


Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼ ▼		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Clearwater, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Pennsylvania</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: <u>Clearwater International, L.L.C.</u> Internal Address: Street Address: <u>515 Post Oak Blvd., Suite 600</u> City: <u>Houston</u> State: <u>TX</u> Zip: <u>77027</u> <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Delaware Limited Liability Company</u> If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> Other Execution Date: <u>October 25, 2002</u>					
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>76/374,832</u> B. Trademark Registration No.(s) _____ Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>John C. Cain</u> Internal Address: <u>Howrey Simon Arnold & White, LLP</u> Street Address: <u>750 Bering Drive</u> City: <u>Houston</u> State: <u>TX</u> Zip: <u>77057</u>			6. Total number of applications and registrations involved: <u>33</u> 7. Total fee (37 CFR 3.41).....\$ <u>840</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>012508; Ref. 13134.0002.WCOS</u>		
DO NOT USE THIS SPACE					
9. Signature. <div>John C. Cain Name of Person Signing</div> <div> Signature</div> <div>March 25, 2003 Date</div> <div>Total number of pages including cover sheet, attachments, and document: <u>8</u></div>					

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

SCHEDULE A

UNITED STATES FEDERAL TRADEMARK APPLICATIONS

MARK	APPLICATION NO.	APPLICATION DATE
CLEAR AIR	76/373,577	February 22, 2002
FLX BUBBLES	76/365,461	January 6, 2003
ALPHA-CLEAR	76/346,597	December 10, 2001
ALPHA-CLEAN	76/346,504	December 10, 2001
ALPHA-BREAK	76/346,418	December 10, 2001

UNITED STATES FEDERAL TRADEMARK REGISTRATIONS

MARK	REGISTRATION NO.	REGISTRATION DATE
FE OXCLEAR	2,692,658	March 4, 2003
CLEARTENE 100	2,654,383	November 26, 2002
PARA-SOL II	2,654,382	November 26, 2002
CLEAR-COOL	2,624,937	September 24, 2002
CLEAR-CLEAN	2,677,380	January 21, 2003
BRINE BLOCK	2,688,304	February 18, 2003
PARA-MINUS	2,624,936	September 24, 2002
PARA CLEAR	2,624,935	September 24, 2002
SCALE CLEAR	2,674,654	January 14, 2003
CLEAR-BLOCK	2,685,974	February 11, 2003
NA-MINUS	2,662,908	December 17, 2002
VARIHIB-6N1	2,624,929	September 24, 2002
PENN CLEAR	2,635,205	October 15, 2002
COR-CLEAR	2,635,204	October 15, 2002
DESICCANT Z	2,649,313	November 12, 2002
PSI MINUS ACID	2,649,312	November 12, 2002
PSI MINUS	2,683,099	February 4, 2003
ULTRA FLO	2,618,256	September 10, 2002

SULFA-CLEAR	2,683,082	February 4, 2003
CLEAR-CHEK	2,683,081	February 4, 2003
AMPHOAM	2,612,725	August 27, 2002
CAT-FOAM	2,612,724	August 27, 2002
ENVIROHIB	2,612,723	August 27, 2002
THERMOGREEN	2,604,845	August 6, 2002
ENVIRO-KOOL	2,617,031	September 10, 2002
XENTRITE	2,028,603	January 7, 1997
HYDRO-LITH	2,006,325	October 8, 1996

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks (this "*Assignment*") is made this 23rd day of October, 2002, by and between Clearwater, Inc., a Pennsylvania corporation, Transit Energy Systems, Inc., a Delaware corporation, Clearwater Specialty Chemical Company, a Nova Scotia company, PriTech International, Inc., a Texas corporation, CWI International, Inc., a Delaware corporation, and Clearwater International, L.L.C., a Delaware limited liability company.

WHEREAS, Clearwater, Inc., Transit Energy Systems, Inc., Clearwater Specialty Chemical Company, Pritech International, Inc., and CWI International, Inc. (individually and collectively referred to as "CLEARWATER") is the sole and exclusive owner of all rights, title and interest in and to the trademarks, service marks, and any and all applications therefor listed on the attached Appendix A ("Trademark Assets"); and

WHEREAS, Clearwater International, L.L.C., 515 Post Oak Blvd., Suite 600, Houston, Texas, 77027, USA, hereinafter referred to as "ASSIGNEE", is desirous of acquiring all rights, title and interest in the Trademark Assets.

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00) and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by CLEARWATER, CLEARWATER has assigned, sold, transferred and set over and by these presents does hereby assign, sell, transfer and set over unto said ASSIGNEE the all rights, title and interest in and to said Trademark Assets, including but not limited to: (a) all world-wide rights therein, (b) all goodwill associated therewith, and (c) all United States and foreign trademarks which shall issue on any pending trademark applications forming part of Trademark Assets,, the same to be held and enjoyed by said ASSIGNEE, its assigns and successors, as fully and entirely as the same would have been held and enjoyed by CLEARWATER, had this Assignment and sale not been made.

CLEARWATER covenants and agrees that it will, at any time upon the request and at the expense of said ASSIGNEE, execute and deliver any and all papers and to all lawful acts that may be necessary or desirable, in the opinion of said ASSIGNEE, to enable and assist said ASSIGNEE (a) obtain trademark registrations, both domestic and foreign, as part of Trademark Assets, (b) establish, maintain and secure title in said ASSIGNEE, its successors and assigns to said Trademark Assets, including making such title of lawful public record, and (c) defend, establish or otherwise preserve the validity of said Trademark Assets against any and all infringers, and perform such other acts are necessary to give full force and effect to this Assignment.

CLEARWATER hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States and the respective Trademark Offices around the world to issue all trademark registrations forming part of and arising out of trademark applications forming part of Trademark Assets to said ASSIGNEE, its successors and assigns.

This Assignment may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

REEL: 002623 FRAME: 0549

**CLEARWATER SPECIALTY
CHEMICAL COMPANY**

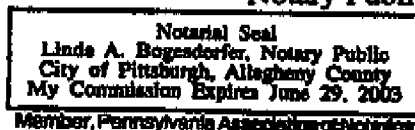
By: KW
Name: Kevin W. Smith
Title: President

STATE OF Pennsylvania §
COUNTY OF Allegheny §

This instrument was acknowledged before me on October 25, 2002, by Kevin W. Smith, President of Clearwater Specialty Chemical Company, a Nova Scotia company, on behalf of said company.

My Commission Expires: _____

Linda A. Bogesdorfer
Notary Public



PRITECH INTERNATIONAL, INC.

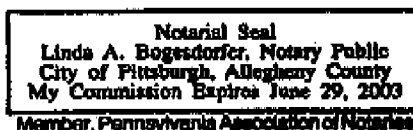
By: KW
Name: Kevin W. Smith
Title: CEO

STATE OF Pennsylvania §
COUNTY OF Allegheny §

This instrument was acknowledged before me on October 25, 2002, by Kevin W. Smith, CEO of Pritech International, Inc., a Texas corporation, on behalf of said corporation.

My Commission Expires: _____

Linda A. Bogesdorfer
Notary Public



CWI INTERNATIONAL, INC.

By: KW
Name: Kevin W. Smith
Title: CEO

STATE OF Pennsylvania §
COUNTY OF Allegheny §

This instrument was acknowledged before me on October 25, 2002, by Kevin W. Smith, CEO of CWI International, Inc., a Delaware corporation, on behalf of said corporation.

My Commission Expires:

Linda A. Boggsdorfer
Notary Public

Notarial Seal
Linda A. Boggsdorfer, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires June 29, 2003
Member, Pennsylvania Association of Notaries

ASSIGNEE:

CLEARWATER INTERNATIONAL, L.L.C.

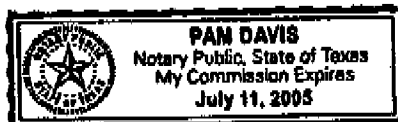
By: Burt M. Martin
Name: Burt M. Martin
Title: Senior Vice President

STATE OF TEXAS §
COUNTY OF HARRIS §

This instrument was acknowledged before me on October 23, 2002, by Burt M. Martin, Senior Vice President of Clearwater International, L.L.C., a Delaware limited liability company, on behalf of said company.

My Commission Expires:
July 11, 2005

Pam Davis
Notary Public



APPENDIX - A

The following US Trademarks and Trademark applications, and any and all foreign counterparts thereto:

<u>Appl. No.:</u>	<u>Reg. No.:</u>	<u>Mark:</u>
75473502		FIZZY TABS
75909549		ENVIROKOOL
76182422		THERMOGREEN
76346418		ALPHA-BREAK
76346504		ALPHA-CLEAN
76346597		ALPHA-CLEAR
76364221		CLEAR-CHEK
76364222		SULFA-CLEAR
76365461		FLX BUBBLES
76366005		FE OXCLEAR
76366106		PSI MINUS
76366107		PSI MINUS ACID
76366109		DESICCANT Z
76366110		POLY-FOAMER
76366219		BTf
76367610		NA-MINUS
76367611		CLEAR-BLOCK
76367636		SCALE CLEAR
76367639		BRINE BLOCK
76367640		MET-CLEAR
76367655		CLEAR-CLEAN
76373575		PARA-SOL II
76373577		CLEAR AIR
76373592		CLEAR-DRILL
76373576		CLEAR-TENE 100
76374832		BIO-CLEAR
75022838	2006325	HYDRO-LITH
75023188	2028603	XENTRITE
76182456	2617031	ENVIRO-KOOL
76346503	2604845	THERMOGREEN
76353309	2612723	ENVIROHIB
76353310	2612724	CAT-FOAM
76353311	2612725	AMPHOAM
76366004	2618256	ULTRA FLO
76366841	2624929	VARIHIB-6N1
76367637	2624935	PARA CLEAR
76367638	2624936	PARA-MINUS
76367656	2624937	CLEAR-COOL
76366466	2635204	COR-CLEAR
76366467	2635205	PENN CLEAR