

10-21-1999

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FORM PTO-1595
(Rev. 6-93)

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No 0651-0011 (exp. 4/94)

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

1. Name of conveying party(ies):

Polaris Pool Systems, Inc.

Additional name(s) of conveying party(ies) attached? ☐ Yes ☐ No3. Nature of conveyance: *MRD 10-19-99*☒ Assignment☐ Merger☐ Security Agreement☐ Change of Name☐ Other _____Execution Date: September 30, 1999

2. Name and address of receiving party(ies)

Name: Heller Financial, Inc.

Internal Address: _____

Street Address: 500 West Monroe StreetCity: Chicago State: IL ZIP: 60661Additional name(s) & address(es) attached? ☐ Yes ☐ No

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

See attached pages.

B. Patent No.(s)

See attached pages.

Additional numbers attached? ☒ Yes ☐ No

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

Name: Alex Lempiner

Internal Address: _____

Street Address: 1 Chase Manhattan Plaza49th FloorCity: New York State: NY ZIP: 100056. Total number of applications and patents involved: 387. Total fee (37 CFR 3.41).....\$ 965☐ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

10/21/1999 DMRUYEN 00000265 4558479

01 FC:481
02 FC:48240.00 OP
925.00 OP

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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.

Alex Lempiner, Esq.

Name of Person Signing

Signature

10/11/99

Date

Total number of pages including cover sheet, attachments, and document: 17

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

OCT 07 '99 12:20

703 308 7124 PATENT PAGE.02
REEL: 010310 FRAME: 0460

Polaris Pool Systems, Inc.
Patents

Owner Title Country Patent Number File Date Issue Date Remarks

United States Patents						
Polaris	Pool Cleaner (360)	USA	4,558,479	26-Jan-84	17-Dec-85	
Polaris	Pool Cleaner (360)	USA	4,569,986	21-May-85	26-May-86	
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Polaris	Improved Debris Collection Bag	USA	4,575,423	01-Nov-84	11-Mar-86	
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Polaris	Air Blower Safety Control (550033)	USA	4,881,870	15-Nov-88	21-Nov-89	
Polaris	Filter Bag (280)	USA	D409,341	29-Aug-97	04-May-99	
Polaris	Automatic Chemical Dispenser	USA	5,019,250	08-Sep-89	28-May-91	Purchased from Watermatic in 1997
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Polaris	Suction Powered Pool Cleaner (340)	USA		04-Jun-98		Serial No. 09/090,894
Polaris	Pool Cleaner (340)	USA		22-Oct-98		Serial No. 29/095,398
Polaris	Spa Chemistry Monitor Unit (Precis)	USA		14-Oct-98		Serial No. 09/179,908
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Alopex*	Pool Cleaner (360)	Britain	2,153,208	25-Jan-85	19-Aug-87	
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Polaris	Mounting Collar for a Pool Cleaner Filter Bag	Australia	135543	27-Feb-98		Design Patent
Polaris	Mounting Collar for a Pool Cleaner Filter Bag	Spain	142,198	27-Feb-98	21-Oct-98	Design Patent
Polaris	Mounting Collar for a Pool Cleaner Filter Bag	France	98 1274	27-Feb-98	10-Jul-98	Design Patent
Polaris	Mounting Collar for a Pool Cleaner Filter Bag	Canada	85149	27-Feb-98	13-Nov-98	Serial No. 08-878677CA Design Patent
	Foreign Patent Applications					
Polaris	Filter Bag for a Pool Cleaner (280)	Various		15-Jun-98		PCT Serial No. PCT/US98/12454
Polaris	Filter Bag for a Pool Cleaner (280)	Canada	2,260,903	15-Jan-99		
Polaris	Pool Cleaner Mechanism	Europe	94908653.2			Purchased from Herman Stoltz in 1997
Polaris	Design for a Pool Cleaner	PCT		22-Apr-99		

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Florida Falls, Inc.
United States Patents

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Florida Falls	Centered Device for Creating Decorative Waterfalls	USA	5,738,280	19-Aug-96	14-Apr-98	Assigned from Douglas Ruthenberg in 1988
Florida Falls	Waterfall Planter	USA	D394827	02-Jun-97	02-Jun-98	Assigned from Douglas Ruthenberg in 1988
Florida Falls	Waterfall Planter	USA	D397958	02-Jun-97	08-Sep-98	Assigned from Douglas Ruthenberg in 1988
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Florida Falls	Apparatus for creating an illuminated waterfall	USA		29-Jun-98		Assigned from Douglas Ruthenberg in 1988 Application No. 09/108,030

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**ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS AND PATENTS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Polaris Pool Systems, Inc., a Delaware corporation (the "Assignor") with principal offices at 2620 Commerce Way, Vista, CA 92083-8438, hereby assigns and grants to Heller Financial, Inc., as Collateral Agent, with principal offices at 500 West Monroe Street, Chicago, IL 60661 (the "Assignee"), a security interest in (i) all of the Assignor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all of the Assignor's rights, title and interest in and to the United States patents (the "Patents") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks and Patents, (iv) the goodwill of the businesses with which the Marks are associated and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS ASSIGNMENT is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement among the Assignor, the other assignors from time to time party thereto and the Assignee, dated as of September 30, 1999 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in the Marks and Patents acquired under this Assignment.

This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of

the 21st day of September, 1999.

POLARIS POOL SYSTEMS, INC., Assignor

By Gregory D. Howard
Name:
Title:

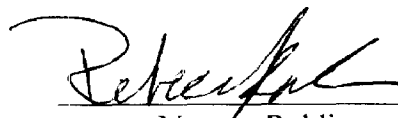
HELLER FINANCIAL, INC.,
as Collateral Agent and Assignee

By _____
Name:
Title:

STATE OF New York)
COUNTY OF New York) SS.:

On this 29th day of September, 1999, before me personally came _____

Gregory D. Howard who, being by me duly sworn, did state as follows: that [s]he is
President of Polaris Pool Systems, Inc., that [s]he is authorized to execute the foregoing
Assignment on behalf of said corporation and that [s]he did so by authority of the Board of
Directors of said corporation.



Notary Public

REBECCA ROE
Notary Public, State of New York
No. 010000151e7
Qualified in New York County
Commission Expires 01/01/2000

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of
the 21st day of September, 1999.

POLARIS POOL SYSTEMS, INC., Assignor

By _____
Name:
Title:

HELLER FINANCIAL, INC.,
as Collateral Agent and Assignee

By 
Name:
Title:

STATE OF New York)
) ss.:
COUNTY OF New York)

On this 21st day of September, 1999, before me personally came _____

Frank Cahill who, being by me duly sworn, did state as follows: that [s]he is
Vice President of Heller Financial, Inc. that [s]he is authorized to execute the foregoing
Assignment on behalf of said corporation and that [s]he did so by authority of the Board of
Directors of said corporation.

Julie Ann Boas
Notary Public

JULIE ANN BOAS
Notary Public, State of New York
No. 01BO6011890
Qualified in Kings County
Commission Expires Aug. 17, 2000

JULIE ANN BOAS
Notary Public, State of New York
No. 01BO6011890
Qualified in Kings County
Commission Expires Aug. 17, 2000

MARK

REG. NO.

REG. DATE

See attached.

Polaris Pool Systems, Inc.
 Registered and Unregistered Trademarks
 A in application
 R registered
 U unregistered

Mark	Goods	St	Country	File Date	Reg. Date	Reg. Number	Appl. Number
Polaris Vac-Sweep	Auto. Swim. Pool Cleaner	R	US	03-Sep-74	15-Mar-77	1,061,118	031087
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	Germany	04-Dec-81	14-May-82	1,086,419	36972
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	Canada	23-Nov-81	23-Jun-83	280881	478,687
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	France	19-Nov-81	19-Nov-81	1,708,181	613,150
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	UK	16-Nov-81	16-Nov-81	1,164,786	1,164,786
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	Australia	17-Nov-81	17-Nov-81	A368261	A368261
Polaris Vac-Sweep & Design	Auto. Swim. Pool Cleaner	R	US	18-Jan-81	11-May-82	1,195,023	315254
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	US	18-Jan-81	11-May-82	1,195,024	315255
Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	S. Africa	18-Nov-81	18-Nov-81	818764	818764
Polaris 180 Shape	Distinctive Product Appearance	R	US	20-Mar-91	20-Oct-92	1725031	74/167,858
Polaris 180 Shape	Distinctive Product Appearance	R	France	08-May-93	28-Feb-95	95560,516	MI93003288
Polaris 180 Shape	Distinctive Product Appearance	R	Italy	04-May-93	05-Jan-94	1756743	
SpaWand (Stylized)	SpaWand-Spa Clean. Device	R	Spain	05-May-93	08-Jul-95	1347283	513433
Polaris 360/380 Shape	Distinctive Product Appearance	R	US	13-Dec-84	10-Mar-88	2,141,759	75/023,710
Polaris 360/380 Shape	Distinctive Product Appearance	R	France	21-May-96	21-May-96	89628382	99628382
Polaris 360/380 Shape	Distinctive Product Appearance	R	Italy	21-May-96			RM99C002316
POWERFALL	Waterfalls for Pools and Spas	A	US	02-Oct-98			75/564,075
FIBERFALL	Waterfalls	A	US	02-Oct-98			75/479,220
PLANTERFALL	Waterfalls	A	US	02-Oct-98			75/563,907
CUSTOMFALL	Water Features	A	US	26-Oct-98			75/576,942
FIBERJET	Water Features	A	US	09-Nov-98			75/585,344
RAIN FALL	Indoor/Outdoor Water Fountains	A	US	16-Oct-98			75/672,136
JUMPING JETS	Waterfalls	A	US	16-Oct-98			75/571,989
PRECIS	Chemical Dispenser/ Portable Spa	A	US	01-Apr-99			75/683,655
SPA SOLUTION	Chemical Dispenser/ Portable Spa	A	US	28-Nov-97			75/396,898
LIGHTFALL	Waterfalls	A	US	04-May-98			75/479,218
NIGHTFALL	Waterfalls	A	US	04-May-98			75/479,217
FIBERFALL	Waterfalls	A	Europe	01-Oct-98			
POWERFALL	Waterfalls	A	Europe	01-Oct-98			
PLANTERFALL	Waterfalls	A	Europe	01-Oct-98			
FIBERFALL	Waterfalls	A	Australia	01-Oct-98			
POWERFALL	Waterfalls	A	Australia	01-Oct-98			
PLANTERFALL	Waterfalls	A	Australia	01-Oct-98			
PVS	Classes 7, 36 & 37	A	Australia	08-Dec-98			780536

Mark	Goods	St
Waterfalls	Swimming Pool Fountain	U
Aerzen	Air Pumps	U
QT	Air Pumps	U

A in application
R registered
I unregistered

Florida Falls, Inc.
Trademark Applications

Mark	Goods	St	Country	File Date	Reg. Date	Reg. Number	Appl. Number
SHEER LIGHTNING and design	Lighting and clothing	A	US	13-Jul-98			75/517701
SHEER LIGHTNING	Lighting and clothing	A	US	6-Jul-98			75/514324

Trademark.xls

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PATENT

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ISSUE DATE

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FROM W&C LLP NY FAX DEPT

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