

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT2670421

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY AGREEMENT
CONVEYING PARTY DATA	
Name	Execution Date
AQUION, INC.	12/04/2013
RECEIVING PARTY DATA	
Name:	JOHNSON BANK
Street Address:	333 EAST WISCONSIN AVENUE
City:	MILWAUKEE
State/Country:	WISCONSIN
Postal Code:	53202
PROPERTY NUMBERS Total: 4	
Property Type	Number
Patent Number:	7736500
Patent Number:	7991490
Patent Number:	D449280
Patent Number:	D506142
CORRESPONDENCE DATA	
Fax Number:	(414)298-8097
Phone:	414-298-1000
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<i>Correspondence will be sent via US Mail when the email attempt is unsuccessful.</i>	
Correspondent Name:	ALEC D. SMYCZEK
Address Line 1:	1000 NORTH WATER STREET
Address Line 2:	SUITE 1700
Address Line 4:	MILWAUKEE, WISCONSIN 53202
NAME OF SUBMITTER:	ALEC D. SMYCZEK
Signature:	/Alec D. Smyczek/

Date:

01/07/2014

Total Attachments: 4

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## NOTICE OF SECURITY INTEREST IN PATENTS

THIS NOTICE OF SECURITY INTEREST IN PATENTS is made by and between AQUION, INC., a Delaware corporation, with its principal place of business located at 2080 E. Lunt Avenue, Elk Grove Village, Illinois 60007 (the "Company") and JOHNSON BANK, as administrative agent (the "Agent") with a place of business and address at 333 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.

The parties acknowledge and agree as follows:

A. The Company, WATER INGENUITY HOLDINGS CORP., a Delaware corporation, and CLEARWATER TECH, L.L.C., a Delaware limited liability company, have executed a General Intangibles Security Agreement dated as of even date herewith (as it may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement");

B. The Company owns the patent applications and the patents listed on Exhibit A attached hereto (the "Patents"), which Patents are pending before or have been issued by the United States Patent and Trademark Office;

C. Pursuant to the Security Agreement, the Company hereby grants to the Agent a security interest in and to all of the Patents, and in and to all proceeds and benefits thereof; and

D. Capitalized terms not defined herein shall have their meaning as set forth in the Security Agreement.

[signature page follows]

Dated as of December 4, 2013.

AQUION, INC., a Delaware corporation

BY 

Name: Michael Madsen

Title: President

JOHNSON BANK, as Administrative Agent

BY \_\_\_\_\_

Name:

Title:

Signature Page to Notice of Security Interest in Patents

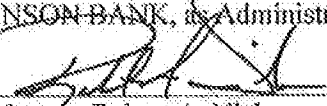
**PATENT**  
**REEL: 031927 FRAME: 0873**

Dated as of December 4, 2013.

AQUION, INC., a Delaware corporation

BY \_\_\_\_\_  
Name: Michael Madsen  
Title: President

JOHNSON BANK, its Administrative Agent

BY  \_\_\_\_\_  
Name: Robert A. Nielsen  
Title: Senior Vice President

Signature Page to Notice of Security Interest in Patents

# EXHIBIT A

## U.S. Utility Patents of Aquion

PATENT NO.	ISSUE DATE	PATENT APP. NO.	FILING DATE	TITLE	NEXT MAINTENANCE FEE DUE	EXPIRATION DATE	OWNER
7,736,500 40880.00. 0008	June 15, 2010	11/316,075	December 22, 2005	Bypass Valve with Blending Feature	December 15, 2013	August 25, 2028	Aquion, Inc.
7,991,490 40880.00. 0002	August 2, 2011	11/295,423	December 5, 2005	Control Unit for Utility Treatment Systems	February 2, 2014	August 19, 2027	Aquion, Inc.

## U.S. Design Patents of Aquion

PATENT NO.	ISSUE DATE	PATENT APP. NO.	FILING DATE	TITLE	EXPIRATION DATE	OWNER
D449,280 40880.00. 0015	October 16, 2001	29/117,813	January 31, 2000	Water Softener Control Units	October 16, 2015	Aquion, Inc.
D506,142 40880.00. 0013	June 14, 2005	29/189,264	August 29, 2003	Container	June 14, 2019	Aquion, Inc. <sup>†</sup>

<sup>†</sup> Corporate name in Registration of Patent is missing a comma.