

10-21-1999

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ginal documents or copy thereof.

address of receiving party:

To the Honorable Commissioner of Patent

1. Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Name: Heller Financial, Inc.

DBA/AKATA: _____

Address: 500 West Monroe Street

City: Chicago State: IL Zip: 60661

- Individual Corporation
- Association Limited Partnership
- General Partnership Other

Citizenship/State of Incorporation: _____

Additional name(s) of receiving parties attached? Yes No

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No

(Designations must be a separate document from Assignment)

3. Name of Conveying Party:

Name: Polaris Pool Systems, Inc.

Formerly: _____

MONTH DAY YEAR

- Individual(s) Association
Execution Date
- General Partnership Limited Partnership
- Corporation Other _____
- Citizenship/State of Incorporation/Organization:
Delaware

Additional name(s) of conveying parties attached? Yes No

4. Conveyance Type:

- Assignment Merger License
 - Security Agreement Change of Name Nunc Pro Tunc Assignment
 - Other _____
- Effective Date: _____ (if nunc pro tunc assignment)

B. Trademark registration No.(s)

See attached pages.

Additional numbers attached? Yes No

5. Application number(s) or registration number(s):

A. Trademark Application No.(s) See attached pages.

6. Name and address of party to whom correspondence concerning document should be mailed (and Domestic Representative Address, if applicable):

Name: Alex Lempiner

Address: 1 Chase Manhattan Plaza, 49th Floor

City: New York State: NY Zip: 10005

Area Code and Telephone No.: 212-530-5619

7. Total number of applications and registrations involved: 40

8. Total fee (37 CFR 3.41): \$ 1015

- Enclosed
- Authorized to be charged to deposit account

9. Deposit account number: _____

Authorization to charge additional fees Yes No

FOR OFFICE USE ONLY

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. Charges to deposit account are authorized, as indicated herein

Alex Lempiner
Name of Person Signing

10/11/99
Date

Total amount of pages: 16
in cover sheet

Mail Documents to Commissioner of Patents and Trademarks, Box Assignments, Washington DC 20231

MRD 10-19-99

10/21/1999 00000266 1061118 40 00 00 925 00 00

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	App. Number
Polaris Vac-Sweep	Auto. Swim. Pool Cleaner	R	US	03-Sep-74	15-Mar-77	1,061,118	031067
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	Germany	04-Dec-81	14-May-82	1,066,419	36972
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	Canada	23-Nov-81	23-Jun-83	282681	478,687
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	France	18-Nov-81	19-Nov-81	1706181	613,150
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	UK	17-Nov-81	16-Nov-81	1,164,766	1164766
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-Jun-81	11-May-82	1,195,023	315254
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	US	18-Jun-81	11-May-82	1,185,024	315255
Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	S. Africa	18-Nov-81	18-Nov-81	818764	818764
Polaris 180 Shape	Auto. Swim. Pool Cleaner	R	US	20-Mar-91	20-Oct-92	1725031	741167,858
Polaris 180 Shape	Distinctive Product Appearance	R	France	09-May-93	28-Feb-95	95560,516	
Polaris 180 Shape	Distinctive Product Appearance	A	Italy	04-May-93			M1930003288
Polaris 180 Shape	Distinctive Product Appearance	R	Spain	05-May-93	05-Jan-94	1759743	
SpaWand (Stylized)	SpaWand-Spa Clean. Device	R	US	13-Dec-84	09-Jul-85	1347263	513433
Polaris 360/380 Shape	Distinctive Product Appearance	R	US	22-Nov-85	10-Mar-98	2,141,759	75023,710
Polaris 360/380 Shape	Distinctive Product Appearance	R	France	21-May-96	21-May-96	96626362	96626362
Polaris 360/380 Shape	Distinctive Product Appearance	R	Italy	21-May-96			RM966002318
POWERFALL	Waterfalls for Pools and Spas	A	US	02-Oct-98			75564,075
FIBERFALL	Waterfalls	A	US	02-Oct-98			75479,220
PLANTERFALL	Waterfalls	A	US	02-Oct-98			75583,907
CUSTOMFALL	Water Features	A	US	26-Oct-98			75576,942
FIBERJET	Water Features	A	US	09-Nov-98			75585,344
RAIN FALL	Indoor/Outdoor Water Fountains	A	US	18-Oct-98			75572,139
JUMPING JETS	Waterfalls	A	US	18-Oct-98			75571,989
PRECIS	Chemical Dispenser/ Portable Spa	A	US	01-Apr-99			75683,655
SPA SOLUTION	Chemical Dispenser/ Portable Spa	A	US	28-Nov-97			75386,988
LIGHTFALL	Waterfalls	A	US	04-May-98			75479,218
NIGHTFALL	Waterfalls	A	US	04-May-98			75479,217
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	09-Dec-98			780538

Mark	Goods	SI
Waterfalls	Swimming Pool Fountain	U
Auzen	Air Pumps	U
QT	Air Pumps	U

Florida Falls, Inc.
 Trademark Applications

A in application
 R registered
 I unregistered

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

**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 29th 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 21th 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

ROSEMARY CLE
Notary Public, State of New York
No. 0400005167
Qualified in New York County
Commission Expires 01/20/2000

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:

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	1,061,116	031067
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	Germany	04-Dec-81	14-May-82	1,066,419	36972
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	Canada	23-Nov-81	23-Jun-83	280681	478,687
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Chlor/parts	R	France	18-Nov-81	19-Nov-81	1708181	613,150
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	UK	18-Nov-81	16-Nov-81	1,164,786	1164786
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-Jun-81	11-May-82	1,195,023	315254
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	US	18-Jun-81	11-May-82	1,195,024	315255
Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	S. Africa	18-Nov-81	18-Nov-81	81/8764	81/8764
Polaris 180 Shape	Distinctive Product Appearance	R	US	20-Mar-91	20-Oct-92	1725031	74/167,958
Polaris 180 Shape	Distinctive Product Appearance	R	France	09-May-93	28-Feb-95	95/560,518	
Polaris 180 Shape	Distinctive Product Appearance	A	Italy	04-May-93			MI93CO03288
Polaris 180 Shape	Distinctive Product Appearance	R	Spain	05-May-93	05-Jan-94	1759743	
SpaWand (Stylized)	SpaWand-Spa Clean. Device	R	US	13-Dec-84	09-Jul-85	1347283	513433
Polaris 360/380 Shape	Distinctive Product Appearance	R	US	22-Nov-95	10-Mar-98	2,141,759	75/023,710
Polaris 360/380 Shape	Distinctive Product Appearance	R	France	21-May-98	21-May-98	96628362	96628362
Polaris 360/380 Shape	Distinctive Product Appearance	R	Italy	21-May-98			RA98CO02316
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			75/583,907
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	18-Oct-98			75/572,139
JUMPING JETS	Waterfalls	A	US	18-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			75/396,988
LIGHTFALL	Waterfalls	A	US	34-May-98			75/479,218
NIGHTFALL	Waterfalls	A	US	34-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			780538

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

Florida Falls, Inc.
Trademark Applications

A in application
R registered
I unregistered

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

9/22/99

Page 1

Trademarks.xls

PATENT

PATENT NO.

ISSUE DATE

See attached.

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	4,589,986	21-May-85	26-May-86	
Polaris	Filter Bag	USA	D288,373	08-May-84	17-Feb-87	
Polaris	Improved Debris Collection Bag	USA	4,575,423	01-Nov-84	11-Mar-86	
Polaris	Filter Bag	USA	D294,963	01-Nov-84	29-Mar-88	
Polaris	Improved Filter Bag for Pool Cleaners	USA	4,618,420	05-Nov-84	21-Oct-86	
Polaris	Air Blower Assembly (550034)	USA	4,950,133	15-Nov-88	21-Aug-90	
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
Polaris	Mounting Collar for a Pool Cleaner Filter Bag (280)	USA	5,863,425	20-Jun-97	26-Jan-99	
	United States Patent Applications					
Polaris	Flow Controller for a Pool Cleaner	USA		25-Jan-99		Application No. 60/117,069
Polaris	Swivel Coupling for a Pool Cleaner	USA		01-Feb-99		Application No. 60/118,391
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 Chemisity Monitor Unit (Precis)	USA		14-Oct-98		Serial No. 09/179,908
Polaris	Suction Powered Cleaner for Swimming Pools	USA		21-Oct-98		Serial No. 09/179,532
Polaris	Disposable Filter Bag for a Pool Cleaner	USA		14-Oct-98		Application No. 60/140,218
	Foreign Patents					
Aloplex*	Pool Cleaner (360)	Australia	576,547	24-Jan-85	24-Jan-89	
Aloplex*	Pool Cleaner (360)	Germany	3502503,4	25-Jan-85	20-Feb-95	
Aloplex*	Pool Cleaner (360)	Britain	2,153,208	25-Jan-85	19-Aug-87	
Aloplex*	Pool Cleaner (360)	S. Africa	85/0648	28-Jan-85	25-Sep-85	

Florida Falls, Inc.
United States Patents

Owner	Title	Country	Patent Number	File Date	Issue Date	Remarks
	United States Patents					
Florida Falls	Apparatus for Creating Waterfall for Swimming Pools	USA	5,249,744	03-Aug-92	05-Oct-93	Assigned from Douglas Ruthenberg in 1988
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	09-Sep-98	Assigned from Douglas Ruthenberg in 1988
	United States Patent Applications					
Florida Falls	Apparatus for creating an illuminated waterfall	USA		29-Jun-98		Assigned from Douglas Ruthenberg in 1988 Application No. 09/106,030

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Page 1

9/22/99