

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
INFILTRATOR SYSTEMS, INC.	10/29/2008

RECEIVING PARTY DATA

Name:	GE BUSINESS FINANCIAL SERVICES INC. (formerly Merrill Lynch Business Financial Services Inc.), as Administrative Agent
Street Address:	500 West Monroe Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60661

PROPERTY NUMBERS Total: 13

Property Type	Number
Patent Number:	7419331
Patent Number:	7396188
Application Number:	11158562
Application Number:	11717547
Application Number:	10977783
Application Number:	10852884
Application Number:	11018198
Application Number:	11018197
Application Number:	11018201
Application Number:	11018199
Application Number:	11801907
Application Number:	29273336
Application Number:	12074335

CORRESPONDENCE DATA

500689681

PATENT
REEL: 021754 FRAME: 0187

OP \$520.00 7419331

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ATTORNEY DOCKET NUMBER:	5125.110
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NAME OF SUBMITTER:	Nancy Brougher
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Total Attachments: 5
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**AMENDMENT NO. 2 TO
PATENT SECURITY AGREEMENT**

THIS AMENDMENT NO. 2 TO PATENT SECURITY AGREEMENT (the "Amendment") to that certain Patent Security Agreement dated as of September 29, 2005 (the "Patent Security Agreement") made by INFILTRATOR SYSTEMS, INC., a Connecticut corporation (formerly known as Water Systems Acquisition Corp., a Delaware corporation) ("Grantor"), in favor of GE BUSINESS FINANCIAL SERVICES INC. (formerly Merrill Lynch Business Financial Services Inc.), in its capacity as Administrative Agent for the Lenders party to the Credit Agreement (as defined below) ("Grantee"), is made as of October 29, 2008.

WHEREAS, Grantor, Grantee and Lenders are parties to a certain Second Amended and Restated Credit Agreement dated as of October 31, 2006 (as the same may be amended or otherwise modified from time to time, the "Credit Agreement"; capitalized terms used but not defined herein shall have the respective meanings given to them in the Credit Agreement) providing for the extensions of credit to be made to Grantor by Lenders;

WHEREAS, since the date of Grantor's execution of the Patent Security Agreement, Grantor has acquired interests in certain additional Patents (the "New Patents"); and

WHEREAS, the parties hereto desire to amend the Patent Security Agreement to confirm the inclusion of such New Patents.

NOW, THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto hereby agree to amend the Patent Security Agreement as follows:

1. Exhibits. Schedule 1 as referred to in the Patent Security Agreement shall be amended and restated in its entirety as set forth on Schedule 1 attached hereto.

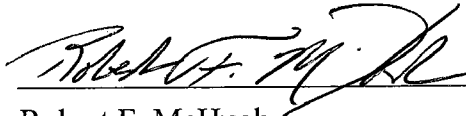
2. Effect of Amendment. Except as expressly amended by this Amendment, the terms of the Patent Security Agreement shall remain in full force and effect as executed.

3. Counterparts. This Amendment may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which counterparts taken together shall constitute but one and the same instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, Grantor and Grantee have each caused this Amendment to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

INFILTRATOR SYSTEMS, INC.

By: 
Name: Robert F. McHugh
Title: Chief Financial Officer

Agreed and accepted as of the date first written above

GE BUSINESS FINANCIAL SERVICES INC.
(formerly Merrill Lynch Business Financial
Services Inc.)

By: _____
Name:
Its:

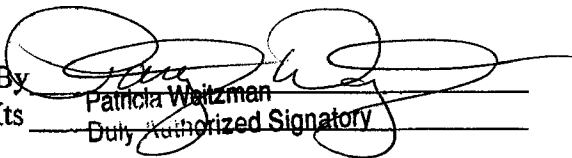
IN WITNESS WHEREOF, Grantor and Grantee have each caused this Amendment to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

INFILTRATOR SYSTEMS, INC.

By _____
Its _____

Agreed and accepted as of the date first written above

GE BUSINESS FINANCIAL SERVICES
INC. (formerly Merrill Lynch Business
Financial Services Inc.)

By 
Its Patricia Waltzman
Duly Authorized Signatory

SCHEDULE 1

ISSUED PATENTS

Infiltrator Systems - Owned

Date of Issue	Patent No.	Description	
9/2/2008	7,419,331	Leaching Chamber with Varying Slot Opening Height	
7/8/2008	7,396,188	Leaching Chamber having Varying Slotted Wall Thickness	
4/29/2008	7,364,384	Anti-Rotation Stop for Chamber	
4/1/2008	7,351,006	Leaching Chambers Joined Together with Swivel Connections	
12/11/2007	7,306,399	Stormwater chamber with changing corrugation width angle	
12/11/2007	7,306,400	Leaching chamber having dosing pipe hanger	
12/25/2007	7,311,467	Ergonomic Size Leaching Chamber	
9/25/2007	7,273,330	Invert Elevation Changer Adapter	
5/15/2007	7,217,063	Latch for Leaching Chamber	
4/24/2007	7,207,747	Bunker Drainage System for Sand Bunker	
3/13/2007	7,189,027	Corrugated Leaching System	
10/10/2006	7,118,306	Stormwater Management System	
5/30/2006	7,052,209	Corrugated Stormwater Chamber	
3/7/2006	7,008,138	Facet End Cap for Chamber	
2/28/2006	7,004,221	Mold Components Having a Conformal Thermal Management System ...	
2/7/2006	6,994,355	Pipe Seal	
11/09/2004	6,814,863	Radial Flow Septic Tank	
1/20/2004	6,680,011	Method for Circulation Pressurized fluids to Improve Gas Channel Cooling	
8/5/2003	6,602,023	Leaching Chamber Endplate	
11/24/1998	5,839,844	Leaching Chamber Endplate	
2/10/1998	5,716,163	Corrugated Leaching Chamber with Hollow Ribbing	
12/31/1996	5,588,778	Leaching Chamber with Angled End	
4/30/1996	5,511,903	Leaching Chamber with Perforated Web Sidewall	
3/28/1995	5,401,459	Gas/Assisted Injection Molding of Hollow Ribbed Article	
3/28/1995	5,401,116	Leaching System Conduit with Cantilevered Leg Joint	
8/9/1994	5,336,017	Leaching System Conduit with Interlocking End Joint	
10/20/1992	5,156,488	Leaching System Conduit with Sub/Arch	
5/21/1991	5,017,041	Leaching System conduit with High Rigidity Joint	Expired
7/26/1988	4,759,661	Leaching System Conduit	Expired

SCHEDULE 1

PATENT APPLICATIONS

Date of Last Action	Serial No.	Title
10/5/2007	11/142,014	Method for Recycling Carpet and Articles Therefrom
6/20/2007	11/158,562	Outwardly Dished End Plate for StormWater Chamber (Divisional Application of Application
12/12/2007	11/717,547 *	Leaching Chamber having High Leaching Area to Weight Ratio
6/28/2007	10/677,772	Leaching Chamber with Inward Flaring Sidewall Perforations
11/29/2005	11/288,904	Method of Molding a Leaching Chamber Sidewall
6/14/2007	10/977,783	Arch Shape Cross Section Chamber Having Corrugations with Flattened Web Segments
1/24/2008	11/289,121	Method of Forming a Groove in a Thermoplastic Article
8/20/2007	10/852,884	Extruded Arch Shape Cross Section Chamber for Leaching or Storm Water Use
1/18/2008	11/018,198	Low Nest Height Thermoplastic Chamber
3/23/2007	11/018,148	Leaching Chamber with Strengthened Dome End
4/19/2007	11/018,197	Leaching Chamber with Leaching Chamber Having Base Flange Cut-Outs for Lifting
4/6/2007	11/018,201	Leaching Chamber with Drain Holes in Base Flange
4/6/2007	11/018,199	Leaching Chamber having Dome End with Slide Plate
5/10/2007	11/801,907	Full Coverage Perforated Splash Plate for Leaching Chamber
7/23/2007	29/273,336	Ribbed and corrugated leaching chamber
3/2/2008	12/074,335	Ribbed Top Chamber

* = this patent has received a Notice of Allowance; we expect it to issue w/in the new few months.