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Form PTO-1594 (Rev. 10/02)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 6/30/2005)

102348560

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies): 1-21-03
Cornelius Industries, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Ontario, Canada corporation

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: North American Pool Company
 Internal
 Address: _____
 Street Address: 15 Cushman Road, St. Catharines
 City: Ontario, L2M 6S7, Canada State: _____ Zip: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Nova Scotia, Canada company

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 11, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 78/190,255

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 1,650,770;
2,577,679; 2,606,779; 2,616,784

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Paul A. Keller
 Internal Address: Harness, Dickey & Pierce,
P.L.C.

Street Address: P.O. Box 828

City: Bloomfield Hills State: MI Zip: 48303

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

01/24/2003 DBYRHE 00000041 78190255
 01 FC:8521 40.00 OP
 02 FC:8522 100.00 OP
Paul A. Keller
 Name of Person Signing

Signature

January 15, 2003
 Date

Total number of pages including cover sheet, attachments, and document:

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

TRADEMARK
 REEL: 002658 FRAME: 0267



TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Attorney Docket No. 7747-200030

For Trademark: **CORNELIUS & Wave Design**)
)
 Registration No.: 1,650,770)
)
 Registered: July 16, 1991)
)
 Owner: North American Pool Company)
)
)

**REVOCAION,
 SUBSTITUTE
 POWER OF ATTORNEY,
 AND APPOINTMENT OF
 DOMESTIC
 REPRESENTATIVE**

Hon. Commissioner of Patents & Trademarks
 Washington, D.C. 20231


Sir:

North American Pool Company, owner of the above-referenced trademark application/registration, hereby revokes and cancels any and all previous powers or authorizations of agent given in the above-referenced application/registration and does hereby appoint Paul A. Keller, Reg. No. 29,752, and each partner, attorney of counsel, associate and employee of Harness, Dickey & Pierce, P.L.C., who is an Attorney, its attorney with full power of substitution and revocation, to prosecute this application and/or maintain this registration and to transact all business in the Patent and Trademark Office connected therewith, and to serve as applicant's/registrant's domestic representative on whom notices or processes in proceedings affecting this mark may be served. I request the Patent and Trademark Office to direct all correspondence and telephone calls relative to this application/registration to Harness, Dickey & Pierce, P.L.C., P.O. Box 828, Bloomfield Hills, Michigan 48303, (248) 641-1600.

Respectfully submitted,

NORTH AMERICAN POOL COMPANY

Dated: December 11, 2002

By:  _____

Name: Sam Southard, Jr.


Title: Executive Vice-President


TRADEMARK ASSIGNMENT


WHEREAS, CORNELIUS INDUSTRIES INC., a corporation incorporated under the laws of the Province of Ontario with a principal place of business at 15 Cushman Road, St. Catharines, Ontario L2M 6S7, Canada (“Assignor”) owns certain United States trademarks and associated goodwill relating to goods and services in the field of swimming pools (the “Marks,” as further defined below); and

WHEREAS, NORTH AMERICAN POOL COMPANY, an unlimited liability company formed under the laws of the Province of Nova Scotia with a principal place of business at 15 Cushman Road, St. Catharines, Ontario L2M 6S7, Canada (“Assignee”) has agreed to purchase and accept from Assignor, and Assignor has agreed to transfer, sell and convey to Assignee, all of Assignor’s right, title and interest in and to the Marks and all goodwill symbolized by the Marks, in a document to be recorded with the United States Patent and Trademark Office;

NOW, THEREFORE, Assignor hereby conveys, transfers, assigns, delivers, and contributes to Assignee all of Assignor's right, title, and interest in and to the following Marks, together with (i) all goodwill attached to the Marks and the business with which the Marks are used, (ii) all rights to sue for past, present, and future infringements or misappropriations of the Marks, (iii) all right, title and interest in and to any registration, and any application for registration, of any Mark in any country, and (iv) all rights in the trade dress, labels, and designs associated with the Marks:

<i>Mark</i>	<i>U.S. Reg. or App. No.</i>
CORNELIUS & Wave Design 	Reg. No. 1,650,770
HOME OASIS	Reg. No. 2,577,679

HOME OASIS & Design 	Reg. No. 2,606,779
CORNELIUS THE OFFICIAL POOL OF SUMMER	Reg. No. 2,616,784

AQUARIAN POOLS & Design 	Ser. No. 78/190,255.
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Assignor further agrees to execute all documents, papers, forms, and authorizations and take all other actions that may be necessary for securing, completing, or vesting in Assignee full right, title, and interest in the Marks.

IN WITNESS WHEREOF, the parties have duly executed and delivered this Trademark Assignment as of this 11th day of December, 2002.

ASSIGNOR

CORNELIUS INDUSTRIES INC.

By: 

Kerry J. Cornelius
Chairman, Vice-President and Secretary



TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

For Trademark:	(See Below))	TRANSMITTAL LETTER
Registration No:	(See Below))	
Registered:	(See Below))	
Owner:	North American Pool Company)	

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231 on

By: *[Signature]* 1/14/03, Attorney for Applicant/
Registrant

Commissioner of Patents and Trademarks
Washington, D.C. 20231

Sir:

Enclosed for filing is a Recordation Form Cover Sheet and Trademark Assignment to record the Assignment relative to the four trademark registrations and one trademark application listed below. Also enclosed is a check for the recordal fee in the amount of \$140.00 [(1 x \$40.00) + (4 x \$25.00) = \$140.00], and a return receipt postcard. A Revocation, Substitute Power Of Attorney, And Appointment Of Domestic Representative for each of the registrations/ applications is being filed concurrently under separate cover.

<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Mark</u>	<u>Atty Docket No.</u>
1,650,770	07/16/91	CORNELIUS & Wave Design	7747-200030
2,577,679	06/11/02	HOME OASIS	7747-200031
2,606,779	8/13/02	HOME OASIS & Design	7747-200032
2,616,784	09/10/02	CORNELIUS THE OFFICIAL OFFICIAL POOL OF SUMMER	7747-200033
<u>Appl. No.</u>	<u>Filing Date</u>	<u>Mark</u>	<u>Atty Docket No.</u>
78/190,255	12/02/02	AQUARIAN POOLS & Design	7747-200034

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment to Account No. 08-0750. A duplicate copy of this transmittal letter is also enclosed.

Please direct all correspondence regarding this recordal matter to the undersigned and identify the Attorney Docket Nos. listed herein.

Respectfully submitted,

By: 
Paul A. Keller - Reg. No. 29,752
Attorney for Applicant/ Registrant

HARNES, DICKEY & PIERCE, P.L.C.
P.O. Box 828
Bloomfield Hills, Michigan 48303
(248) 641-1600
PAK/pr
Enclosures



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Registrant*

Commissioner of Patents and Trademarks
Washington, D.C. 20231

Sir:

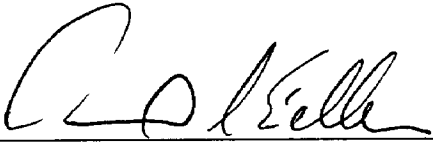
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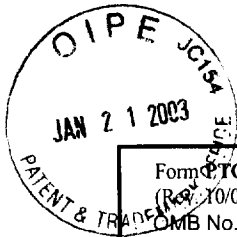
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Attorney for Applicant/ Registrant

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Form **PTO-1594**
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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U.S. Patent and Trademark Office

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- Corporation-State
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Paul A. Keller

Name of Person Signing

Signature

January 15, 2003

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Washington, D.C. 20231