Electronic Version v1.1 Stylesheet Version v1.1

 SUBMISSION TYPE:
 NEW ASSIGNMENT

 NATURE OF CONVEYANCE:
 Security Agreement

CONVEYING PARTY DATA

Name	Formerly Execution Date Entit		Entity Type
Gatsby Spas Inc.		02/07/2007	CORPORATION: FLORIDA
Jacuzzi Inc.		02/07/2007	CORPORATION: DELAWARE
Sundance Spas, Inc.		02/07/2007	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Credit Suisse, as First Lien Administrative Agent		
Street Address:	11 Madison Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10011		
Entity Type:	Bank:		

PROPERTY NUMBERS Total: 52

Property Type	Number	Word Mark
Registration Number:	1931590	BLUE RIDGE
Registration Number:	1959943	GATSBY
Registration Number:	2068908	
Registration Number:	2119813	HYDROCARE
Registration Number:	2192036	IMPERIAL SPAS
Registration Number:	2197484	TECH
Registration Number:	805414	JACUZZI
Registration Number:	807314	JACUZZI WHIRLPOOL BATH
Registration Number:	1241022	JACUZZI WHIRLPOOL BATH
Registration Number:	1328269	MAGIC TOUCH
Registration Number:	1329439	BIANCA
Registration Number:	1329446	MERIDIAN

TRADEMARK "REEL: 003507 FRAME: 0338

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Registration Number:	1355195	ESPREE
Registration Number:	1367491	WATER RAINBOW
Registration Number:	1392270	CARESSA
Registration Number:	1424739	SIGNA
Registration Number:	1437932	VECTRA
Registration Number:	1441981	MAGNA
Registration Number:	1469714	AERO
Registration Number:	1507999	AURA
Registration Number:	1554575	POWERPRO
Registration Number:	1587635	VANTAGE
Registration Number:	1555659	QUANTUM
Registration Number:	1703100	RIVA
Registration Number:	1715448	ENCHANTE
Registration Number:	1717864	JACUZZI
Registration Number:	1727375	RAZZA
Registration Number:	1766653	CORTINA
Registration Number:	1796931	ESTE
Registration Number:	1804328	LUMIERE
Registration Number:	1823676	PALIO
Registration Number:	1878316	SABELLA
Registration Number:	1879185	STEAMPRO
Registration Number:	1899771	SANTINA
Registration Number:	1899772	ALEXA
Registration Number:	1908334	ESSENCE
Registration Number:	1928030	FESTIVA
Registration Number:	1943791	CAPELLA
Registration Number:	1947025	LUNA
Registration Number:	1952512	ЕСНО
Registration Number:	1968020	DURATUFF JACUZZI WHIRLPOOL BATH
Registration Number:	1991091	LUXURA
Registration Number:	2040520	FRESCO
Registration Number:	2040551	QUASAR
Registration Number:	2043458	SIENA
Registration Number:	2045871	MERANO
Registration Number:	2047590	CETRA

Registration Number:	2048008	CYCLONE
Registration Number:	2092747	MAJORA
Registration Number:	2149702	VERONA
Registration Number:	2222464	PUMP WORKS
Registration Number:	2287293	HURRICANE

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: oleh.hereliuk@federalresearch.com
Correspondent Name: CBCInnovis dba Federal Research
Address Line 1: 1023 Fifteenth Street, NW, Ste 401

Address Line 2: attn: Oleh Hereliuk

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	380348
NAME OF SUBMITTER:	LaKeeshia Saunders
Signature:	/LS/
Date:	03/26/2007

Total Attachments: 11

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SECOND LIEN TRADEMARK SECURITY AGREEMENT dated as of February 7, 2007 (this "Agreement"), among Gatsby Spas Inc., a Florida corporation ("Gatsby Spas"), Jacuzzi Inc., a Delaware corporation ("Jacuzzi Inc."), Sundance Spas, Inc., a California corporation ("Sundance Spas"), (Gatsby Spas, Jacuzzi Inc. and Sundance Spas, each a "Grantor", and together, the "Grantors") and Credit Suisse, as administrative agent for the Lenders (in such capacity, the "Administrative Agent").

Reference is made to (a) the Second Lien Guarantee and Collateral Agreement dated as of February 7, 2007 (as amended, restated, supplemented, waived or otherwise modified from time to time, the "Security Agreement"), among Bath Holding Corp., a Delaware corporation ("Holdings"), Bath Acquisition Corp., a Delaware corporation (the "Borrower"), the subsidiaries of the Borrower from time to time party thereto (the "Subsidiary Parties") and the Administrative Agent and (b) the Second Lien Credit Agreement dated as of February 7, 2007 (as amended, restated, supplemented, waived or otherwise modified from time to time, the "Credit Agreement"), among Holdings, the Borrower, the lenders from time to time party thereto (the "Lenders"), the Administrative Agent and the other financial institutions named therein.

The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. Holdings and the Subsidiary Parties are affiliates of the Borrower, will derive substantial benefits from the extension of credit to the Borrower pursuant to the Credit Agreement and are willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit.

Accordingly, the parties hereto agree as follows:

SECTION 1. *Terms*. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement. The rules of construction specified in Section 1.02 of the Security Agreement also apply to this Agreement.

SECTION 2. *Grant of Security Interest*. As security for the payment or performance, as the case may be, in full of the Obligations, each Grantor, pursuant to the Security Agreement, did and hereby does grant to the Administrative Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in, all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by such Grantor or in which such Grantors now have or at any time in the future may acquire any right, title or interest (collectively, the "*Trademark Collateral*"):

 $\hbox{\tt [[NYCORP:2679143v2:4741A:02/06/07--09:24~p]]}$

- (a) all trademarks, service marks, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations thereof (if any), and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any other country or any political subdivision thereof (except for "intent-to-use" applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051, unless and until an Amendment to Allege Use or a Statement of Use under Sections 1(c) and 1(d) of the Lanham Act has been filed, to the extent that, and solely during the period for which, any assignment of an "intent-to-use" application prior to such filing would violate the Lanham Act), and all renewals thereof, including those listed on Schedule I (the "Trademarks");
 - (b) all goodwill associated with or symbolized by the Trademarks;
- (c) all claims for, and rights to sue for, past or future infringements of any of the foregoing; and
- (d) all income, royalties, damages and payments now or hereafter due and payable with respect to any of the foregoing, including damages and payments for past or future infringement thereof.

SECTION 3. **Security Agreement**. The security interests granted to the Administrative Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Administrative Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the Trademark 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 the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. Intercreditor Agreement Governs. REFERENCE IS MADE TO THE INTERCREDITOR AGREEMENT (AS DEFINED IN THE CREDIT AGREEMENT) (AS AMENDED, RESTATED, SUPPLEMENTED OR OTHERWISE MODIFIED FROM TIME TO TIME, THE "INTERCREDITOR AGREEMENT"). NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE LIEN AND SECURITY INTEREST GRANTED TO THE ADMINISTRATIVE AGENT, FOR THE BENEFIT OF THE SECURED PARTIES, PURSUANT TO THIS AGREEMENT AND THE EXERCISE OF ANY RIGHT OR REMEDY BY THE ADMINISTRATIVE AGENT AND THE OTHER SECURED PARTIES HEREUNDER ARE SUBJECT TO THE PROVISIONS OF THE INTERCREDITOR AGREEMENT. IN THE EVENT OF ANY CONFLICT OR INCONSISTENCY BETWEEN THE PROVISIONS OF THE

INTERCREDITOR AGREEMENT AND THIS AGREEMENT, THE PROVISIONS OF THE INTERCREDITOR AGREEMENT SHALL CONTROL.

SECTION 5. *Choice of Law*. THIS AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

GATSBY SPAS INC.,

by

Name: Thomas M. Steffen

Title: Vice President and Assistant Secretary

JACUZZI INC.,

by

Name: Thomas M. Steffen

Title: Vice President and Assistant Secretary

SUNDANCE SPAS, INC.,

by

Name: Thomas M. Steffer

Title: Vice President and Assistant Secretary

CREDIT SUISSE, CAYMAN ISLANDS BRANCH, as Administrative Agent,

by

Name: Title:

IAN NALITT VICE PRESIDENT

bу

Name: Title:

[Trademark Agreement - Second Lien]

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TRADEMARK

REEL: 003507 FRAME: 0345

Trademarks and Trademark Licenses

	Goods & Services					
	Description (for U.S.			Registration		
	Trademarks where applicable and		Trademark or	or Application	Date of	Date of
Legal Entity	available)	Country	Trade Name	Number	Registration	Renewal
Gatsby Spas,	Goods/Services:	United States	Blue Ridge	1931590	10/31/95	10/31/05
Inc.	Portable hot tubs and whirlpool baths.					
Gatsby Spas,	Goods/Services:	United States	Gatsby (Stylized)	1959943	3/5/1996	3/5/2006
Inc.	Portable hot tubs and	Since States	Causey (Styllzed)	1,3,7,13	5/5/1770	3/3/2000
	whirlpool baths.		,			
Gatsby Spas, Inc.	Goods/Services: Portable hot tubs and	United States	Penguin Design	2068908	6/10/97	6/10/07
inc.	whirlpool baths					
Gatsby Spas,	Goods/Services:	United States	Hydrocare & Design	2119813	12/9/97	12/9/07
Inc.	Therapeutic spas and			l		
	hot tubs for the general public.					
Gatsby Spas,	Goods/Services:	United States	Imperial Spas &	2192036	9/29/98	9/29/08
Inc.	Portable hot tubs and		Design			
Gatsby Spas,	whirlpool baths. Goods/Services:	United States	To de Charl	2107404	10/20/00	10/20/00
Inc.	Providing	Officed States	Tech Check (symbol) Design	2197484	10/20/98	10/20/08
	information relating		(e) mee.) Deeign			
	to repairs of hot tubs					
	and spas via a global computer network.					
Jacuzzi Inc.	N.A.	United States	Jacuzzi & Design	805414	3/15/96	3/15/06
			(Trapezium)			
Jacuzzi Inc.	N.A.	United States	Jacuzzi Whirlpool Bath & Design	807314	4/19/66	4/19/06
Jacuzzi Inc.	Goods/Services:	United States	Jacuzzi Whirlpool	1241022	6/7/83	6/7/03
	Hydromassage Products/Namely,		Bath & Design			
	Bathtubs with					
	Hydromassage Units,					
	Combination Shower and Bathtubs with					
	Hydromassage Units,					
	Spas with					
	Hydromassage Units,					
	Tubs with Hydromassage Units,					
	and Inlets, Pumps and					
	Suction Fittings for					
Jacuzzi Inc.	Hydromassage Units. Goods/Services:	United States	Magic Touch	1328269	4/2/85	4/2/05
Jacuzzi IIIC.	Electrical On/Off	Office States	Magic Touch	1328209	4/2/83	4/2/05
	Switches for Baths					
	and Spas in the					
	Nature of Heated Pools.					
Jacuzzi Inc.	Goods/Services:	United States	Bianca	1329439	4/9/85	4/9/05
	Whirlpool Baths and					
	Spas in the Nature of					
L	Heated Pools.	L	l			

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	Goods & Services Description (for U.S.			Registration		
	Trademarks where applicable and		Trademark or	or Application	Date of	Date of
Legal Entity Jacuzzi Inc.	available) Goods/Services:	Country	Trade Name	Number	Registration	Renewal
Jacuzzi inc.	Whirlpool Baths and	United States	Meridian	1329446	4/9/85	4/9/05
	Spas in the Nature of					
	Heated Pools.			1		
Jacuzzi Inc.	Goods/Services:	United States	Espree	1355195	8/20/85	8/20/05
	Whirlpool Baths and					0,20,00
	Spas in the Nature of					
	Heated Pools.				1	
Jacuzzi Inc.	Goods/Services:	United States	Water Rainbow	1367491	10/29/85	10/29/05
	Plumbing			1		
	fittings//namely,			•		
	water spouts and					
	parts therefor.					
Jacuzzi Inc.	Goods/Services:	United States	Caressa	1392270	5/6/86	5/6/06
· · · · ·	Bathtubs.	71 1 1 0		4.40.470.0		
Jacuzzi Inc.	Goods/Services:	United States	Signa	1424739	1/13/87	1/13/07
	Whirlpool baths and					
	spas in the nature of heated pools.					
Jacuzzi Inc.	Goods/Services:	United States	Vectra	1437932	4/28/87	4/28/07
Jacuzzi IIIC.	Whirlpool baths and	Office States	Vectia	143/932	4/20/0/	4/28/07
	spas in the nature of					
	heated pools.					
Jacuzzi Inc.	Goods/Services:	United States	Magna	1441981	6/9/87	6/9/07
	Whirlpool baths and				0,3,0,	0.2707
	spas in the nature of					
	heated pools.					
Jacuzzi Inc.	Goods/Services:	United States	Aero	1469714	12/22/87	12/22/07
	Whirlpool baths and					
	spas in the nature of					
	heated pools.					
Jacuzzi Inc.	Goods/Services:	United States	Aura	1507999	10/11/88	10/11/08
	Whirlpool baths and					
	spas in the nature of					
Jacuzzi Inc.	heated pools. Goods/Services:	United States	Powerpro (Stylized)	1554575	9/5/89	0/5/00
Jacuzzi IIIc.	Whirlpool bath jets.	United States	Powerpro (Stylized)	1554575	9/3/89	9/5/09
Jacuzzi Inc.	Goods/Services	United States	Vantage	1,587,635	3/20/90	9/20/10
Jucuzzi inc.	Whirlpool Baths and	Office States	Varitage	1,567,055	3/20/90	9/20/10
	Spas in the nature of					
	Heated pools.					
Jacuzzi Inc.	Goods/Services:	United States	Quantum	1555659	9/12/89	9/12/09
	Whirlpool baths and		,			
	spas in the nature of					
	heated pools.					
Jacuzzi Inc.	Goods/Services:	United States	Riva	1703100	7/28/92	7/28/02
	Whirlpool baths and					
	spas in the nature of	ĺ				
Inqueri In a	heated pools.	Ilmited Ct-t	English (Ct. U 1)	1715440	0/15/02	0/15/00
Jacuzzi Inc.	Goods/Services: Whirlpool baths and	United States	Enchante (Stylized)	1715448	9/15/92	9/15/02
	spas in the nature of					
	heated pools.					
	Literation books		l	L		L

Legal Entity	Goods & Services Description (for U.S. Trademarks where applicable and available)	Country	Trademark or Trade Name	Registration or Application Number	Date of Registration	Date of Renewal
Jacuzzi Inc.	Goods/Services: Plumbing fittings; namely, faucets and shower heads.	United States	Jacuzzi	1717864	9/22/92	9/22/02
Jacuzzi Inc.	Goods/Services: Heated whirlpool baths and spas.	United States	Razza	1727375	10/27/92	10/27/02
Jacuzzi Inc.	Goods/Services: Bathtubs and whirlpool baths in the nature of heated pools.	United States	Cortina	1766653	4/20/93	4/20/03 Renewal Pending 2/03
Jacuzzi Inc.	Goods/Services: Bathtubs and whirlpool baths in the nature of heated pools.	United States	Este	1796931	10/5/93	10/5/03 Renewal Pending 2/03
Jacuzzi Inc.	Goods/Services: Plumbing fittings; namely, faucets and valves.	United States	Lumiere	1804328	11/16/93	11/16/03
Jacuzzi Inc.	Goods/Services: Whirlpool spas in the nature of heated pools for home and commercial use.	United States	Palio	1823676	2/22/94	2/22/04
Jacuzzi Inc.	Goods/Services: Whirlpool spas in the nature of heated pools for home and commercial use.	United States	Sabella	1878316	2/7/95	2/7/05
Jacuzzi Inc.	Goods/Services: Steam generator for shower use for residential and hotel bathroom installation.	United States	Steampro	1879185	2/14/95	2/14/05
Jacuzzi Inc.	Goods/Services: Whirlpool spas in the nature of heated pools for home and commercial use.	United States	Santina	1899771	6/13/95	6/13/05
Jacuzzi Inc.	Goods/Services: Whirlpool spas in the nature of heated pools for home and commercial use.	United States	Alexa	1899772	6/13/95	6/13/05
Jacuzzi Inc.	Goods/Services: Whirlpool baths and spas in the nature of heated tubs for home and commercial use.	United States	Essence	1908334	8/1/95	8/1/05

Legal Entity	Goods & Services Description (for U.S. Trademarks where applicable and available)	Country	Trademark or Trade Name	Registration or Application Number	Date of Registration	Date of Renewal
Jacuzzi Inc.	Goods/Services: Whirlpool baths and spas in the nature of heated pools for home and commercial use.	United States	Festiva	1928030	10/17/95	10/17/05
Jacuzzi Inc.	Goods/Services: Whirlpool baths and spas in the nature of heated pools for home and commercial use.	United States	Capella	1943791	12/26/95	12/26/05
Jacuzzi Inc.	Goods/Services: Whirlpool baths in the nature of heated pools for home and commercial use.	United States	Luna	1947025	1/9/96	1/9/06
Jacuzzi Inc.	Goods/Services: Whirlpool baths and spas in the nature of heated tubs for home and commercial use.	United States	Echo	1952512	1/30/96	1/30/06
Jacuzzi Inc.	Goods/Services: Bonded insulated structural polyurethane plastic foam backing for bathroom shower bath bases, for home and commercial use.	United States	Duratuff And Design	1968020	4/16/96	4/16/06
Jacuzzi Inc.	Goods/Services: Whirlpool baths and spas in the nature of heated pools, for home and commercial use.	United States	Luxura	1991091	8/6/96	8/6/06
Jacuzzi Inc.	Goods/Services: Whirlpool baths and spas in the nature of heated pools, for home and commercial use.	United States	Fresco	2040520	2/25/97	2/25/07
Jacuzzi Inc.	Goods/Services: Whirlpool baths and spas in the nature of heated pools, for home and commercial use.	United States	Quasar	2040551	2/25/97	2/25/07
Jacuzzi Inc.	Goods/Services: Whirlpool baths and spas in the nature of heated pools, for home and commercial use.	United States	Siena	2043458	3/11/97	3/11/07

	Goods & Services					
	Description (for U.S. Trademarks where			Registration or		
	applicable and	6.	Trademark or	Application	Date of	Date of
Legal Entity Jacuzzi Inc.	available) Goods/Services:	Country United States	Trade Name Merano	Number 2045871	Registration 3/18/97	Renewal 3/18/07
	Whirlpool baths and			2013071	3/10/7/	3/16/07
	spas in the nature of					
	heated pools, for					
	home and commercial use.					
Jacuzzi Inc.	Goods/Services:	United States	Cetra	2047590	3/25/97	3/25/07
	Whirlpool baths and				0,20,5,	3/20/07
	spas in the nature of					
	heated pools, for					
	home and commercial use.					
Jacuzzi Inc.	Goods/Services:	United States	Cyclone	2048008	3/25/97	3/25/07
Vacazzi mo.	Jet pumps for use in	Omica States	Cyclone	2048008	3123191	3/23/01
<u> </u>	hot tubs.					
Jacuzzi Inc.	Goods/Services:	United States	Majora	2092747	9/2197	9/2/07
	Whirlpool baths and					
	spas in the nature of heated pools, for					
	home and commercial					
	use.					
Jacuzzi Inc.	Goods/Services:	United States	Verona	2149702	4/7/98	4/7/08
	Whirlpool baths and					
}	spas in the nature of heated pools, for					
	home and commercial					
	use.					
Jacuzzi Inc.	Goods/Services:	United States	Pump Works	2222464	2/9/99	2/9/09
	Water pumps for					
1	swimming pools and spas; submersible			-		
	pumps, jet pumps and					
	sump pumps for					
	pumping water and					
	sewage from a sump,					
	well, lake or other					,
	body of water, lawn sprinkler pumps,					
	booster pumps for					
	boosting water			}		
[pressure, utility					
	pumps for drainage					
	and transfer of water and excluding					
1	water and excluding water fountains.					
Jacuzzi Inc.	Goods/Services:	United States	Hurricane	2287293	10/19/99	10/19/09
	Submersible rotary					
	well pumps for					
	pumping well water					
L	to a dwelling.			l		

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RECORDED: 03/26/2007