

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM316659

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
US WATER FILTERS, INC.		09/04/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	JPMORGAN CHASE BANK, N.A.		
Street Address:	111 E. Wisconsin Avenue		
Internal Address:	16th Floor		
City:	Milwaukee		
State/Country:	WISCONSIN		
Postal Code:	53202		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	86286505	SMARTFIT	
Serial Number:	86093596	TIER1	
CORRESPONDENCE DATA			
Fax Number:	6129778650		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	612-977-8483		
Email:	sbourdaux@briggs.com		
Correspondent Name:	Sarina Bourdaux, Paralegal		
Address Line 1:	80 South Eighth Street		
Address Line 2:	2200 IDS Center		
Address Line 4:	Minneapolis, MINNESOTA 55402		
ATTORNEY DOCKET NUMBER:	34255.68		
NAME OF SUBMITTER:	David M. Rubin, Esq.		
SIGNATURE:	/David M. Rubin, Esq./		
DATE SIGNED:	09/11/2014		
Total Attachments: 3			
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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

Dated: September 4, 2014

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Pledge and Security Agreement dated on or about the date hereof (as the same may hereafter be amended, modified, extended or restated from time to time, the "Security Agreement") from US WATER FILTERS, INC., a Delaware corporation ("Grantor") in favor of JPMORGAN CHASE BANK, N.A. ("Lender"), Grantor has granted to Lender a continuing security interest in and continuing lien upon, among other things, the trademark applications shown below:

MARK	SERIAL NO.	FILING DATE
SMARTFIT	86286505	May 20, 2014
TIER1	86093596	October 17, 2014

[Remainder of page intentionally blank;
signature page follows]

Grantor and Lender hereby acknowledge and agree that the security interest in the foregoing trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement, and (ii) is not to be construed as an assignment of any trademark.

Very truly yours,

US WATER FILTERS, INC.,
a Delaware corporation

By: 
Name: James Arvig
Title: Chief Executive Officer

Acknowledged and accepted
as of the date first written above:

JPMORGAN CHASE BANK, N.A.,
as Lender

By: _____
Name: _____
Title: _____

[Signature page to Notice of Grant of Security Interest in Trademarks -- US Water Filters, Inc.]

Grantor and Lender hereby acknowledge and agree that the security interest in the foregoing trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement, and (ii) is not to be construed as an assignment of any trademark.

Very truly yours,

US WATER FILTERS, INC.,
a Delaware corporation

By: _____
Name: Jamin Arvig
Title: Chief Executive Officer

Acknowledged and accepted
as of the date first written above:

JPMORGAN CHASE BANK, N.A.,
as Lender

By: Michael A. Hink
Name: Michael A. Hink
Title: Authorized Officer

[Signature page to Notice of Grant of Security Interest in Trademarks – US Water Filters, Inc.]