), proved to me through satisfactory evidence of identification, which were \_\_\_\_\_, to be the person whose name is signed on the preceding or attached document and acknowledged to me that (he)(she) signed it voluntarily for its stated purpose.  
(as \_\_\_\_\_ for \_\_\_\_\_, (a)(the) \_\_\_\_\_)  
\_\_\_\_\_  
(official signature and seal of notary)  
My commission expires: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their respective duly authorized representatives as a sealed instrument as of the date first written above:

**ALAMO WATER REFINERS, INC.**

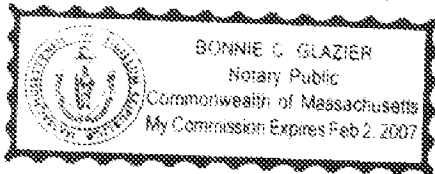
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_ day of \_\_\_\_\_, 20\_\_\_, before me, the undersigned notary public, personally appeared \_\_\_\_\_ (name of document signer), proved to me through satisfactory evidence of identification, which were \_\_\_\_\_, to be the person whose name is signed on the preceding or attached document and acknowledged to me that (he)(she) signed it voluntarily for its stated purpose.  
(as \_\_\_\_\_ for \_\_\_\_\_, (a)(the) \_\_\_\_\_)  
\_\_\_\_\_  
(official signature and seal of notary)  
My commission expires: \_\_\_\_\_  
\_\_\_\_\_

**FLOWMATIC SYSTEMS, INC.**

By: Patrick S. O'Keefe  
Name: Patrick S. O'Keefe  
Title: President  
STATE OF Massachusetts )  
COUNTY OF Essex )

On this 17<sup>th</sup> day of June, 2005, before me, the undersigned notary public, personally appeared Patrick S. O'Keefe (name of document signer), proved to me through satisfactory evidence of identification, which were personally known to be the person whose name is signed on the preceding or attached document and acknowledged to me that (he)(she) signed it voluntarily for its stated purpose.  
(as \_\_\_\_\_ for \_\_\_\_\_, (a)(the) \_\_\_\_\_)  
Bonnie C. Glazier (official signature and seal of notary)  
My commission expires: 2 February 2, 2007



**SCHEDULE A**

Trademark	App Number	App Date	Registration Number	Registration Date
Country: Mexico				
ALAMO BRAND AND DESIGN Classes: 11 Int.	132287	07-Feb-1992 29-Jun-1993	428558	June 29, 1993
ALAMO WATER Classes: 42 Int.	132288	07-Feb-1992 17-Aug-1993	439926	August 17, 1993
Country: United States of America				
FILOX Classes: 01 Int.	75/542910	24-Aug-1998 12-Oct-1999	2285267	October 12, 1999
ALAMO BRAND AND DESIGN Classes: 11 Int.	73/482946	31-May-1984 02-Apr-1985	1328387	Renewed on April 2, 2005
ALAMO WATER Classes: 42 Int.	74/128115	04-Jan-1991 16-Jun-1992	1695581	Renewed June 16, 2002
LEGEND Classes: 11 Int.	76/282568	09-Jul-2001 09-Jul-2002	2591334	July 9, 2002
HYDRAQUEST Classes: 11 Int.	76/282567	09-Jul-2001 21-May-2002	2571355	May 21, 2002
ENSTAR Classes: 11 Int.	76/285736	16-Jul-2001 07-Jan-2003	2673117	January 7, 2003
PROTREAT Classes: 11 Int.	76/298563	10-Aug-2001 15-Jul-2003	2738246	July 15, 2003
PERFORMANCE Classes: 11 Int.	76/498557	11-Mar-2003	Application Pending	April 26, 2005