

03-20-2002

FORM PTO-1594
1-31-92

RECC
TR



102024242

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

3-20-02

Tab settings → → →

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **Water Soft Inc.**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (RI) **3-20-02**
 Other _____

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

2. Name and address of receiving party(ies):

Name: Cypress Merchant Banking Partners, L.P.
 Internal Address: _____
 Street Address: 65 East 55th Street, 19th Floor
 City: New York State: NY ZIP: 10022

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 26, 2001

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Delaware partnership

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) **1,677,499 ; 1,676,682 ; 1,319,229 ; 1,834,409**

Additional numbers attached? Yes No

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

Name: Robyn Greenberg, Esq.
 Internal Address: Simpson Thacher & Bartlett

 Street Address: 425 Lexington Avenue

 City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$ 115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

 Name of Person Signing

Robyn Greenberg

 Signature

3/19/02

 Date

Total number of pages comprising cover sheet: 5

03/21/2002 6TON11 00000029 1677499

01 FC:481 40.00 OP
02 FC:482 75.00 OP

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK
REEL: 002464 FRAME: 0662

CONTINUATION OF ITEM TWO ON RECORDATION COVER SHEET

Cypress Offshore Partners, L.P.
(Cayman Island partnership)

65 East 55th Street
19th Floor
New York, New York 10022

GRANT OF SECOND PRIORITY SECURITY INTEREST

(TRADEMARKS)

WHEREAS, WATER SOFT INC., a Rhode Island corporation (the "Assignor"), has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, for which United States registrations and applications for registration are subsisting, as indicated on Schedule 1A (such marks, applications and registrations, collectively, the "Trademarks");

WHEREAS, the Assignor has entered into a Loan and Security Agreement dated as of December 26, 2001 (as amended or otherwise modified from time to time, the "Security Agreement"), in favor of CYPRESS MERCHANT BANKING PARTNERS, L.P. AND CYPRESS OFFSHORE PARTNERS, L.P. (the "Assignees");

WHEREAS, pursuant to the Security Agreement, the Assignor has granted to the Assignees a second priority security interest in all right, title and interest of the Assignor in, to and under the Trademarks, and all proceeds of thereof, including, without limitation, any and all causes of action that may exist by reason of violation thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby grant to the Assignees a second priority security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignees with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Grant of Second Priority Security Interest (Trademarks) to be duly executed by its officer thereunto duly authorized as of December 26, 2001.

WATER SOFT INC.

By: [Signature]

Name: Larry T. Guillemette

Title: President

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF Rhode Island ss.:
COUNTY OF Kent

On this _____ day of December 2001, before me, the undersigned, personally appeared LARRY T. GUILLEMETTE, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument,

[Signature]
[NOTARY SEAL] LYNN A. TAYLOR
MY COMMISSION EXPIRES 10/13/04