

05-20-1999



REGISTRATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADEMARKS ONLY

5.17.99

101042087

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 AMERICAN FELT & FILTER COMPANY, INC.
 Individual Association
 General Partnership Limited Partnership
 Corporation
 Other _____
 Additional name(s) of conveying party(ies)
 attached? yes no

3. Nature of Conveyance:
 Assignment
 Security Agreement
 Merger
 Change of Name
 Other _____
 Execution Date: April 10, 1999

2. Name and address of receiving party(ies):
 Name: Hayward/AFFCO, Inc.
 Internal Address: _____
 Street Address: 900 Fairmount Avenue
 City Elizabeth State NJ Zip 07207
 Additional name(s) & address(es) attached? Yes No
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New Jersey
 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) _____
 B. Trademark Registration No.(s)
1,443,002
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: RALPH W. SELITTO, JR.
 Internal Address: _____
 Street Address: P.O. BOX 1477
 City: EDISON State: NEW JERSEY Zip: 08818

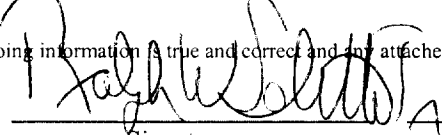
6. Total number of applications and trademarks involved: 1
 7. Total fee (37 CFR 3.41): ----- \$40.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

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FC:481

40.00 DP

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 the attached copy is a true copy of the original document.
RALPH W. SELITTO, JR.  5/13/99
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 3

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information, Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

TRADEMARK
REEL: 001898 FRAME: 0743

CORRECTIVE ASSIGNMENT OF UNITED STATES TRADEMARK

BE IT KNOWN BY THESE PRESENTS THAT:

WHEREAS, AMERICAN FELT & FILTER COMPANY, INC., a corporation organized and existing under the laws of the State of Delaware (hereinafter referred to as "AFFCO"), sold and assigned to Hayward/AFFCO, Inc., formerly known as AFF Acquisition Corp., a company organized and existing under the laws of the State of New Jersey with offices at 900 Fairmount Avenue, Elizabeth, New Jersey (hereinafter referred to as "HAYWARD"), its successors, assigns and legal representatives, the entire right, title and interest of AFFCO in and to a certain Trademark (i.e., the mark "SO-CLEAN"), the U.S. Trademark Registration therefor (i.e., U.S. Trademark Registration No. 1,443,002 issued June 16, 1987) and the goodwill symbolized thereby (collectively referred to hereinafter as the "Assets");

WHEREAS, AFFCO executed an Assignment of United States Trademarks dated January 10, 1997 for the purpose of effecting the aforesaid assignment of the said Assets, which Assignment was recorded in the United States Patent and Trademark Office on February 2, 1997 at Reel No. 1551, Frame No. 0701;

WHEREAS, HAYWARD subsequently sold and assigned to H-Tech, Inc., a corporation organized and existing under the laws of the State of Delaware and having a place of business at 103 Springer Building, 3411 Silverside Road, Wilmington, Delaware 19810, the entire right, title and interest of HAYWARD in and to the said Assets as evidenced by an Assignment of United States Trademarks dated December 23, 1998 and forwarded to the United States Patent and Trademark Office for recordation on January 7, 1999;

WHEREAS, it was recently discovered that the number of the aforesaid Trademark Registration is incorrectly identified in the said Assignment of January 10, 1997 as "1433002";

WHEREAS, AFFCO wishes to rectify the error by ratifying the Assignment of January 10, 1997 relating to the said Assets and to clarify certain specifics relating thereto;

NOW, THEREFORE, AFFCO, for One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, memorializes that prior to the Assignment of December 23, 1998, it sold and assigned to HAYWARD, its successors, assigns and legal representatives, the entire right, title and interest of AFFCO, in and to the aforesaid Trademark, the Trademark Registration therefor, and the goodwill symbolized thereby, together with all unsatisfied claims for damages by reason of past infringement of the aforesaid Trademark and said Trademark Registration and the right to sue for such damages and collect same.

AFFCO hereby constitutes and appoints HAYWARD, its successors and assigns, the true and lawful attorney or attorneys of AFFCO, with full power of substitution, for it and in its name and stead or otherwise, but at the sole expense and on behalf of and for the benefit of HAYWARD, its successors and assigns, to institute and prosecute from time to time, any proceedings at law, in equity or otherwise, that HAYWARD, its successors or assigns, may deem proper in order to assert or enforce any claim, right or title of any kind in and to the said Assets and to defend and compromise any and all actions, suits or proceedings in respect of any of the said

TRADEMARK

***REEL: 001898 FRAME: 0744**

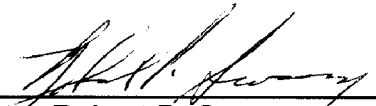
Assets, and, generally to do any and all such acts and things in relation thereto as HAYWARD, its successors or assigns, shall deem advisable, including, but not limited to, the execution and delivery of any and all assignments and instruments in furtherance hereof. AFFCO declares that the appointment hereby made and the powers hereby granted are coupled with an interest and shall be irrevocable by AFFCO.

The instrument and all of its terms shall inure to the benefit of and shall bind the AFFCO and HAYWARD, and their respective successors and assigns.

IN WITNESS WHEREOF, AFFCO has caused this instrument to be executed and delivered by its proper officers thereunto duly authorized.

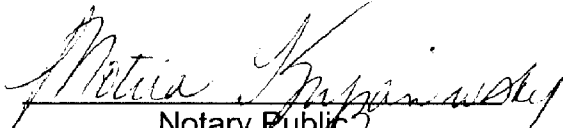
AMERICAN FELT & FILTER COMPANY, INC.

Date: 4-10-99


By: Robert P. Sweeney
Title: Vice President-Finance/Chief Financial Officer

State of New York
County of Cattaraugus

On this 10th day of April, 1999, before me personally came the above-named Robert P. Sweeney to me personally known as the individual who executed the foregoing instrument, who acknowledged to me the same was executed by him of his own free will for the uses and purposes therein mentioned.


Notary Public

MOTRIA KRYZANIWSKY
Notary Public, State of New York
Qualified in Dutchess County
Registration No. 4958840
Commission Expires December 11, 1999

JKKH-Tech\4.0-049-corAsg

RECORDED: 05/17/1999

TRADEMARK
REEL: 001898 FRAME: 0745