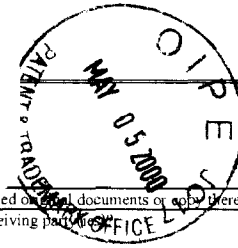


05-09-2000



101350808



Form PTO-1595

1-31-92

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

5-5-00

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

1. Name of conveying party(ies)  
General Aquatics Corporation

Individual(s)                       Association  
 General Partnership               Partnership  
 Corporation - State **Ohio**  
 Other

Additional name(s) of conveying party(ies) attached?  
 yes                       no

2. Name and address of receiving party  
Pac-Fab, Inc.  
10951 West Los Angeles Avenue  
MoorePark, California 93021

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation - State - **Delaware**  
 Other

Additional name(s) & address(es) attached?  
 yes                       no

3. Nature of Conveyance

**CORRECTED Assignment**               Merger  
**To correct a date error in the document recorded at Reel/Frame 001997/0790 wherein the nun pro tunc date is incorrectly set forth as November 29, 1999 to the correct date of February 29, 1999**  
 Security Agreement               Change of Names  
 Other

Execution Date: November 29, 1999

4. Application number(s) or registration number(s) 9

If this document is being filed together with a new application, the execution date of the application is

<p>A. Trademark Application No(s) 75/524,291</p>	<p>B. Trademark Registration No(s) 1,813,593, 1,793,572, 1,815,405, 1,819,843, 1,860,348, 1,860,349, 824,307, and 1,584,314</p>
------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------------

Additional numbers attached?  Yes               No

5. Name and address of party to whom correspondence concerning document should be mailed

SUGHRUE, MION, ZINN, MACPEAK & SEAS, PLLC  
2100 Pennsylvania Avenue, N.W.  
Suite 800  
Washington, D.C. 20037-3213

6. Total number of applications and registration involved  
9

7. Total Fee (37 CFR 3.41)  
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 19-4880.  
 Authorized to be charged to Deposit Account

8. Deposit Account No. 19-4880  
(Attach dupl. copy of this page if paying by Deposit Account)

**DO NOT WRITE IN 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.

Robert G. McMorrow  
Robert G. McMorrow, P.C.

Date 5-5-00

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET, ATTACHMENTS AND DOCUMENT: **10**

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Washington, D.C. 20231

MRD 01-04-00

~~01-31-2000~~



~~101254273~~

Form PTO-1595  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

1. Name of conveying party(ies):  
General Aquatics Corporation

Individual(s)                       Association  
 General Partnership               Partnership  
 Corporation-State - **Ohio**  
 Other

Additional name(s) of conveying party(ies) attached:  
 yes                       no

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10951 West Los Angeles Avenue  
MoorePark, California 93021

Individual(s) citizenship  
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 Limited Partnership  
 Corporation-State - **Delaware**  
 Other

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2100 Pennsylvania Avenue, N.W.  
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Washington, D.C. 20037-3213

6. Total number of applications and registration involved:  
9

7. Total Fee (37 CFR 3.41):    \$240.00  
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 19-4880.  
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*Robert G. Mc Morrow*                      01-04-2000  
Robert G. Mc Morrow, P.C.                      Date

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Box Assignments  
Washington, D.C. 20231

01 FC:481                      40.00 OF  
02 FC:482                      200.00 OF

**TRADEMARK  
REEL: 002068 FRAME: 0512**

**CORRECTED ASSIGNMENT OF TRADEMARKS**  
**NUNC PRO TUNC**

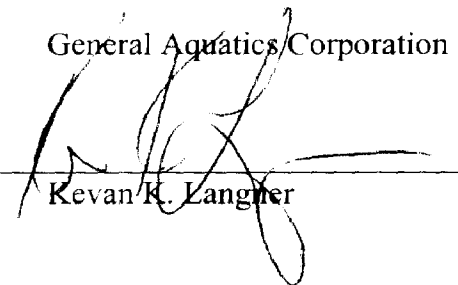
WHEREAS, an assignment nunc pro tunc containing a typographical error was submitted for recordation on November 17, 1999 and it is desired to correct such assignment, this assignment supercedes the assignment dated November 2, 1999 and filed for recordation on November 17, 1999.

General Aquatics Corporation, has acquired by assignment, adopted and used a series of trademarks which are registered and pending in the United States Patent and Trademark Office and whereas, Pac-Fab, Inc., a Delaware corporation whose mailing address is 10951 West Los Angeles Avenue, MoorePark, California 93021 has acquired said marks and the registrations and application therefor and it is desired to perfect record title in the United States Patent and Trademark Office in Pac-Fab, Inc.:

Registration Nos. 1,813,593, dated December 28, 1993; 1,793,572, dated 4-21-93; 1,815,405, dated 1-4-94; 1,819,843, dated 2-8-94; 1,860,348, dated 10-25-94; 1,860,349, dated 10-25-94; 824,307, dated 2-21-67; 1,584,314, dated 2-27-90 and Serial No. 75/524,291;

NOW, THEREFORE, for and consideration of the sum of \$1.00 and other good and valuable considerations, the receipt and sufficiency of which is hereby acknowledged, General Aquatics Corporation does hereby by these presents, sell assign and transfer to the said Pac-Fab, Inc., nunc pro tunc as of February 29, 1999, all right, title and interest in and to the said registrations and application, the trademarks shown therein, and the good will of the business associated therewith.

Date: 11-29-99

General Aquatics Corporation  
By:   
Kevan K. Langner

Title: \_\_\_\_\_  
Secretary

12-10-1999



Form PTO-1595  
1-31-92

101218738

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

*MK*  
*11-17-99*

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

1. Name of conveying party(ies)  
General Aquatics Corporation

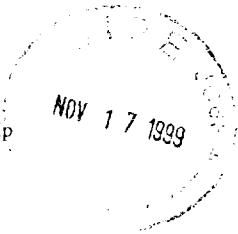
Individual(s)                       Association  
 General Partnership               Partnership  
 Corporation-State  
 Other

Additional name(s) of conveying party(ies) attached?  
 yes                                       no

2. Name and address of receiving party(ies)?  
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 Limited Partnership  
 Corporation-State  
 Other

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3. Nature of Conveyance:

Assignment                               Merger  
 Security Agreement                   Change of Names  
 Other

Execution Date: November 2, 1999

4. Application number(s) or registration number(s): 9

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s) 75/524,291	B. Trademark Registration No.(s) 1,813,593, 1,793,572, 1,815,405, 1,819,843, 1,860,348, 1,860,349, 824,307, and 1,584,314
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Additional numbers attached?     Yes                                       No

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SUGHRUE, MION, ZINN, MACPEAK & SEAS, PLLC  
2100 Pennsylvania Avenue, N.W.  
Suite 800  
Washington, D.C. 20037-3213

6. Total number of applications and registration involved:  
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7. Total Fee (37 CFR 3.41): \$ 240.00  
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 Authorized to be charged to Deposit Account

8. Deposit Account No. 19-4880  
(Attach dupl. copy of this page if paying by Deposit Account)

DO NOT WRITE IN 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.

*Robert G. McMoran, P.C.*  
Name

*11-17-99*  
Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET, ATTACHMENTS AND DOCUMENT: 2

OMB No. 0651-0011 (exp. 4/94)

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

12/09/1999 TTON11 00000231 1813593

01 FC:481  
02 FC:482

40.00 OP  
200.00 OP

TRADEMARK  
REEL: 002068 FRAME: 0514

**ASSIGNMENT OF TRADEMARKS**  
**NUNC PRO TUNC**

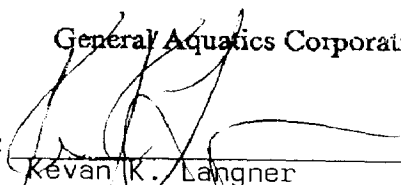
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Date: Nov. 2, 1999

General Aquatics Corporation

By:   
Kevin K. Langner

Title: Secretary  
Secretary