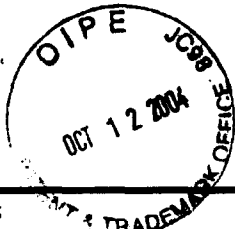


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Form PTO-1595 (Rev. 10/02)

RE



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 6/30/2005)

102860119

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Culligan International Company

2. Name and address of receiving party(ies)

Name: Bank of America, N.A.,

Internal Address: as Administrative Agent

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Street Address: 101 N. Tryon Street

City: Charlotte State: NC Zip: 28255

Execution Date: 09/30/2004

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s) SEE SCHEDULE A

B. Patent No.(s) SEE SCHEDULE A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Tina Qualls

Internal Address:

Corporation Service Company

Street Address:

1133 Avenue of the Americas

City: New York State: NY Zip: 10036

6. Total number of applications and patents involved: 55

7. Total fee (37 CFR 3.41).....\$ 2200.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

James P. Murphy

Name of Person Signing

James P. Murphy
Signature

October 7, 2004

Date

Total number of pages including cover sheet, attachments, and documents: 9

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

10/14/2004 REGISTRE 00000372 06595941

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PATENT
REEL: 015851 FRAME: 0787

Schedule A

Patents

Title	Status	App. No.	Filing Date	Patent No.	Issue Date
TANK LINING SYSTEM	Granted	06/595941	04/02/84	4537329	08/27/85
SYSTEM FOR TREATING FLUIDS	Granted	06/677831	12/03/84	4668402	05/26/87
FAUCET MOUNTED PURIFIER	Granted	06/819624	01/17/86	4676896	06/30/87
PURIFIED WATER STORAGE SYSTEM WITH ACCUMULATOR TANK AND DIAPHRAGM RESPONSIVE VALVES	Granted	06/819799	01/17/86	4678565	07/07/87
LIGHTWEIGHT MEDIA DEPTH FILTER	Granted	07/072915	07/14/87	4747945	05/31/88
AUTOMATIC METERING SYSTEM	Granted	07/020348	03/02/87	4769135	09/06/88
REMOVING RESIDUAL ALKALI METAL IONS FROM DEMINERALIZED WATER	Granted	07/214388	07/01/88	4900450	02/13/90
WATER SOFTENING PROCESS WITH PRESERVICE RINSE	Granted	07/464383	01/12/90	4970003	11/13/90
APPARATUS FOR WATER TREATMENT	Granted	07/342613	04/24/89	4971687	11/20/90
FAUCET-MOUNTED MICROBIAL FILTER	Granted	07/389605	08/04/89	4980056	12/25/90
FAUCET-MOUNTED MICROBIAL FILTER	Granted	07/548683	07/05/90	5045198	09/03/91
ELECTRONIC PROGRAMMABLE WATER TREATMENT CONTROLLER	Granted	07/371546	06/26/89	5060167	10/22/91
WATER TREATMENT SYSTEM WITH PRESERVICE RINSE	Granted	07/625537	12/11/90	5061372	10/29/91
DRINKING WATER FAUCET	Granted	07/696877	05/08/91	5127427	07/07/92
HIGH EFFICIENCY WATER TREATMENT SYSTEM	Granted	07/763931	09/23/91	5160608	11/03/92
TANK LINING SYSTEM WITH NECK SEAL	Granted	07/895215	06/08/92	5174466	12/29/92
LOW SALT LEVEL SENSOR	Granted	07/586290	09/21/90	5239285	08/24/93
RECLAIMING OF SPENT BRINE	Granted	08/005668	01/19/93	5254257	10/19/93
WATER TREATMENT APPARATUS	Granted	07/914052	07/13/92	5273070	12/28/93
FAUCET WITH MICROBIAL FILTER	Granted	07/782068	10/24/91	5290443	03/01/94
METHOD OF SEALING A TANK HAVING A FLEXIBLE SHEET LINER THEREIN	Granted	08/106125	08/12/93	5345666	09/13/94
PROGRAMMABLE WATER TREATMENT CONTROLLER FOR PROGRESSIVE FLOW SYSTEMS	Granted	07/721180	06/26/91	5351199	09/27/94
TREATMENT OF DIALYSIS FEEDWATER USING OZONE	Granted	08/564883	11/30/95	5585003	12/17/96
PROCESSES FOR DEIONIZATION AND DEMINERALIZATION OF FLUIDS	Granted	08/585821	01/16/96	5665239	09/09/97
WATER SOFTENING SYSTEM WITH SELF ADJUSTING RINSE CYCLE	Granted	08/604773	02/22/96	5699272	12/16/97
WATER SOFTENING APPARTUS WITH MICROPROCESSOR CONTROL	Granted	08/604772	02/22/96	5751598	05/12/98
WATER FILTRATION WITH PRESSURE ACTUATED FLOW MONITOR	Granted	08/857418	05/16/97	5888381	03/30/99
FILTER CARTRIDGE RETAINING ASSEMBLY	Granted	08/878664	06/19/97	5891334	04/06/99
DEMOUNTABLE FILTER FOR A BOTTLE OR THE LIKE	Granted	08/626823	04/03/96	5928512	07/27/99

Notice and Confirmation of Grant
of Security Interest in Patents

Title	Status	App. No.	Filing Date	Patent No.	Issue Date
BYPASS VALVE	Granted	09/067992	04/29/98	5931196	08/03/99
CENTER OPENING WATER TREATMENT TANK	Granted	09/089649	06/03/98	6032821	03/07/00
DUAL CAM DRIVE FOR WATER CONDITIONER VALVE	Granted	09/069916	04/30/98	6176258	01/23/01
SCOTCH YOKE MECHANISM FOR SECURE TRACK SLIDING	Granted	09/478786	01/06/00	6330835	12/18/01
METHOD AND APPARATUS FOR COUNTERCURRENT REGENERATION OF AN ION EXCHANGE RESIN BED	Granted	09/551588	04/18/00	6358421	03/19/02
FLOW CONTROL MODULE FOR RO WATER TREATMENT SYSTEM	Granted	09/633995	08/08/00	6436282	08/20/02
BYPASS VALVE	Granted	09/853308	05/11/01	6457698	10/01/02
CENTER OPENING TREATMENT TANK	Granted	09/819027	03/06/00	6491181	12/10/02
CENTER OPENING TREATMENT TANK FOR USE WITH METAL TANK FLANGES	Granted	09/551589	04/18/00	6510959	01/28/03
VALVE FOR A FLUID TREATMENT SYSTEM	Granted	09/904027	07/12/01	6551504	04/22/03
BYPASS VALVE	Granted	10/218387	08/14/02	6575195	06/10/03
IN-TANK WATER CONDITIONER VALVE	Granted	09/945066	08/31/01	6644349	11/11/03
PROCESS AND APPARATUS FOR BLENDING PRODUCT LIQUID FROM DIFFERENT THIN FILM COMPOSITE MEMBRANES	Granted	09/645898	08/25/00	6645383	11/11/03
AUTOMATIC SALT LEVEL MONITOR FOR A WATER SOFTENING DEVICE	Granted	09/835981	04/16/01	6696966	02/24/04
SWIVELLING FILTER HEAD ASSEMBLY	Granted	10/090247	03/04/02	6740235	05/25/04
FAUCET	Granted	29/547104	07/02/90	D327731	07/07/92
WATER SOFTENER CABINET	Granted	29/142218	05/21/01	D456876	05/07/02
COUNTERTOP FILTER	Granted	29/078474	10/27/97	D405156	02/02/99
SHOWER WATER FILTER	Granted	29/051579	03/13/96	D378850	04/15/97
FILTER CARTRIDGE ASSEMBLY WITH BRINE SEAL AND RETAINING RING	Published	10/127914	04/23/02	n/a	n/a
EFFICIENCY MODE FOR WATER SOFTENER	Allowed	10/044609	01/11/02	n/a	n/a
METHOD AND APPARATUS FOR PREVENTING MICROBIAL GROWTH IN DRINKING WATER	Published	10/161111	06/03/02	n/a	n/a
SYSTEM FOR RECLAIMING WATER SOFTENER BRINE WASTE	Pending	10/612633	07/02/03	n/a	n/a
WATER SOFTENER MANIFOLD RETAINER ASSEMBLY	Pending	10/657935	09/08/03	n/a	n/a
FLOW-THROUGH TANK FOR WATER TREATMENT	Pending	60/519872	11/13/03	n/a	n/a
AUTOMATIC SENSING OF VALID REGENERATION SIGNAL	Pending	10/615859	---	n/a	n/a

-2-

Notice and Confirmation of Grant
of Security Interest in Patents

PATENT
REEL: 015851 FRAME: 0789

**NOTICE AND CONFIRMATION OF GRANT OF
SECURITY INTEREST IN PATENTS**

THIS NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN PATENTS ("Agreement"), dated as of September 30, 2004, is made by Culligan International Company, a Delaware corporation (the "Grantor"), as successor in interest to CDRC Acquisition Inc., in favor of Bank of America, N.A. (the "Agent"), as administrative agent for the several banks and other financial institutions (the "Lenders"), parties to the Credit Agreement, dated as of September 30, 2004 (as amended, amended and restated, waived, supplemented or otherwise modified from time to time, together with any agreement extending the maturity of, or restructuring, refunding, refinancing or increasing the Indebtedness under such agreement or agreements, the "Credit Agreement"), among the Grantor, CDRC HOLDING S.à.r.l, a Luxembourg société à responsabilité limitée, CDRC HOLDING INC., a Delaware corporation (the "U.S. Holdco"), the Foreign Subsidiary Borrowers from time to time parties thereto, the Lenders from time to time parties thereto, the Agent, as administrative agent, BNP Paribas, as syndication agent, and Citicorp North America, Inc., General Electric Capital Corporation and Barclays Bank PLC, as documentation agents.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make loans and other extensions of credit to the Borrowers upon the terms and conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, CDRC Holding Corporation B.V., U.S. Holdco, the Grantor and certain of their subsidiaries executed and delivered a Guarantee and Collateral Agreement, dated as of September 30, 2004, in favor of the Agent (as the same may be amended, modified, restated, supplemented, waived or otherwise modified from time to time, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Grantor granted to the Agent a security interest in its Intellectual Property, including Patents; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrowers pursuant to the Credit Agreement, the Grantor agrees, for the benefit of the Agent, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the mean-

ings provided or provided by reference in the Credit Agreement and the Guarantee and Collateral Agreement.

SECTION 2. Confirmation of Security Interest. The Grantor hereby grants, subject to existing licenses to use the Patents granted by the Grantor in the ordinary course of its business, to the Agent, for the ratable benefit of the Secured Parties, a security interest in all of the Patents of the Grantor (including, without limitation, those items listed on Schedule A hereto) and to the extent not otherwise included, all Proceeds and products of any and all of the Patents, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Obligations of the Grantor, except that no security interest is or will be granted pursuant hereto in any right, title or interest of the Grantor under or in any Patent Licenses with Persons other than an Affiliate or a Subsidiary of the Grantor for so long as, and to the extent that, the granting of such a security interest pursuant hereto would result in a breach, default or termination of such Patent Licenses.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantor for the purpose of recording the security interest granted pursuant to the Guarantee and Collateral Agreement with the United States Patent and Trademark Office. This Agreement is expressly subject to the terms and conditions of the Guarantee and Collateral Agreement. The Guarantee and Collateral Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Patents granted hereby are more fully set forth in the Credit Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

* * *

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

CULLIGAN INTERNATIONAL COMPANY

By: Susan E. Bennett
Name: Susan E. Bennett
Title: Vice President and Secretary

Notice and Confirmation of Grant
of Security Interest in Patents

PATENT
REEL: 015851 FRAME: 0792

BANK OF AMERICA, N.A.

By: *Bradford Jones*
Name: *BRADFORD JONES*
Title: *MD*

Notice and Confirmation of Grant
of Security Interest in Patents

~~PATENT~~

REEL: 015851 FRAME: 0793

Schedule A

Patents

Title	Status	App. No.	Filing Date	Patent No.	Issue Date
TANK LINING SYSTEM	Granted	06/595941	04/02/84	4537329	08/27/85
SYSTEM FOR TREATING FLUIDS	Granted	06/677831	12/03/84	4668402	05/26/87
FAUCET MOUNTED PURIFIER	Granted	06/819624	01/17/86	4676896	06/30/87
PURIFIED WATER STORAGE SYSTEM WITH ACCUMULATOR TANK AND DIAPHRAGM RESPONSIVE VALVES	Granted	06/819799	01/17/86	4678565	07/07/87
LIGHTWEIGHT MEDIA DEPTH FILTER	Granted	07/072915	07/14/87	4747945	05/31/88
AUTOMATIC METERING SYSTEM	Granted	07/020348	03/02/87	4769135	09/06/88
REMOVING RESIDUAL ALKALI METAL IONS FROM DEMINERALIZED WATER	Granted	07/214388	07/01/88	4900450	02/13/90
WATER SOFTENING PROCESS WITH PRESERVICE RINSE	Granted	07/464383	01/12/90	4970003	11/13/90
APPARATUS FOR WATER TREATMENT	Granted	07/342613	04/24/89	4971687	11/20/90
FAUCET-MOUNTED MICROBIAL FILTER	Granted	07/389605	08/04/89	4980056	12/25/90
FAUCET-MOUNTED MICROBIAL FILTER	Granted	07/548683	07/05/90	5045198	09/03/91
ELECTRONIC PROGRAMMABLE WATER TREATMENT CONTROLLER	Granted	07/371546	06/26/89	5060167	10/22/91
WATER TREATMENT SYSTEM WITH PRESERVICE RINSE	Granted	07/625537	12/11/90	5061372	10/29/91
DRINKING WATER FAUCET	Granted	07/696877	05/08/91	5127427	07/07/92
HIGH EFFICIENCY WATER TREATMENT SYSTEM	Granted	07/763931	09/23/91	5160608	11/03/92
TANK LINING SYSTEM WITH NECK SEAL	Granted	07/895215	06/08/92	5174466	12/29/92
LOW SALT LEVEL SENSOR	Granted	07/586290	09/21/90	5239285	08/24/93
RECLAIMING OF SPENT BRINE	Granted	08/005668	01/19/93	5254257	10/19/93
WATER TREATMENT APPARATUS	Granted	07/914052	07/13/92	5273070	12/28/93
FAUCET WITH MICROBIAL FILTER	Granted	07/782068	10/24/91	5290443	03/01/94
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PROGRAMMABLE WATER TREATMENT CONTROLLER FOR PROGRESSIVE FLOW SYSTEMS	Granted	07/721180	06/26/91	5351199	09/27/94
TREATMENT OF DIALYSIS FEEDWATER USING OZONE	Granted	08/564883	11/30/95	5585003	12/17/96
PROCESSES FOR DEIONIZATION AND DEMINERALIZATION OF FLUIDS	Granted	08/585821	01/16/96	5665239	09/09/97
WATER SOFTENING SYSTEM WITH SELF ADJUSTING RINSE CYCLE	Granted	08/604773	02/22/96	5699272	12/16/97
WATER SOFTENING APPARTUS WITH MICROPROCESSOR CONTROL	Granted	08/604772	02/22/96	5751598	05/12/98
WATER FILTRATION WITH PRESSURE ACTUATED FLOW MONITOR	Granted	08/857418	05/16/97	5888381	03/30/99
FILTER CARTRIDGE RETAINING ASSEMBLY	Granted	08/878664	06/19/97	5891334	04/06/99
DEMOUNTABLE FILTER FOR A BOTTLE OR THE LIKE	Granted	08/626823	04/03/96	5928512	07/27/99

Notice and Confirmation of Grant
of Security Interest in Patents

PATENT
REEL: 015851 FRAME: 0794

Title	Status	App. No.	Filing Date	Patent No.	Issue Date
BYPASS VALVE	Granted	09/067992	04/29/98	5931196	08/03/99
CENTER OPENING WATER TREATMENT TANK	Granted	09/089649	06/03/98	6032821	03/07/00
DUAL CAM DRIVE FOR WATER CONDITIONER VALVE	Granted	09/069916	04/30/98	6176258	01/23/01
SCOTCH YOKE MECHANISM FOR SECURE TRACK SLIDING	Granted	09/478786	01/06/00	6330835	12/18/01
METHOD AND APPARATUS FOR COUNTERCURRENT REGENERATION OF AN ION EXCHANGE RESIN BED	Granted	09/551588	04/18/00	6358421	03/19/02
FLOW CONTROL MODULE FOR RO WATER TREATMENT SYSTEM	Granted	09/633995	08/08/00	6436282	08/20/02
BYPASS VALVE	Granted	09/853308	05/11/01	6457698	10/01/02
CENTER OPENING TREATMENT TANK	Granted	09/819027	03/06/00	6491181	12/10/02
CENTER OPENING TREATMENT TANK FOR USE WITH METAL TANK FLANGES	Granted	09/551589	04/18/00	6510959	01/28/03
VALVE FOR A FLUID TREATMENT SYSTEM	Granted	09/904027	07/12/01	6551504	04/22/03
BYPASS VALVE	Granted	10/218387	08/14/02	6575195	06/10/03
IN-TANK WATER CONDITIONER VALVE	Granted	09/945066	08/31/01	6644349	11/11/03
PROCESS AND APPARATUS FOR BLENDING PRODUCT LIQUID FROM DIFFERENT THIN FILM COMPOSITE MEMBRANES	Granted	09/645898	08/25/00	6645383	11/11/03
AUTOMATIC SALT LEVEL MONITOR FOR A WATER SOFTENING DEVICE	Granted	09/835981	04/16/01	6696966	02/24/04
SWIVELLING FILTER HEAD ASSEMBLY	Granted	10/090247	03/04/02	6740235	05/25/04
FAUCET	Granted	29/547104	07/02/90	D327731	07/07/92
WATER SOFTENER CABINET	Granted	29/142218	05/21/01	D456876	05/07/02
COUNTERTOP FILTER	Granted	29/078474	10/27/97	D405156	02/02/99
SHOWER WATER FILTER	Granted	29/051579	03/13/96	D378850	04/15/97
FILTER CARTRIDGE ASSEMBLY WITH BRINE SEAL AND RETAINING RING	Published	10/127914	04/23/02	n/a	n/a
EFFICIENCY MODE FOR WATER SOFTENER	Allowed	10/044609	01/11/02	n/a	n/a
METHOD AND APPARATUS FOR PREVENTING MICROBIAL GROWTH IN DRINKING WATER	Published	10/161111	06/03/02	n/a	n/a
SYSTEM FOR RECLAIMING WATER SOFTENER BRINE WASTE	Pending	10/612633	07/02/03	n/a	n/a
WATER SOFTENER MANIFOLD RETAINER ASSEMBLY	Pending	10/657935	09/08/03	n/a	n/a
FLOW-THROUGH TANK FOR WATER TREATMENT	Pending	60/519872	11/13/03	n/a	n/a
AUTOMATIC SENSING OF VALID REGENERATION SIGNAL	Pending	10/615859	---	n/a	n/a