

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Advanced H2O LLC		06/28/2005	Limited Liability Company: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	JPMorgan Chase Bank, N.A.
<b>Street Address:</b>	120 South LaSalle Street
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60603-3400
<b>Entity Type:</b>	National Association: UNITED STATES

<b>Name:</b>	Chase Equipment Leasing Inc.
<b>Street Address:</b>	120 South LaSalle Street
<b>Internal Address:</b>	Mail Code IL1-1472
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60603-3400
<b>Entity Type:</b>	CORPORATION: OHIO

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	2640164	MICROSTRUCTURED
Registration Number:	2696481	MICROSTRUCTURED
Registration Number:	2851779	SIMPLY SMOOTH, PURELY DELICIOUS
Registration Number:	2505528	ZAQUA
Registration Number:	2828326	ZAQUA!
Serial Number:	78473647	EAGLE CREEK

**CH \$165.00 2640164**

CORRESPONDENCE DATA

Fax Number: (312)521-2875  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 312-521-2775  
Email: asacharoff@muchshelist.com  
Correspondent Name: Much Shelist Freed Denenberg Ament & Rub  
Address Line 1: 191 N Wacker Drive Suite 1800  
Address Line 2: Adam K Sacharoff  
Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER:	Adam K Sacharoff
Signature:	/aks/
Date:	08/31/2005

Total Attachments: 6  
source=Trademar#page1.tif  
source=Trademar#page2.tif  
source=Trademar#page3.tif  
source=Trademar#page4.tif  
source=Trademar#page5.tif  
source=Trademar#page6.tif

## **TRADEMARK SECURITY AGREEMENT**

**THIS TRADEMARK SECURITY AGREEMENT**, dated as of June 28, 2005, is entered into by and between JPMORGAN CHASE BANK, N.A., a national banking association and CHASE EQUIPMENT LEASING INC., an Ohio corporation (collectively, "**Lender**"), and ADVANCED H2O LLC, a Delaware limited liability company ("**Borrower**").

**WHEREAS**, Borrower has adopted and is using the marks shown in the attached Schedule A (the "**Marks**"), for which there are registrations 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 Lender pursuant to (i) a certain Credit Agreement, dated the date hereof, between Lender and Borrower and (ii) a certain 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 Marks and the registrations 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 Marks and registrations and applications therefor, which security interest shall secure all the Obligations (as defined in the Agreements) and in accordance with the terms and provisions thereof.

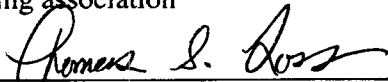
Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the security interest granted hereby is more fully set forth in the Agreements.

[Signature pages follow]

IN WITNESS WHEREOF, this Agreement has been duly executed as of the day and year first above written.

LENDER:

**JPMORGAN CHASE BANK, N.A.**, a national banking association

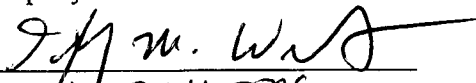
By:   
Print Name: THOMAS S. LASS  
Title: Vice President

**CHASE EQUIPMENT LEASING INC.**, an Ohio corporation

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

BORROWER:

**ADVANCED H2O LLC**, a Delaware limited liability company

By:   
Print Name: JEFF WALTERS  
Title: VICE PRESIDENT

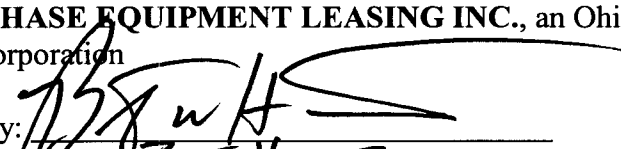
**IN WITNESS WHEREOF**, this Agreement has been duly executed as of the day and year first above written.

LENDER:

**JPMORGAN CHASE BANK, N.A.**, a national banking association

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**CHASE EQUIPMENT LEASING INC.**, an Ohio corporation

By:   
Print Name: Burt Horowitz  
Title: Assistant Vice President

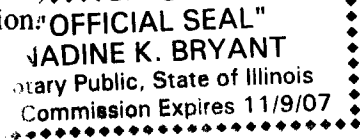
BORROWER:

**ADVANCED H2O LLC**, a Delaware limited liability company

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF ILLINOIS )  
 : ss.:  
COUNTY OF COOK )

On this 28<sup>th</sup> day of June, 2005, before me personally came Thomas S. Lass, to me known, who, being by me duly sworn, did depose and say that he is Vice President of **JPMorgan Chase Bank, N.A.**, the national banking association described in and which executed the foregoing instrument; and that he signed his name thereto on behalf of said association.



Nadine K Bryant  
Notary Public

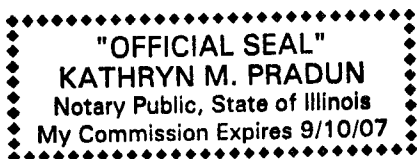
STATE OF OHIO )  
 : ss.:  
COUNTY OF \_\_\_\_\_ )

On this 28<sup>th</sup> day of June, 2005, before me personally came \_\_\_\_\_, to me known, who, being by me duly sworn, did depose and say that he is \_\_\_\_\_ of **Chase Equipment Leasing Inc.**, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto on behalf of said corporation.

\_\_\_\_\_  
Notary Public

STATE OF ILLINOIS )  
 : ss.:  
COUNTY OF COOK )

On this 28<sup>th</sup> day of June, 2005, before me personally came JEFF WALTERS, to me known, who, being by me duly sworn, did depose and say that s/he is the VICE PRESIDENT of **Advanced H2O LLC**, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.



Kathryn M. Pradun  
Notary Public

STATE OF ILLINOIS )  
 : ss.:  
COUNTY OF COOK )

On this 28<sup>th</sup> day of June, 2005, before me personally came \_\_\_\_\_, to me known, who, being by me duly sworn, did depose and say that he is \_\_\_\_\_ of **JPMorgan Chase Bank, N.A.**, the national banking association described in and which executed the foregoing instrument; and that he signed his name thereto on behalf of said association.

\_\_\_\_\_  
Notary Public

STATE OF OHIO )  
 : ss.:  
COUNTY OF DELAWARE )

On this 28<sup>th</sup> day of June, 2005, before me personally came Burt W Horvath to me known, who, being by me duly sworn, did depose and say that he is AVP of **Chase Equipment Leasing Inc.**, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto on behalf of said corporation.



LAURA A. NOBLE  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES 10-15-06

Laura A. Noble  
Notary Public

STATE OF ILLINOIS )  
 : ss.:  
COUNTY OF COOK )

On this 28<sup>th</sup> day of June, 2005, before me personally came \_\_\_\_\_, to me known, who, being by me duly sworn, did depose and say that s/he is the \_\_\_\_\_ of **Advanced H2O LLC**, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

\_\_\_\_\_  
Notary Public

SCHEDULE A  
To Trademark Security Agreement

**I. UNITED STATES**

**A. U.S. TRADEMARK REGISTRATIONS**

[REDACTED]		
MICROSTRUCTURED	2,640,164	10/22/2002
MICROSTRUCTURED	2,696,481	03/11/2003
SIMPLY SMOOTH, PURELY DELICIOUS	2,851,779	06/08/2004
ZAQUA	2,505,528	11/06/2001
ZAQUA!	2,828,326	03/30/2004

**B. U.S. TRADEMARK APPLICATIONS**

[REDACTED]		
EAGLE CREEK*	78/473,647	08/25/2004

\* Pending office action has cited a previous registration for EAGLE CREEK for wine.

**II. FOREIGN**

**A. FOREIGN TRADEMARK REGISTRATIONS**

None.

**B. FOREIGN TRADEMARK APPLICATIONS**

None.