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(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET

PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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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):

A. H. Equipment Corp. d/b/a L. A. Spas

2. Name and address of receiving party(ies)

Name: Spa Acquisition Corp.

Internal Address: _____

Street Address: 1311 N. Blue GumCity: Anaheim State: CA Zip: 92806Additional name(s) & address(es) attached? ☐ Yes ☒ NoAdditional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:



Assignment



Merger



Security Agreement



Change of Name



Other _____

Execution Date: 10/26/04

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) 10/448,876 and
10/720,551B. Patent No.(s) 6,685,843, 5,642,534,
6,797,164Additional numbers attached? ☐ Yes ☒ No

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

Name: Kaye Scholer LLPInternal Address: Attn.: Brandon N. SklarStreet Address: 425 Park AvenueCity: New York State: NY Zip: 10022-35986. Total number of applications and patents involved: 57. Total fee (37 CFR 3.41).....\$ 200.00☐ Enclosed☒ Authorized to be charged to deposit account

8. Deposit account number:

50-0988

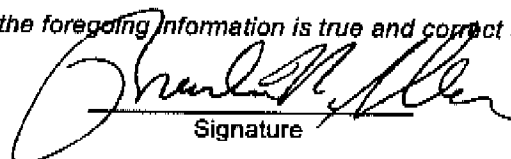
(Attach duplicate copy of this page if paying by deposit account)

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.*Brandon N. Sklar, Reg. No. 31, 667

Name of Person Signing



Signature

December 28, 2004

Date

Total number of pages including cover sheet, attachments, and documents: 5

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

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

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PATENT
REEL: 015503 FRAME: 0243

*Execution Version***PATENT ASSIGNMENT**

This Patent Assignment (this "Assignment") is effective as of October 28, 2004, by and between Spa Acquisition Corp., a California corporation ("Assignee") and A.H. Equipment Corp., a California corporation dba L.A. Spas ("Assignor").

WHEREAS, the Assignor has agreed to assign, transfer and set over unto Assignee, all of Assignor's right, title and interest in and to the following U.S. Patents and U.S. Patent applications (the "Patents"):

Patent/Application No.	Country	Issued/Filed	Title
6,685,843	US	February 3, 2004	Internal Spa Filter
5,642,534	US	July 1, 1997	Spa Weir Gate
6,797,164	US	September 28, 2004	Filtering System for a Pool or Spa
10/448,876 (application)	US	May 30, 2003	Spa and Pool Filter
10/720,551 (application)	US	November 24, 2003	Spa and Pool Filter

WHEREAS, Assignee is desirous of acquiring all of Assignor's right, title, and interest in and to the Patents;

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns to Assignee, its successors and assigns, the full and exclusive right, title and interest in, to and under the Patents or similar legal protection, not only in the United States of America and its territorial possessions, but in all countries foreign thereto, and to any continuation, division, renewal, substitute or reissue thereof or any legal equivalent thereof in the United States of America or a foreign country for the full term or terms for which the same may be granted, including all priority rights under the International Convention.

Assignor hereby covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this Agreement;

Upon request by Assignor, Assignee will promptly provide all pertinent facts and documents relating the Patents and legal equivalents as may be known and accessible to Assignor and will testify as to the same in any interference or litigation related thereto and will promptly execute and deliver to Assignee or its legal representative any and all papers, instruments or affidavits required to record this Assignment, and to apply for, obtain, maintain, issue and enforce the Patents and equivalents thereof in the United States of America or in any foreign country, which may be necessary or desirable to carry out the purposes thereof.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned hereby executes this Assignment as of the date first above written.

SPA ACQUISITION CORP.

By: Brad de Koning
Name: Brad de Koning
Its: Chief Financial Officer

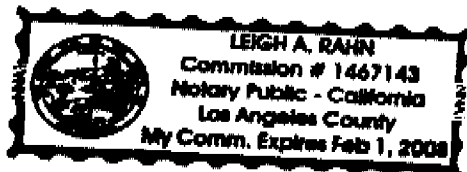
STATE OF CALIFORNIA)
SS.:)
COUNTY OF LOS ANGELES)

On October 26, 2004, before me, Leigh Ann Dahn, Notary Public, personally appeared Brad de Koning, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Leigh A. Dahn, CA
Notary Public in and for said State

[SEAL]



[Signature page to Patent Assignment Agreement]

A.H. EQUIPMENT CORP.

By: *Wilbur Holmes*
Name: Wilbur Holmes
Its: President

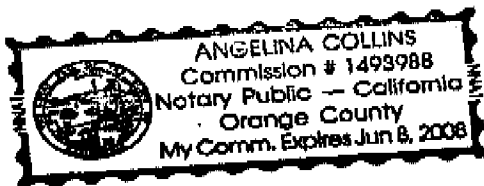
STATE OF CALIFORNIA)
SS.: *Orange*)
COUNTY OF LOS ANGELES)

On October *24th*, 2004, before me, *Angelina Collins*, Notary Public,
personally appeared *Wilbur Holmes*, personally known to me (or
~~proved to me~~ on the basis of satisfactory evidence) to be the person whose name is subscribed to
the within instrument and acknowledged to me that she executed the same in her authorized
capacity, and that by her signature on the instrument the person, or the entity upon behalf of
which the person acted, executed the instrument.

WITNESS my hand and official seal.

Angelina Collins
Notary Public in and for said State

[SEAL]



[Signature page to Patent Assignment Agreement]

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RECORDED: 12/29/2004

PATENT
REEL: 015503 FRAME 0246 ***