

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement (Trademarks)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LMH II, Inc.		01/22/2010	CORPORATION: DELAWARE
Latham Corporation		01/22/2010	CORPORATION: DELAWARE
Coverstar, LLC		01/22/2010	LIMITED LIABILITY COMPANY: DELAWARE
Viking Pools, LLC		01/22/2010	LIMITED LIABILITY COMPANY: WEST VIRGINIA
Latham Splash Canada, Inc.		01/22/2010	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Bank of America, N.A.		
Street Address:	225 Franklin Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 53			
Property Type	Number	Word Mark	
Registration Number:	2648095	CRYSTITE	
Registration Number:	2636565	GEMSTONE	
Registration Number:	2636566	OPALSTONE	
Registration Number:	2665227	ACP ADVANCED COMPOSITE POOL	
Registration Number:	2537895	VIKING POOLS	
Registration Number:	2723058	VIKING POOLS	
Registration Number:	2482210	VIKING POOLS	
Registration Number:	2477933	VIKING POOLS	
Registration Number:	2661528	WWW.VIKINGPOOLS.NET	

CH \$1340.00 2648095

Registration Number:	2850013	TOTAL VINYL PRODUCTS
Registration Number:	2807658	TVP
Registration Number:	3081968	AQUAFLEX
Registration Number:	1071846	
Registration Number:	1142567	KAFKO
Registration Number:	1133677	PONDEX
Registration Number:	1166526	KAFKO
Registration Number:	1238929	SUPER-SKIM
Registration Number:	1253320	SUPER-SKIM
Registration Number:	1296241	PACIFIC
Registration Number:	1404795	PACIFIC
Registration Number:	1565944	SNAP-LOCK
Registration Number:	1565943	SNAP-LOCK
Registration Number:	1596448	FORT WAYNE POOLS
Registration Number:	2408045	PERFORMANCE POOL PRODUCTS
Registration Number:	2564905	NOTHING'S AS COOL AS A POOL.
Registration Number:	2445871	GRAPHEX
Registration Number:	2495496	PERFORMANCE SAFETY COVER
Registration Number:	2661136	PERFORMANCE STEPS
Registration Number:	2444031	PERFORMANCE VINYL
Registration Number:	2623428	FORT WAYNE POOLS INC.
Registration Number:	2653798	PREMIER VINYL
Registration Number:	2813097	TRILLIUM
Registration Number:	3213855	PERMALIFE POOLS
Registration Number:	3325587	PERMALIFE POOLS
Registration Number:	3265657	THE POOL OF A LIFETIME
Registration Number:	2895845	FOR REAL LIFE TIMES
Registration Number:	2939818	PACIFIC POOLS
Registration Number:	3459364	FORTRESS
Registration Number:	3160768	TRU-TILE
Registration Number:	3603312	PROTEX
Registration Number:	3465898	LITEPRO
Registration Number:	3552635	IPOOL
Registration Number:	3440243	BIO-SHADE
Registration Number:	3304295	ECLIPSE

Registration Number:	3255111	COVERSTAR
Registration Number:	3343892	ULTRAGARD II
Registration Number:	3255109	EUROGARD
Registration Number:	3151358	COVERLUXE
Registration Number:	2902039	SWIMWISE
Registration Number:	2842165	COVERSTAR
Serial Number:	77721263	DURAGARD
Registration Number:	3645923	ULTRAGARD III
Serial Number:	77870514	THE BEST POOLS UNDER THE SUN

CORRESPONDENCE DATA

Fax Number: (617)227-4420
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 617-239-0310
Email: jdavis@eapdlaw.com
Correspondent Name: Jessica Davis
Address Line 1: 111 Huntington Avenue
Address Line 2: Edwards Angell Palmer & Dodge LLP
Address Line 4: Boston, MASSACHUSETTS 02199

ATTORNEY DOCKET NUMBER:	202164.0031
NAME OF SUBMITTER:	Jessica Davis
Signature:	/JDavis/
Date:	04/06/2010

Total Attachments: 7
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SECURITY AGREEMENT (TRADEMARKS)

This SECURITY AGREEMENT (TRADEMARKS) dated as of January 22, 2010 (the "Security Agreement"), is by and among LMH II, Inc., a Delaware corporation, Latham Corporation, a Delaware corporation, Coverstar, LLC, a Delaware limited liability company, Viking Pools, LLC, a West Virginia limited liability company, Latham Splash Canada, Inc., a corporation organized under the laws of Ontario, Canada (collectively, the "Grantors"), and Bank of America, N.A. (the "Lender").

WHEREAS each Grantor is the owner and user of the registered trademarks and/or trademark applications filed with the United States Patent and Trademark Office listed on the attached Schedule A as owned and used by such Grantor (collectively, the "Trademarks");

WHEREAS the Grantors have entered into that certain Loan and Security Agreement dated as of January 22, 2010 (the "Loan Agreement") among the Grantors and the Lender, pursuant to which the Grantors have granted to the Lender a security interest in, among other things, the Trademarks;

WHEREAS the parties to the Loan Agreement contemplate and intend that, if an Event of Default (as defined in the Loan Agreement) shall occur and be continuing, the Lender shall have all rights of a secured party in and to the Trademarks and any proceeds thereof, including, without limitation, the right to exercise its remedies under the Loan Agreement in connection with all of the Grantors' right, title and interest in the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors hereby agree as follows:

The Grantors hereby reconfirm the terms of the Loan Agreement. The Grantors further hereby pledge and mortgage to the Lender, and grant to the Lender a security interest in, all of the Grantors' right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, the registrations and/or applications for registration of the Trademarks, and all of the Grantors' rights in and to any and all causes of action heretofore or hereafter accrued or accruing for infringement or threatened or alleged infringement of the Trademarks (collectively, the "Trademark Collateral").

The pledge and mortgage of, and grant of security interest in, the Trademark Collateral by the Grantors pursuant hereto secures the payment of all Obligations (as defined in the Loan Agreement) now or hereafter existing under or in respect of the Loan Agreement and the other Loan Documents (as defined in the Loan Agreement). For greater certainty, however, in the case of the Canadian Borrower, the pledge and mortgage of, and grant of security interest in, the Patent Collateral by the Canadian Borrower pursuant hereto secures only the payment of Canadian Obligations (as defined in the Loan Agreement).

The Grantors authorize and request that the Commissioner of Patents and Trademarks and any other applicable United States or Canadian government officer record this Security Agreement.

This Security Agreement has been entered into in connection with the Loan Agreement, and the Grantors and the Lender each hereby acknowledge and agree that the pledge, mortgage and grant of security interest hereunder to, and the rights and remedies of the Lender with respect to the Trademark Collateral are more fully set forth in the Loan Agreement, the terms and provisions of which are incorporated herein by reference.

This Security Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.


This Security Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single agreement.

[Signature Page to Follow]


IN WITNESS WHEREOF, each of the Grantors and the Lender have caused this Security Agreement (Trademarks) to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

GRANTORS:

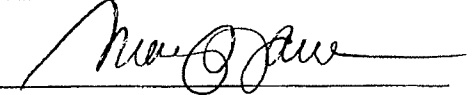
LMH II, INC.

By: 
Name: Mark P. Laven
Title: President and Chief Executive Officer

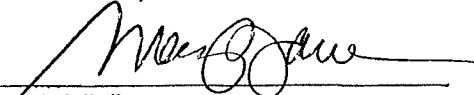
LATHAM CORPORATION

By: 
Name: Mark P. Laven
Title: President and Chief Executive Officer


COVERSTAR, LLC

By: 
Name: Mark P. Laven
Title: President and Chief Executive Officer

VIKING POOLS, LLC

By: 
Name: Mark P. Laven
Title: President and Chief Executive Officer

LATHAM SPLASH CANADA, INC.

By: 
Name: Mark P. Laven
Title: President and Chief Executive Officer

[Trademark Security Agreement]

BANK OF AMERICA, N.A.

By: Patrick Gilligan
Name: Patrick Gilligan
Title: Vice President








[Trademark Security Agreement]

**TRADEMARK
REEL: 004180 FRAME: 0558**

SCHEDULE A

Trademarks	Registration or Application #	Owner
U.S. Trademarks		
CRYSTITE	2,648,095	Viking Pools, LLC
GEMSTONE	2,636,565	Viking Pools, LLC
OPALSTONE	2,636,566	Viking Pools, LLC
ACP ADVANCED COMPOSITE POOL and Design	2,665,227	Viking Pools, LLC
VIKING POOLS	2,537,895	Viking Pools, LLC
VIKING POOLS and Design	2,723,058	Viking Pools, LLC
VIKING POOLS	2,482,210	Viking Pools, LLC
VIKING POOLS and Design	2,477,933	Viking Pools, LLC
WWW.VIKINGPOOLS.NET	2,661,528	Viking Pools, LLC
TOTAL VINYL PRODUCTS	2,850,013	Latham Corporation
TVP (Stylized)	2,807,658	Latham Corporation
AQUAFLEX	3,081,968	Latham Corporation
Miscellaneous (The Pacific Wave) Design	1,071,846	Latham Corporation
KAFKO	1,142,567	Latham Splash Canada Inc.
PONDEX	1,133,677	Latham Splash Canada Inc.
KAFKO and Design	1,166,526	Latham Splash Canada Inc.
SUPER-SKIM	1,238,929	Latham Splash Canada Inc.
SUPER-SKIM and Design	1,253,320	Latham Splash Canada Inc.
PACIFIC	1,296,241	Latham Corporation
PACIFIC	1,404,795	Latham Corporation
SNAP-LOCK	1,565,944	Latham Splash Canada Inc.
SNAP-LOCK and Design	1,565,943	Latham Splash Canada Inc.
FORT WAYNE POOLS and Design	1,596,448	Latham Corporation
PERFORMANCE POOL PRODUCTS	2,408,045	Latham Corporation
NOTHING'S AS COOL AS A POOL.	2,564,905	Latham Corporation
GRAPHEX	2,445,871	Latham Corporation
PERFORMANCE SAFETY COVER	2,495,496	Latham Corporation
PERFORMANCE STEPS	2,661,136	Latham Corporation
PERFORMANCE VINYL	2,444,031	Latham Corporation
FORT WAYNE POOLS INC. and Design	2,623,428	Latham Corporation
PREMIER VINYL	2,653,798	Latham Corporation
TRILLIUM	2,813,097	Latham Corporation
PERMALIFE POOLS	3,213,855	Latham Corporation
PERMALIFE POOLS and Design	3,325,587	Latham Corporation
THE POOL OF A LIFETIME	3,265,657	Latham Corporation
FOR REAL LIFE TIMES	2,895,845	Latham Corporation
PACIFIC POOLS and Design	2,939,818	Latham Corporation
FORTRESS	3,459,364	Latham Corporation
TRU-TILE	3,160,768	Latham Corporation
ProTex	3,603,312	Latham Corporation
LitePro	3,465,898	Latham Corporation
iPool	3,552,635	Latham Corporation
Blo-Shade	3,440,243	Latham Corporation
Eclipse	3,304,295	Coverstar, LLC
Coverstar and Design	3,255,111	Coverstar, LLC
Ultragard II	3,343,892	Coverstar, LLC
Eurogard	3,255,109	Coverstar, LLC
Coverluxe	3,151,358	Coverstar, LLC
Swimwise	2,902,039	Coverstar, LLC
Coverstar	2,842,165	Coverstar, LLC
Duragard	77/721,263	Coverstar, LLC
Ultragard III	3,645,923	Coverstar, LLC
THE BEST POOLS UNDER THE SUN	77/870,514	Latham Corporation

Trademarks	Registration or Application #	Owner
Canadian Trademarks		
TOTAL VINYL PRODUCTS	TMA592297	Latham Corporation
TVP (Stylized)	TMA574406	Latham Corporation
Aqua Spa	TMA210743	Latham Splash Canada Inc.
Aqua Step	TMA210742	Latham Splash Canada Inc.
Pooltechnology Distributors (Design)	TMA477548	Latham Splash Canada Inc.
Aquaspa Stepanel	TMA256672	Latham Splash Canada Inc.
AQUAFLEX	TMA672530	Latham Corporation
PACIFIC POOLS	TMA205024	Latham Corporation
ProTex	TMA754643	Latham Corporation
K Kafko and Design	TMA466316	Latham Splash Canada Inc.
Snap-Lock	TMA357862	Latham Splash Canada Inc.
Rivet-Lock and Design	TMA357014	Latham Splash Canada Inc.
Positive-Lock and Design	TMA357013	Latham Splash Canada Inc.
Snap-Lock and Design	TMA357012	Latham Splash Canada Inc.
Positive-Lock	TMA358312	Latham Splash Canada Inc.
Rivet-Lock	TMA363001	Latham Splash Canada Inc.
Inter-Lock and Design	TMA369205	Latham Splash Canada Inc.
Inter-Lock	TMA357000	Latham Splash Canada Inc.
Super-Skim and Design	TMA269551	Latham Splash Canada Inc.
Super-Skim	TMA265316	Latham Splash Canada Inc.
Kafko and Design	TMA247376	Latham Splash Canada Inc.
Kafko	TMA231209	Latham Splash Canada Inc.
Pondex	TMA232162	Latham Splash Canada Inc.
Technican Pool Products and Design	TMA477549	Latham Splash Canada Inc.
Champlain	TMA481247	Latham Splash Canada Inc.
Aquaspa Swim Machine	TMA256667	Latham Splash Canada Inc.
Pooltech	TMA299887	Latham Splash Canada Inc.
Triangle (Design)	TMA433090	Latham Splash Canada Inc.
Triac	TMA425133	Latham Splash Canada Inc.
LitePro	TMA740515	Latham Corporation
Canadian Trademarks - Pending		
iPool	1,379,289	Latham Corporation
Bio-Shade	1,435,645	Latham Corporation
Polar Bear Safety Covers & Design	1,423,793	Latham Corporation

Trademark	Country	Status	Owner	App. No.	Reg. No.	Class(es)
PACIFIC POOLS	Austria	Registered	Pacific Steel Pool Corp.	285173	77306	6, 9
PACIFIC POOLS	Benelux	Registered	Latham Manufacturing Corp.	33632	323497	6, 9
GRAPHEX	CTM	Registered	Latham Manufacturing Corp.	1561695	1561695	19
NOTHING'S AS COOL AS A POOL	CTM	Registered	Latham Manufacturing Corp.	1561844	1561844	19, 42
PERFORMANCE LADDER	CTM	Registered	Latham Manufacturing Corp.	1561752	1561752	19
PERFORMANCE SAFETY COVER	CTM	Registered	Latham Manufacturing Corp.	1561885	1561885	19
PERFORMANCE STEPS	CTM	Registered	Latham Manufacturing Corp.	1565860	1565860	19
POOL PRO	CTM	Registered	Latham Manufacturing Corp.	1537406	1537406	9
POOLPRO	CTM	Registered	Latham Manufacturing Corp.	1537356	1537356	9
PERMALIFE POOLS and Design	 CTM	Registered	Latham Manufacturing Corp.	3405842	3405842	19, 22
PERMALIFE POOLS	CTM	Registered	Latham Manufacturing Corp.	3388791	3388791	19, 22
PACIFIC POOLS and Design	 CTM	Registered	Latham Manufacturing Corp.	4031662	4031662	19, 22
K KAFKO & Design	 CTM	Registered	Kafko International Inc.	52357	52357	6, 8, 11, 19, 20
KAFKO & Design	CTM	Registered	Kafko International Inc.	52324	52324	6, 8, 11, 19, 20
PACIFIC POOLS	 Czech Republic	Registered	Latham Manufacturing Corp.	148702	239947	19
PERFORMANCE POOL PRODUCTS	Czech Republic	Registered	Latham Manufacturing Corp.	153501	233756	19
PERFORMANCE SAFETY COVER	Czech Republic	Registered	Latham Manufacturing Corp.	153404	234885	19
PERFORMANCE STEPS	Czech Republic	Registered	Latham Manufacturing Corp.	153500	233755	19
PERFORMANCE VINYL	Czech Republic	Registered	Latham Manufacturing Corp.	153499	233754	19
POOL PRO	Czech Republic	Registered	Latham Manufacturing Corp.	152798	237264	9
POOLPRO	Czech Republic	Registered	Latham Manufacturing Corp.	152797	233711	9
GRAPHEX	Czech Republic	Registered	Latham Manufacturing Corp.	153401	234883	19
NOTHING'S AS COOL AS A POOL	Czech Republic	Registered	Latham Manufacturing Corp.	153402	236584	19, 35
PERFORMANCE LADDER	Czech Republic	Registered	Latham Manufacturing Corp.	153403	234884	20
KAFKO	France	Registered	Latham Splash Canada, Inc.	95584320	95584320	6, 19
KAFKO & Design	 France	Registered	Latham Splash Canada, Inc.	95584319	95584319	6, 19
PACIFIC POOLS	France	Registered	Latham Manufacturing Corp.	681575	1251172	19
PACIFIC POOLS	Italy	Registered	Pacific Industries, Inc.	7546 93 MI	1046024	19
PACIFIC POOLS	Poland	Registered	Latham Manufacturing Corp.	209540	143373	19
PACIFIC POOLS	Russian Federation	Registered	Latham Manufacturing Corp.	99718595	225168	19
PACIFIC POOLS	Slovak Republic	Registered	Latham Manufacturing Corp.	2885-1999	195155	19
PACIFIC POOLS	Sweden	Registered	Latham Manufacturing Corp.	197306287	147206	19
PACIFIC POOLS	Switzerland	Registered	Latham Manufacturing Corp.		2P 268152	28
KAFKO	United Kingdom	Registered	Latham Splash Canada, Inc.	1158343	1158343	11
KAFKO	United Kingdom	Registered	Kafko International Inc.	1158344	1158344	19
KAFKO & Design	 United Kingdom	Registered	Latham Splash Canada, Inc.	1158345	1158345	11
KAFKO & Design	 United Kingdom	Registered	Latham Splash Canada, Inc.	1158346	1158346	19
PACIFIC POOLS	United Kingdom	Registered	Latham Manufacturing Corp.	B1022798	B1022798	19