

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Execution Date
Water Tech Acquisition, Inc.	02/15/2006

RECEIVING PARTY DATA

Name:	Fifth Third Bank
Street Address:	38 Fountain Square Plaza
Internal Address:	MD#10AT63
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45263

PROPERTY NUMBERS Total: 7

Property Type	Number
Patent Number:	3941663
Patent Number:	4730435
Patent Number:	4713195
Patent Number:	4814079
Patent Number:	5040716
Patent Number:	5348651
Application Number:	60046918

CORRESPONDENCE DATA

Fax Number: (866)459-2899

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-783-2700

Email: carey.lening@federalresearch.com

Correspondent Name: CBCInnovis dba Federal Research

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Address Line 2: attn: Carey Lening

PATENT

REEL: 017251 FRAME: 0771

500082937

CH \$280.00 3941663

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:

352369

NAME OF SUBMITTER:

Carey Lening

Total Attachments: 4

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PATENT ASSIGNMENT OF SECURITY

WHEREAS, WATER TECH ACQUISITION, INC., a Delaware corporation, located at 3001 E. Governor John Sevier Highway, Knoxville, Tennessee 37914 ("Borrower"), owns the patents and patent applications shown in the attached Schedule A (the "Patents"), for which there are recordings or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Fifth Third Bank ("Lender") pursuant to (i) a certain Credit Agreement, dated the date hereof, between Lender and Borrower and (ii) a certain Patent Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

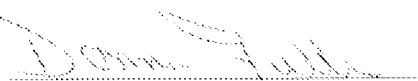
WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Patents, all proceeds thereof, all rights corresponding thereto and all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, and the recordings and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Patents, and recordings and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

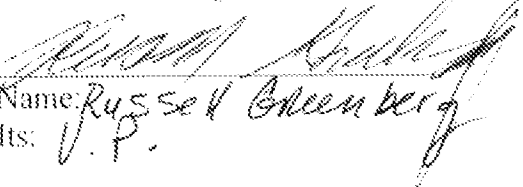
Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: February 15, 2000

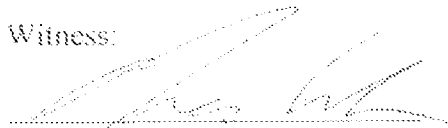
Witness:



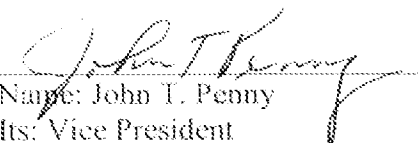
WATER TECH ACQUISITION, INC.

By: 
Name: Russell Greenberg
Its: V.P.

Witness:



FIFTH THIRD BANK

By: 
Name: John T. Penny
Its: Vice President

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 14 day of February, 2006, before me personally came Ryszard Cieszkowski to me known, who, being by me duly sworn, did depose and say that he is the V.P. of Water Tech Acquisition, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Neri M. Calderon
Notary Public

NERI M. CALDERON
Notary Public, State of New York
No. 01CA8118625
Qualified in Kings County
Commission Expires Nov. 15, 2008

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 14 day of February, 2006, before me personally came John T. Penny, to me known, who, being by me duly sworn, did depose and say that he is the Vice President of Fifth Third Bank, the financial institution described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said financial institution.

Lois R. Standing
Notary Public

LOIS R. STANDING
Notary Public, State of New York
No. 01G12075114
Qualified in New York County
Commission Expires May 29, 2007

SCHEDULE A

Schedule A to a Patent Assignment of Security dated February 15, 2006, by and between Water Tech Acquisition, Inc. and Fifth Third Bank

Title	Country	Patent No.	Issue Date
Multi-Effect Evaporator	U.S.	3,941,663	3/2/76
Sterile Docking System for Filing IV Bags	U.S.	4,730,435	3/15/88
Scale Inhibitor	U.S.	4,713,195	12/15/87
Spirally Wrapped Reverse Osmosis Membrane Cell	U.S.	4,814,079	3/21/89
Pipe Welding Apparatus	U.S.	5,040,716	8/20/91
Membrane Simulator	U.S.	5,348,651	9/20/94
Enhanced Film Desalination Apparatus and Process	U.S.	60/046,918	