

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Notice of Grant of Security Interest |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------------|----------|----------------|-----------------------|
| Fort Wayne Pools, Inc. | | 12/30/2004 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|--------------------------|--------------------------------------------------------------|
| Name: | Wachovia Bank, National Association, as Administrative Agent |
| Street Address: | 201 South College Street |
| Internal Address: | CP-8 |
| City: | Charlotte |
| State/Country: | NORTH CAROLINA |
| Postal Code: | 28288 |
| Entity Type: | national banking association: UNITED STATES |

PROPERTY NUMBERS Total: 14

| Property Type | Number | Word Mark |
|----------------------|---------|------------------------------|
| Registration Number: | 2725532 | SMART STORE |
| Registration Number: | 2623428 | FORT WAYNE POOLS INC. |
| Registration Number: | 2595717 | LEADING EDGE |
| Registration Number: | 2324417 | WWW.SURFTHEPOOL.COM |
| Registration Number: | 2326177 | POOL LOGIC |
| Registration Number: | 2310233 | LEISURE STEP |
| Registration Number: | 1998246 | EDGELIGHT |
| Registration Number: | 1870997 | DON'T JUST DREAM IT.LIVE IT. |
| Registration Number: | 1762873 | THE PREMIUM POOL |
| Registration Number: | 1835140 | STERLING POOLS |
| Registration Number: | 1596448 | FORT WAYNE POOLS |
| Registration Number: | 1552901 | RELIANCE |
| Registration Number: | 1524503 | THE ELITE POOL |

OP \$365.00 2725532

Serial Number:

76264842

SPA LOGIC

CORRESPONDENCE DATA

Fax Number: (919)416-8339

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 919 286-8049

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27560

NAME OF SUBMITTER:

John E. Slaughter

Signature:

/John E. Slaughter/

Date:

06/21/2005

Total Attachments: 4

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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 30, 2004 (the "Security Agreement") by and among Fort Wayne Pools, Inc., a Delaware corporation and the other Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

| <u>Trademark Registration No.</u> | <u>Description of Trademark</u> | <u>Date of Trademark</u> |
|---------------------------------------|-------------------------------------|--------------------------|
|---------------------------------------|-------------------------------------|--------------------------|

See attached Exhibit A

TRADEMARK APPLICATIONS

| <u>Trademark Application No.</u> | <u>Description of Trademark Applied For</u> | <u>Date of Trademark Application</u> |
|----------------------------------|-------------------------------------------------|------------------------------------------|
|----------------------------------|-------------------------------------------------|------------------------------------------|

See attached Exhibit A

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and 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 or trademark application.

Very truly yours,

FORT WAYNE POOLS, INC.

a Delaware corporation

By: MA Eidemuller
Name: Mark A. Eidemuller
Title: Vice President

Acknowledged and Accepted:

Wachovia Bank, National Association

By: _____
Name: _____
Title: _____

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and 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 or trademark application.

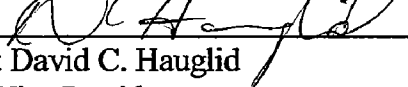
Very truly yours,

FORT WAYNE POOLS, INC.
a Delaware corporation

By: _____
Name: Mark A. Eidemueller
Title: Vice President

Acknowledged and Accepted:

Wachovia Bank, National Association

By: 
Name: David C. Hauglid
Title: Vice President

**Fort Wayne Pools, Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

| Mark | Registration No. | Registration Date |
|----------------------------------|------------------|-------------------|
| SMART STORE | 2725532 | 06/10/03 |
| FORT WAYNE POOLS INC. and Design | 2623428 | 09/24/02 |
| LEADING EDGE | 2595717 | 07/16/02 |
| WWW.SURFTHEPOOL.COM | 2324417 | 02/29/00 |
| POOL LOGIC | 2326177 | 03/07/00 |
| LEISURE STEP | 2310233 | 01/25/00 |
| EDGELIGHT | 1998246 | 09/03/96 |
| DON'T JUST DREAM IT. LIVE IT. | 1870997 | 01/03/95 |
| THE PREMIUM POOL | 1762873 | 04/06/93 |
| STERLING POOLS | 1835140 | 05/10/94 |
| FORT WAYNE POOLS and Design | 1596448 | 05/15/90 |
| RELIANCE | 1552901 | 08/22/89 |
| THE ELITE POOL | 1524503 | 02/14/89 |

Pending Application

| Mark | Application No. | Filing Date |
|-----------|-----------------|-------------|
| SPA LOGIC | 76264842 | 05/31/01 |