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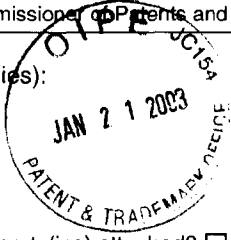
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To the Honorable Commissioner of Patents and Trademarks: Please Record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Kerry J. Cornelius

Additional name of conveying party(ies) attached? Yes No



2. Name and address of receiving party(ies)

Name: North American Pool Company

Internal Address:

1-71-03

Street Address: 15 Cushman Road, St. Catharines

City: Ontario L2M 6S7 Canada

State:

Zip:

Additional Name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: December 11, 2002

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)

B. Patent No.(s)

5,425,144

Additional numbers attached? Yes No

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

Name: Paul A. Keller

Internal Address: Harness, Dickey & Pierce, P.L.C.

Street Address: P.O. Box 828

City: Bloomfield Hills State: MI Zip: 48303

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. The Commissioner is hereby authorized to charge any additional fees that may be required or credit any overpayments to Deposit Account No. 08-0750. A duplicate copy of this sheet is enclosed.

DO NOT USE THIS SPACE

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.

Paul A. Keller

Name of Person Signing

Signature

January 15, 2003

Date

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Total number of pages including cover sheet, attachments, and documents:

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

Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

PATENT ASSIGNMENT

WHEREAS, KERRY J. CORNELIUS, of Ontario, Canada ("Assignor"), has invented a new and useful "POOL WALL CONSTRUCTION," new and useful "ABOVE GROUND POOL COMPONENTS," and a new and useful "EARTH BRACE SYSTEM FOR SWIMMING POOLS -- IN THE GROUND" (collectively, the "Inventions") for which United States Letters Patents issued as U.S. Patent Nos. 5,325,644, 5,425,144, and 5,522,188, respectively (collectively, the "Patents"); and

WHEREAS, Assignor believes himself to be the original and first inventor of the Inventions disclosed and claimed in the Patents; and

WHEREAS, NORTH AMERICAN POOL COMPANY, an unlimited liability company formed under the laws of the Province of Nova Scotia with a principal place of business at 15 Cushman Road, St. Catharines, Ontario L2M 6S7, Canada ("Assignee"), desires to acquire by formal, recordable assignment the entire right, title and interest in and to the Inventions, the Patents, and any additional Letters Patent that might be granted for the Inventions in the United States and throughout the world;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, the entire right, title and interest in and to the Inventions, the Patents, and any additional Letters Patent that might be granted for the Inventions in the United States and throughout the world, including the right to file foreign applications directly in the name of Assignee and to claim for any such foreign applications any priority rights to which such applications are entitled under international conventions, treaties or otherwise.

Further, Assignor agrees that, upon request and without further compensation, but at no expense to Assignor, Assignor and his legal representatives and assigns will perform all lawful acts, including the execution of papers and the giving of testimony, that might be necessary or desirable for obtaining, sustaining, reissuing or enforcing Letters Patent in the United States and throughout the world for the Inventions, and for perfecting, recording or maintaining the title of

Assignee, its successors and assigns, to the Inventions, the Patents, and any additional Letters Patent granted for the Inventions in the United States and throughout the world.

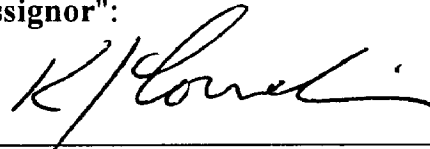
Assignor represents and warrants that he has not granted and will not grant to others any rights inconsistent with the rights granted by this Assignment.

Assignor authorizes and requests the Commissioner of Patents and Trademarks of the United States and of all foreign countries to issue any Letters Patent granted for the Inventions, or on any subsequently filed division, continuation, continuation-in-part or reissue application, to Assignee, its successors and assigns, as the assignee of the entire interest in the Inventions.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of the date set forth below.

Date: December 11, 2002

"Assignor":



Kerry J. Cornelius