

Form PTO-1595 (Rev. 07/05)
OMB No. 0651-0027 (exp. 6/30/2008)

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

RECORDATION FORM COVER SHEET PATENTS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)

INFILTRATOR SYSTEMS, INC.

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

3. Nature of conveyance/Execution Date(s):

Execution Date(s) 09/29/2005

☐ Assignment

☐ Merger

☐ Security Agreement

☐ Change of Name

☐ Joint Research Agreement

☐ Government Interest Assignment

☐ Executive Order 9424, Confirmatory License

☒ Other *Corrective Security Agreement to Correct*
575966 From Rule 16b(2) Frame 275

2. Name and address of receiving party(ies)

Merrill Lynch Capital, a division of Merrill
Name: Lynch Business Financial Services Inc., as
Administrative Agent

Internal Address: _____

16th Floor

Street Address: 222 North LaSalle Street

City: Chicago

State: Illinois

Country: USA

Zip: 60601

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

4. Application or patent number(s):

☐ This document is being filed together with a new application.

A. Patent Application No.(s)

B. Patent No.(s)

4759661

Additional numbers attached? ☐ Yes ☒ No

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

Name: _____

Internal Address: _____

Attn: Penelope J.A. Agodoa
Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005
202.783.2700

State: _____ Zip: _____

Phone Number: _____

Fax Number: _____

Email Address: _____

6. Total number of applications and patents

Involved: 31

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00

☐ Authorized to be charged by credit card

☐ Authorized to be charged to deposit account

☐ Enclosed

☐ None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____

Expiration Date _____

b. Deposit Account Number 50-3155

Authorized User Name _____

9. Signature:

Nancy Brougher
Signature

10/04/2005

Date

Nancy Brougher

Name of Person Signing

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

7

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 503155 4759661

PATENT SECURITY AGREEMENT

THIS PATENT SECURITY AGREEMENT (the "Agreement") made as of this 29 day of September, 2005, by WATER SYSTEMS ACQUISITION CORP., a Delaware corporation (to be known as Infiltrator Systems, Inc., a Connecticut corporation, "Grantor"), in favor of MERRILL LYNCH CAPITAL, a division of Merrill Lynch Business Financial Services Inc., in its capacity as Administrative Agent for the Lenders party to the Credit Agreement (defined below) ("Grantee"):

WITNESSETH

WHEREAS, Grantor, Grantee and Lenders are parties to a certain Credit Agreement of even date herewith (as the same may be amended or otherwise modified from time to time, the "Credit Agreement"), providing for extensions of credit to be made to Grantor by Lenders; and

WHEREAS, pursuant to the terms of a certain Security Agreement of even date herewith among Grantor, certain affiliates of Grantor and Grantee (as the same may be amended or otherwise modified from time to time, the "Security Agreement"), Grantor has granted to Grantee, for the benefit of Lenders, a security interest in substantially all of the assets of Grantor including a security interest in all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Patents (as defined in the Security Agreement), and all products and proceeds thereof, to secure the payment of all amounts owing by Grantor under the Credit Agreement;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Incorporation of Credit Agreement and Security Agreement. The Credit Agreement and Security Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Security Agreement.


2. Grant and Reaffirmation of Grant of Security Interests. To secure the payment and performance of the Obligations, Grantor hereby grants to Grantee, for its benefit and the benefit of Lenders, and hereby reaffirms its prior grant pursuant to the Security Agreement of, a continuing security interest in Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Patent Collateral"), whether now owned or existing and hereafter created, acquired or arising:

(i) each Patent and application for Patent listed on Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof; and

(ii) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement of any Patent.

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

WATER SYSTEMS ACQUISITION CORP.

By 
Title President

Agreed and Accepted
As of the Date First Written Above

MERRILL LYNCH CAPITAL, a division
of Merrill Lynch Business Financial Services
Inc., as Administrative Agent

By _____
Title _____


IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

WATER SYSTEMS ACQUISITION CORP.

By _____
Title _____

Agreed and Accepted
As of the Date First Written Above

MERRILL LYNCH CAPITAL, a division
of Merrill Lynch Business Financial Services
Inc., as Administrative Agent

By  _____
Title V.P. _____

**PATENTS
UNITED STATES**

PATENTS ISSUED	OWNER	DATE ISSUED	DESCRIPTION
6,814,863	ISI	11/09/04	Radial Flow Septic Tank
6,680,011	ISI	01/20/04	Method for Circulating Pressure
6,602,023	ISI	08/05/03	Leaching Chamber Endplate
5,839,844	ISI	11/24/98	Leaching Chamber Endplate
5,716,163	ISI	2/10/98	Corrugated Leaching Chamber with Hollow Ribbing
5,588,778	ISI	12/31/96	Leaching chamber with Angled End
5,511,903	ISI	4/30/96	Leaching Chamber with Perforated Web Sidewall
5,401,116	ISI	03/28/95	Leaching System Conduit with Cantilevered Leg Joint
5,401,459	ISI	3/28/95	Gas-Assisted Injection Molding of Hollow Ribbed Article
5,336,017	ISI	08/09/94	Leaching system Conduit with Interlocking End Joint
5,156,488	ISI	10/20/92	Leaching System Conduit with Sub-Arch
5,017,041	ISI	05/21/91	Leaching System Conduit with High Rigidity Joint
4,759,661	ISI	07/26/88	Leaching System Conduit

**PATENTS PENDING
UNITED STATES
ISI**

APPLICATION N NO.	OWNER	DATE	TITLE
10/012,122	ISI	11/13/01	Drainage System for Sand Bunker
10/442,810	ISI	05/20/03	Swivel Connected Chambers
10/677,770	ISI	10/01/03	Ergonomic Length Leaching Chamber
10/677,938	ISI	10/01/03	Corrugated Leaching chamber
10/677,771	ISI	10/01/03	Faceted End Cap
10/677,772	ISI	10/01/03	Leaching Chamber with Inward Flaring Sidewall Perforations
10/977,783	ISI	10/29/04	Chamber having Corrugation with Flattened Web
10/677,769	ISI	10/01/03	Pipe Seal
10/852,884	ISI	05/24/03	Extruded Arch Shape Cross Section chamber for Leaching or Stormwater Use
10/992,917	ISI	11/19/04	Chamber with Latch (Canadian Question)
11/018,198	ISI	10/01/03	Low Nest Height Leaching Chambers
10/018,148	ISI	12/20/04	Leaching chamber with Strengthened Dome End
11/018,197	ISI	12/20/04	Leaching chamber having Base Flange Cutouts for Lifting
10/018,207	ISI	05/23/03	Leaching Chamber with Drain Holes in Base Flange
10/618,200	ISI	05/20/04	Leaching Chamber having Dosing Pipe Hanger
10/018,199	ISI	05/20/03	Leaching Chamber with Slide Plate for Dome End
11/190,456	ISI	07/05	Pop Up Stop for Chamber
11/142014	ISI	6/1/05	Method for Recycling Polypropylene Carpet Material and Articles Made Therefrom

**UNITED STATES PATENT AND TRADEMARK OFFICE**

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

OCTOBER 12, 2005

PTAS

CBCINNOVIS DBA FEDERAL RESEARCH
1030 FIFTEENTH STREET, NW, STE 920
ATTN: PENELOPE J.A. AGODQA
WASHINGTON, DC 20005

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 571-272-3350. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, MAIL STOP: ASSIGNMENT SERVICES DIVISION, P.O. BOX 1450, ALEXANDRIA, VA 22313.

RECORDATION DATE: 10/05/2005

REEL/FRAME: 016621/0275
NUMBER OF PAGES: 9

BRIEF: SECURITY AGREEMENT
DOCKET NUMBER: 341706

ASSIGNOR:
INFILTRATOR SYSTEMS, INC.

DOC DATE: 09/29/2005

ASSIGNEE:
MERRILL LYNCH CAPITAL, A DIVISION
OF MERRILL LYNCH BUSINESS
FINANCIAL SERVICES, INC., AS
ADMINISTRATIVE AGENT
222 NORTH LASALLE ST.
16TH FLOOR
CHICAGO, ILLINOIS 60601

SERIAL NUMBER: 10012122
PATENT NUMBER:
TITLE: DRAINAGE SYSTEM FOR SAND BUNKER

FILING DATE: 11/13/2001
ISSUE DATE:

016621/0275 PAGE 2

SERIAL NUMBER: 10442810	FILING DATE: 05/20/2003
PATENT NUMBER:	ISSUE DATE:
TITLE: LEACHING CHAMBERS JOINED TOGETHER WITH SWIVEL CONNECTIONS	
SERIAL NUMBER: 10677770	FILING DATE: 10/01/2003
PATENT NUMBER:	ISSUE DATE:
TITLE: ERGONOMIC SIZE LEACHING CHAMBER	
SERIAL NUMBER: 10677938	FILING DATE: 10/01/2003
PATENT NUMBER:	ISSUE DATE:
TITLE: CORRUGATED LEACHING CHAMBER	
SERIAL NUMBER: 10677771	FILING DATE: 10/01/2003
PATENT NUMBER:	ISSUE DATE:
TITLE: FACETED END CAP FOR LEACHING CHAMBER	
SERIAL NUMBER: 10677772	FILING DATE: 10/01/2003
PATENT NUMBER:	ISSUE DATE:
TITLE: LEACHING CHAMBER WITH INWARD FLARING SIDEWALL PERFORATIONS	
SERIAL NUMBER: 10977783	FILING DATE: 10/29/2004
PATENT NUMBER:	ISSUE DATE:
TITLE: ARCH SHAPE CROSS SECTION CHAMBER HAVING CORRUGATIONS WITH FLATTENED WEB SEGMENTS	
SERIAL NUMBER: 10677769	FILING DATE: 10/01/2003
PATENT NUMBER:	ISSUE DATE:
TITLE: PIPE SEAL	
SERIAL NUMBER: 10852884	FILING DATE: 05/25/2004
PATENT NUMBER:	ISSUE DATE:
TITLE: EXTRUDED ARCH SHAPE CROSS SECTION CHAMBER FOR LEACHING OR STORMWATER USE	
SERIAL NUMBER: 10992917	FILING DATE: 11/19/2004
PATENT NUMBER:	ISSUE DATE:
TITLE: LATCH FOR LEACHING CHAMBER	
SERIAL NUMBER: 11018198	FILING DATE: 12/20/2004
PATENT NUMBER:	ISSUE DATE:
TITLE: LOW-NEST HEIGHT THERMOPLASTIC LEACHING CHAMBER	
SERIAL NUMBER: 10018148	FILING DATE: 04/10/2002
PATENT NUMBER:	ISSUE DATE:
TITLE: HIGH-FREQUENCY CURRENT SUPPRESSOR CAPABLE OF BEING READILY ATTACHED TO CABLE OR THE LIKE AND EARPHONE SYSTEM USING THE SAME	
SERIAL NUMBER: 11018197	FILING DATE: 12/20/2004
PATENT NUMBER:	ISSUE DATE:
TITLE: LEACHING CHAMBER HAVING BASE FLANGE CUTOUTS FOR LIFTING	
SERIAL NUMBER: 10018207	FILING DATE: 12/10/2001
PATENT NUMBER: 6718943	ISSUE DATE: 04/13/2004
TITLE: CONTROLLING UNDESIREED FORE AND AFT OSCILLATIONS OF A MOTOR VEHICLE	

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SERIAL NUMBER: 10618200	FILING DATE: 07/10/2003
PATENT NUMBER:	ISSUE DATE:
TITLE: COLLAPSIBLE HANDGRIP FOR INFLATOR	
SERIAL NUMBER: 10018199	FILING DATE: 12/14/2001
PATENT NUMBER: 6746666	ISSUE DATE: 06/08/2004
TITLE: MICROPIGMENT MIXTURE	
SERIAL NUMBER: 11190456	FILING DATE: 07/27/2005
PATENT NUMBER:	ISSUE DATE:
TITLE: ANTI-ROTATION STOP FOR CHAMBER	
SERIAL NUMBER: 11142014	FILING DATE: 06/01/2005
PATENT NUMBER:	ISSUE DATE:
TITLE: METHOD FOR RECYCLING CARPET AND ARTICLES MADE THEREFROM	
SERIAL NUMBER: 10206571	FILING DATE: 07/26/2002
PATENT NUMBER: 6814863	ISSUE DATE: 11/09/2004
TITLE: RADIAL FLOW SEPTIC TANK	
SERIAL NUMBER: 09683177	FILING DATE: 11/29/2001
PATENT NUMBER: 6680011	ISSUE DATE: 01/20/2004
TITLE: METHOD FOR CIRCULATING PRESSURIZED FLUIDS TO IMPROVE GAS CHANNEL COOLING	
SERIAL NUMBER: 09730509	FILING DATE: 12/05/2000
PATENT NUMBER: 6602023	ISSUE DATE: 08/05/2003
TITLE: LEACHING CHAMBER ENDPLATE	
SERIAL NUMBER: 08489693	FILING DATE: 06/12/1995
PATENT NUMBER: 5839844	ISSUE DATE: 11/24/1998
TITLE: LEACHING CHAMBER ENDPLATE	
SERIAL NUMBER: 08402111	FILING DATE: 03/10/1995
PATENT NUMBER: 5716163	ISSUE DATE: 02/10/1998
TITLE: CORRUGATED LEACHING CHAMBER WITH HOLLOW RIBBING	
SERIAL NUMBER: 08444388	FILING DATE: 05/19/1995
PATENT NUMBER: 5588778	ISSUE DATE: 12/31/1996
TITLE: LEACHING CHAMBER WITH ANGLED END	
SERIAL NUMBER: 08316946	FILING DATE: 10/03/1994
PATENT NUMBER: 5511903	ISSUE DATE: 04/30/1996
TITLE: LEACHING CHAMBER WITH PERFORATED WEB SIDEWALL	
SERIAL NUMBER: 08223174	FILING DATE: 04/05/1994
PATENT NUMBER: 5401116	ISSUE DATE: 03/28/1995
TITLE: LEACHING SYSTEM CONDUIT WITH CANTILEVERED LEG JOINT	
SERIAL NUMBER: 07956602	FILING DATE: 10/05/1992
PATENT NUMBER: 5401459	ISSUE DATE: 03/28/1995
TITLE: GAS-ASSISTED INJECTION MOLDING OF HOLLOW RIBBED ARTICLE	

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SERIAL NUMBER: 07893555 FILING DATE: 06/03/1992
PATENT NUMBER: 5336017 ISSUE DATE: 08/09/1994
TITLE: LEACHING SYSTEM CONDUIT WITH INTERLOCKING END JOINT

SERIAL NUMBER: 07694675 FILING DATE: 05/02/1991
PATENT NUMBER: 5156488 ISSUE DATE: 10/20/1992
TITLE: LEACHING SYSTEM CONDUIT WITH SUB-ARCH

SERIAL NUMBER: 07341902 FILING DATE: 04/24/1989
PATENT NUMBER: 5017041 ISSUE DATE: 05/21/1991
TITLE: LEACHING SYSTEM CONDUIT WITH HIGH RIGIDITY JOINT

SERIAL NUMBER: 08711931 FILING DATE: 09/11/1996
PATENT NUMBER: 5759661 ISSUE DATE: 06/02/1998
TITLE: SOFT TOUCH TOP COVER AND METHOD OF MANUFACTURING

MAURICE CARTER, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS