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Form PTO-1594

12-26-2000

SHEET U.S. Department of Commerce
Patent and Trademark Office



101561794

To: The Commissioner of Pa... Please record the attached original document(s) or copy(ies) thereof.

1. Name of conveying party(ies):
FORT WAYNE POOLS, INC.
 Individual(s) Association
 General Partnership Limited
 Corporation-State: Indiana Partnership
 Other:
 Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: Notice of Grant of Security Agreement

Execution Date: November 1, 2000

2. Name and address of receiving party(ies):
 Name: WELLS FARGO BUSINESS CREDIT, INC.
 Street Address: 111 East Wayne Street
 Internal Address: Fourth Floor, MAC N8622-014
 City: Fort Wayne State: IN Zip: 46802
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State: Minnesota
 Other

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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
SEE EXHIBIT A
 Additional numbers attached? Yes No

B. Trademark Registration No.(s)
SEE EXHIBIT A
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: William K. Baxter
Godfrey & Kahn, S.C.
 Internal Address:
 Street Address: 780 North Water Street
 City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[13]
 7. Total fee (37 CFR 3.41):\$340.00
 Enclosed
 Authorized to be charged to deposit account for any deficiencies
 8. Deposit account number: 07-1509
 (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.

William K. Baxter
 Name of Person Signing

William K. Baxter
 Signature

12/6/00
 Date

12/22/2000 MTHAI1 00000281 75676297
 01 FC:481 40.00 00
 02 FC:482 300.00 00

Total number of pages including cover sheet, document, and attachments: [4]

TRADEMARKS

MARK	COUNTRY	SERIAL NO./REG. NO.	FILING DATE/REG. DATE	STATUS	OWNER
WE KNOW POOLS	US	75,676,297	04/07/99	Pending	Fort Wayne Pools, Inc.
OUTBACK ABOVE-GROUND POOLS	US	75,676,296	04/07/99	Pending	Fort Wayne Pools, Inc.
WWW.SURFTHEPOOL.COM	US	2,324,417	02/29/00	Registered	Fort Wayne Pools, Inc.
POOL LOGIC	US	2,326,177	03/07/00	Registered	Fort Wayne Pools, Inc.
LEISURE STEP	US	2,310,233	01/25/00	Registered	Fort Wayne Pools, Inc.; Security interest from Fort Wayne Plastics, Inc. to Heller Financial, Inc.
TILE TITE	US	1,919,815	09/19/95	Registered	Fort Wayne Pools, Inc.; Security interest from Fort Wayne Plastics, Inc. to Heller Financial, Inc.
DON'T JUST DREAM IT. LIVE IT.	US	1,870,997	01/03/95	Registered	Fort Wayne Pools, Inc.; Security interest from Fort Wayne Plastics, Inc. to Heller Financial, Inc.
THE PREMIUM POOL	US	1,762,873	04/06/93	Registered	Fort Wayne Pools, Inc.; Security interest from Fort Wayne Plastics, Inc. to Heller Financial, Inc.
STERLING POOLS	US	1,835,140	05/10/94	Registered	Fort Wayne Pools, Inc.; Security interest from Fort Wayne Plastics, Inc. to Heller Financial, Inc.
FORT WAYNE POOLS	US	1,596,448	05/15/90	Registered	Fort Wayne Pools, Inc.; Security interest from Fort Wayne Plastics, Inc. to Heller Financial, Inc. Unreleased Security Interests from Fort Wayne Plastics, Inc. to The CIT Group/Business Credit, Inc.

MARK	COUNTRY	SERIAL NO./REG. NO.	FILING DATE/REG. DATE	STATUS	OWNER
RELIANCE	US	1,552,901	08/22/89	Registered	Fort Wayne Pools, Inc.; Security interest from Fort Wayne Plastics, Inc. to Heller Financial, Inc. Unreleased Security Interests from Fort Wayne Plastics, Inc. to The CIT Group/Business Credit, Inc.
THE ELITE POOL	US	1,524,503	02/14/89	Registered	Fort Wayne Pools, Inc.; Security interest from Fort Wayne Plastics, Inc. to Heller Financial, Inc.
DOWN EAST	US	1,244,347	07/05/83	Registered	Fort Wayne Plastics, Inc.

**NOTICE OF GRANT OF SECURITY AGREEMENT
IN TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of November 1, 2000 (the "Security Agreement"), by FORT WAYNE POOLS, INC. (the "Debtor") and WELLS FARGO BUSINESS CREDIT, INC. (the "Secured Party"), the Debtor has granted to the Secured Party a continuing security interest in and continuing lien upon, the trademark registrations and/or trademark applications listed in **Exhibit A**, attached hereto.

The Secured Party, hereby acknowledges that the security interest in the foregoing trademark registrations and/or trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark registration or trademark application.

Very truly yours,

WELLS FARGO BUSINESS CREDIT, INC.

By: Douglas Kaehr
Name: Douglas Kaehr
Title: Asst. Vice President

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