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07-15-2003



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

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings ⇌ ⇌ ⇌ ▼

102496183

To the Honorable Commissioner of _____ Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Foothill Capital Corporation **7-10-03**

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

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

2. Name and address of receiving party(ies)
Name: Wells Fargo Retail Finance, LLC
Internal Address: 18th Floor
Street Address: One Boston Place
City: Boston State: MA Zip: 02108

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability 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: _____

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

 Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2,326,605

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Nicole Wolfe
 Internal Address: Choate Hall & Stewart

 Street Address: 53 State Street
Exchange Place
 City: Boston State: MA Zip: 02109

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.
Suzanne Cryan Suzanne Cryan 7/9/03
 Name of Person Signing Signature Date

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

07/15/2003 LHWELLER 00000007 2326605

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

01 FC:0521 40.00 DP
02 FC:0522 100.00 DP

TRADEMARK
REEL: 002776 FRAME: 0537

Continuation of Item 4:

Trademark Registration numbers:

2,008,597

2,008,596

1,489,780

1,437,614

SCHEDULE A
to Assignment of Rights in Trademark Security Agreement

LESLIE'S POOLMART, INC.

Trademarks

Registered Trademarks

<u>*Country</u>	<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
United States	OUTSIDE THE ORDINARY	2,326,605	3/7/00
United States	LESLIE'S OXIDIZER	2,008,597	10/15/96
United States	POWER POWDER	2,008,596	10/15/96
United States	CHLOR BRITE II	1,489,780	5/31/88
United States	ALGI-KILL	1,437,614	4/28/87

Trademark Applications

None.

ASSIGNMENT OF RIGHTS IN TRADEMARK SECURITY AGREEMENT

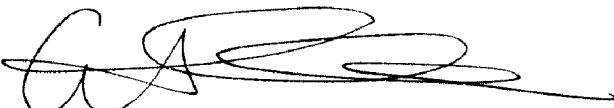
This Assignment of Rights in Trademark Security Agreement (this "Assignment") is made as of May 1, 2003 by Foothill Capital Corporation, as resigning agent (the "Assignor") in favor of Wells Fargo Retail Finance, LLC, as successor agent (the "Assignee").

Assignor has recorded in the United States Patent and Trademark Office on July 17, 2000 at Reel 2118, Frame 0073 the Grant of Security Interest in Trademarks and Licenses dated June 22, 2000 (the "Trademark Security Agreement") by and between Assignor and Leslie's Poolmart, Inc., a Delaware corporation (the "Debtor") pursuant to which Debtor has granted to Assignor a security interest in the trademarks and trademark applications listed on Schedule A.


For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor hereby assigns to Assignee all of its right, title and interest in, to and under the Trademark Security Agreement.

IN WITNESS WHEREOF, the Assignor, by and through its authorized officer, has caused this instrument to be executed under seal on the date first written above.

FOOTHILL CAPITAL CORPORATION,
as Assignor

By: 
Name: Eileen Quinn
Title: Vice President

WELLS FARGO RETAIL FINANCE, LLC,
as Assignee

By: 
Name: Eileen Quinn
Title: Senior Vice President