

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Niagara Conservation Corp.		09/11/2007	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	PNC Bank, National Association
Street Address:	One Garret Mountain Plaza
City:	West Paterson
State/Country:	NEW JERSEY
Postal Code:	07424
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 36

Property Type	Number	Word Mark
Registration Number:	3227348	GREEN DEEDS
Registration Number:	2887101	POWER OF NIAGARA
Registration Number:	2640727	TURBO TOILET
Registration Number:	2583057	NIAGARA FLAPPERLESS
Registration Number:	2487508	SOAK & SOAP
Registration Number:	2464214	SOAP & SOAK
Registration Number:	2198698	NIAGARA CONSERVATION
Registration Number:	2067417	ECO-KIT
Registration Number:	1973582	NIAGARA PRODUCTS
Registration Number:	1895020	IT'S EASY BEING GREEN
Registration Number:	1841287	EARTH
Serial Number:	76677230	ECOLOGIC
Serial Number:	76677229	WATERKEEPER
Serial Number:	76677228	HET 123

OP \$915.00 3227348

Serial Number:	76677227	ECO HET
Serial Number:	76677226	GO FLAPPERLESS
Serial Number:	76673822	ECOBOSS
Serial Number:	76673821	ECOLOGIC
Serial Number:	76673820	ECO SENSE
Serial Number:	76670484	SURE FLUSH
Serial Number:	76665961	EARTH SOLUTIONS
Serial Number:	76656202	WATER FOR THE FUTURE
Serial Number:	76656201	RUNNING DRY
Serial Number:	76656199	I SAVE WATER
Serial Number:	76656198	FLOW CONTROL EXPERTS
Serial Number:	76656196	WATERGY STAR
Serial Number:	76656174	EARTH STAR
Serial Number:	76656173	BILL CUTTER
Serial Number:	76656172	WATER IS LIFE
Serial Number:	76656171	KIDS KNOW
Serial Number:	76656170	ECO STAR
Serial Number:	76656169	DOWN TO EARTH
Serial Number:	76654625	WATER STAR
Serial Number:	76653700	WATER SMART
Serial Number:	76653667	WATER SMARTER
Serial Number:	76653161	EARTH BRITE

CORRESPONDENCE DATA

Fax Number: (973)292-1767
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 973-401-7159
Email: hwolin@GrahamCurtin.com
Correspondent Name: Harris A. Wolin
Address Line 1: Graham Curtin
Address Line 2: 4 Headquarters Plaza, P.O. Box 1991
Address Line 4: Morristown, NEW JERSEY 07962-1991

ATTORNEY DOCKET NUMBER:	4993-2
NAME OF SUBMITTER:	Harris A. Wolin
Signature:	/Harris A. Wolin/

Date:

12/28/2007

Total Attachments: 4

source=NIAGARA-TM Assignment#page1.tif

source=NIAGARA-TM Assignment#page2.tif

source=NIAGARA-TM Assignment#page3.tif

source=NIAGARA-TM Assignment#page4.tif

TRADEMARK ASSIGNMENT

WHEREAS, NIAGARA CONSERVATION CORP. (the "Grantor") is the owner of the entire right, title and interest in and to the United States trademarks, trade names and registrations listed on Schedule A attached hereto and made a part hereof (collectively, the "Trademarks"), which are registered in the United States Patent and Trademark Office or which are subject of pending applications in the United States Patent and Trademark Office; and

WHEREAS, PNC BANK, NATIONAL ASSOCIATION, having a place of business at One Garret Mountain Plaza, West Paterson, New Jersey 07424, identified as the "Bank" under that certain Rider to Security Agreement - Trademarks (the "Rider") of even date herewith (the "Grantee") is desirous of acquiring said Trademarks;

WHEREAS, the Grantee has a security interest in the assets of the Grantor adequate to carry on the business of the Grantor; and

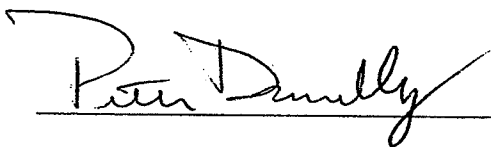
WHEREAS, the Rider provides that this Assignment shall become effective upon the occurrence of an Event of Default as defined in the Security Agreement dated as of September 11, 2007 by and between the Grantor and the Grantee.

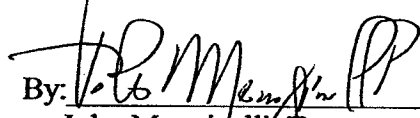
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the Grantor, for itself and its successors and assigns does hereby collaterally transfer, assign and set over unto Grantee, its successors, transferees and assigns, all of its present and future right, title and interest in and to the Trademarks, the goodwill of the business associated with such Trademarks and all proceeds thereof and all rights and proceeds associated therewith.

IN WITNESS WHEREOF, the undersigned has caused this Trademark Assignment to be executed by its duly authorized officer on this 11th day of September, 2007.

WITNESS / ATTEST:

NIAGARA CONSERVATION CORP., a New Jersey corporation



By: 

John Manginelli, Treasurer
and Chief Financial Officer

STATE OF NEW JERSEY

)

COUNTY OF MIDDLESEX

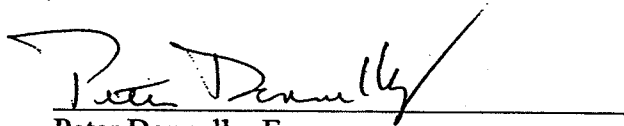
)

)

ss:

On this, the 11th day of September, 2007, before me, the subscriber, personally appeared John Manginelli, who acknowledged himself to be the Treasurer and Chief Financial Officer of Niagara Conservation Corp., a New Jersey corporation, and that he, in such capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing on behalf of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Peter Donnelly, Esq.
Attorney-at-Law
State of New Jersey

10-h-m-w.doc

SCHEDULE A TO RIDER TO SECURITY AGREEMENT - TRADEMARKS

<u>TRADEMARK</u>	<u>APPLICATION OR REGISTRATION NO.</u>	<u>COUNTRY</u>	<u>REGISTRATION OR FILING DATE</u>
GREEN DEEDS	Registration No. 3227348	USA	April 10, 2007
POWER OF NIAGARA	Registration No. 2887101	USA	September 21, 2004
TURBO TOILET	Registration No. 2640727	USA	October 22, 2002
NIAGARA FLAPPERLESS	Registration No. 2583057	USA	June 18, 2002
SOAK & SOAP	Registration No. 2487508	USA	September 11, 2001
SOAP & SOAK	Registration No. 2464214	USA	June 26, 2001
NIAGARA CONSERVATION	Registration No. 2198698	USA	October 20, 1998
ECO-KIT	Registration No. 2067417	USA	June 3, 1997 renewed 6/3/2007
NIAGARA PRODUCTS	Registration No. 1973582	USA	May 14, 1996 renewed 5/14/2006
IT'S EASY BEING GREEN	Registration No. 1895020	USA	May 23, 1995 renewed 5/23/2005
EARTH	Registration No. 1841287	USA	June 21, 1994 renewed 6/21/2004
ECOLOGIC	Application No. 76-677230	USA	May 21, 2007
WATERKEEPER	Application No. 76-677229	USA	May 21, 2007
HET 123	Application No. 76-677228	USA	May 21, 2007
ECO HET	Application No. 76-677227	USA	May 21, 2007
GO FLAPPERLESS	Application No. 76-677226	USA	May 21, 2007
ECOBOSS	Application No. 76-673822	USA	March 9, 2007
ECOLOGIC	Application No. 76-673821	USA	March 9, 2007
ECO SENSE	Application No. 76-673820	USA	March 9, 2007

SURE FLUSH	Application No. 76-670484	USA	December 18, 2006
EARTH SOLUTIONS	Application No. 76-665961	USA	September 13, 2006
WATER FOR THE FUTURE	Application No. 76-656202	USA	March 7, 2006
RUNNING DRY	Application No. 76-656201	USA	March 7, 2006
I SAVE WATER	Application No. 76-656199	USA	March 7, 2006
FLOW CONTROL EXPERTS	Application No. 76-656198	USA	March 7, 2006
WATERGY STAR	Application No. 76-656196	USA	March 7, 2006
EARTH STAR	Application No. 76-656174	USA	March 7, 2006
BILL CUTTER	Application No. 76-656173	USA	March 7, 2006
WATER IS LIFE	Application No. 76-656172	USA	March 7, 2006
KIDS KNOW	Application No. 76-656171	USA	March 7, 2006
ECO STAR	Application No. 76-656170	USA	March 7, 2006
DOWN TO EARTH	Application No. 76-656169	USA	March 7, 2006
WATER STAR	Application No. 76-654625	USA	February 6, 2006
WATER SMART	Application No. 76-653700	USA	January 20, 2006
WATER SMARTER	Application No. 76-653667	USA	January 20, 2006
EARTH BRITE	Application No. 76-653161	USA	January 9, 2006
NIAGARA FLAPPERLESS	Application No. CA128633300	Canada	
NIAGARA PRODUCTS	Application No. CA065499000	Canada	