

09-28-2001

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



101859735

TO: The Commissioner of Patents and

the attached original document(s) or copy(ies).

Submission Type

☒ New **7-17-0**
☐ Resubmission (Non-Recordation)
Document ID#

☐ Correction of PTO Error

Reel # Frame #

☐ Corrective Document

Reel # Frame #

Conveyance Type

☐ Assignment ☐ License
☐ Security ☐ Nunc Pro Tunc Assignment

☐ Merger

☐ Change of Name

☒ Other

Notice of Grant of Security Interest

Effective Date
Month Day Year
09/15/99

JUL 17 2001

Conveying Party

☐ Mark if additional names of conveying parties attached

Name **Hanley-Wood, LLC**

Execution Date
Month Day Year

09/15/99

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☒ Other **Limited Liability Company**

☒ Citizenship/State of Incorporation/Organization **Delaware**

Receiving Party

☐ Mark if additional names of receiving parties attached

Name **First Union National Bank, as Agent**

DBA/AKA/TA

Composed of

Address (line 1) **One First Union Center**

Address (line 2) **TW 9**

Address (line 3) **Charlotte**

North Carolina

28288-0608

City

State/Country

Zip Code

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐

☐ Corporation ☐ Association

☒ Other **National Banking Association**

☐ Citizenship/State of
Incorporation/Organization

If document to be recorded is an assignment
and the receiving party is not domiciled in
the United States, an appointment of a
domestic representative should be attached
(Designation must be a separate document
from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

N/A

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (919) 286-8000

Name

Steven D. Thomas

Address (line 1)

Moore & Van Allen, PLLC

Address (line 2)

2200 West Main Street

Address (line 3)

Suite 800

Address (line 4)

Durham, North Carolina 27705

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

3

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

76/173,774

2,274,606

1,693,751

2,323,283

75/863,778

2,454,268

1,690,974

2,160,671

2,183,151

Number of Properties

Enter the total number of properties involved.

9

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 240.00

Method of Payment:

Enclosed ☒Deposit Account ☒

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

13-4365

Authorization to charge additional fees:

Yes ☒No ☐**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. Charges to deposit account are authorized (as indicated herein).

Steven D. Thomas

Name of Person Signing

Signature

Date Signed

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 September 15, 1999 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Agent (the "Agent") for the financial institutions 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 Agent for the ratable benefit of the Lenders:

TRADEMARKS

| <u>Trademark No.</u> | Description of Trademark <u>Item</u> | Date of <u>Trademark</u> |
|----------------------|---|-----------------------------|
| | See attached Schedule A | |

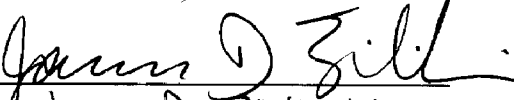
TRADEMARK
APPLICATIONS

| <u>Trademark Application No.</u> | Description of Trademark <u>Applied For</u> | Date of Trademark <u>Application</u> |
|--------------------------------------|--|---|
| | See attached Schedule A | |

The Obligors and the 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.

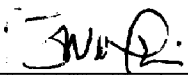
Very truly yours,

HANLEY-WOOD, LLC

By: 
Name: James D. Zielinski
Title: Chief Financial Officer

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Agent

By: 
Name: BRUCE W. LOFTIN
Title: SENIOR VICE PRESIDENT

Schedule A

Waterfeatures (Registered with the U.S. Patent and Trademark Office – Registration No. 2,274,606)

Aqua Scapes (Registered with the U.S. Patent and Trademark Office – Registration No. 2,454,268)

Aquatics International (Registered with the U.S. Patent and Trademark Office – Registration No. 2,160,671)

Aquatics International and Design (Registered with the U.S. Patent and Trademark Office – Registration No. 1,693,751)

Aquatics International (Registered with the U.S. Patent and Trademark Office – Registration No. 1,690,974)

Service Marks

Aquatics International (Registered with the U.S. Patent and Trademark Office – Registration No. 2,183,151)

Splash Zone and Design (Registered with the U.S. Patent and Trademark Office – Registration No. 2,323,283)

Trademarks

Pool & Spa News (Registration applied for with the U.S. Patent and Trademark Office – Serial No. 76/173,774)

Pool & Spa News Aquascapes and Design (Registration applied for with the U.S. Patent and Trademark Office - Serial No. 75/863,778)