

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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): Hayward/Affco, Inc.

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

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: 12/23/2003

2. Name and address of receiving party(ies)

Name: Hayward Filtration, LLC Internal Address: Street Address: 900 Fairmount Avenue City: Elizabeth State: NJ Zip: 07207

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, 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) 867717 1032624

Additional number(s) attached Yes No

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

Name: Joan T. Pinaire, Esq.

Internal Address: McCarter & English, LLP

Street Address: Four Gateway Center 100 Mulberry Street

City: Newark State: NJ Zip: 07102

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

502639

DO NOT USE THIS SPACE

9. Signature.

Joan T. Pinaire Name of Person Signing

Signature

March 29, 2004 Date

Total number of pages including cover sheet, attachments, and document: 4

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

CH \$65.00 502639 0867717

**TRADEMARK ASSIGNMENT**

WHEREAS, Hayward/Affco, Inc., a New Jersey corporation, having a principal place of business at, 900 Fairmount Avenue, Elizabeth, New Jersey 07207 ("Assignor"), owns the trademarks listed in Schedule A hereto (the "Marks");

WHEREAS, Hayward Filtration, LLC, a New Jersey limited liability corporation, located at 900 Fairmount Avenue, Elizabeth, New Jersey 07207 ("Assignee"), is desirous of acquiring all of Assignor's right, title and interest in and to the Marks and any registrations and applications therefor in the United States, together with all of the goodwill of the business associated with the use of and symbolized by the Marks;

NOW, THEREFORE, for one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto the Assignee, its successors and assigns, its entire right, title and interest to the Marks, and any registrations and applications therefor in the United States, together with all of the Assignor's goodwill of the business associated with the use of and symbolized by the Marks along with all claims for damages by reason of past, present, and future infringement of the rights assigned under this Trademark Assignment, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns, and other legal representatives, as fully and entirely as if the same would have been held and enjoyed by Assignor if this transfer to Assignee had not been made.

For the above consideration, Assignor agrees that upon request and at the expense of the Assignee, its successors or assigns, it shall execute and deliver any papers which may be reasonably necessary or desirable fully to secure to the Assignee, its successors and assigns, the rights in the United States assigned hereby.

IN WITNESS WHEREOF, Assignor and Assignee, by their duly authorized officers, do hereby execute this Trademark Assignment as of this 27<sup>th</sup> day of December, 2003, effective as of December 28, 2003.

HAYWARD/AFFCO, INC.

By: Name: Robert Davis  
Title: President

HAYWARD FILTRATION, LLC

By: Name: Robert Davis  
Title: President

State of New Jersey )  
 )  
 )  
 )  
 County of Union ) ss:

Before me, a notary public for the above county and state, on this 23<sup>rd</sup> day of December, 2003, personally appeared Robert Davis, the President of Hayward/Affco, Inc. and he acknowledged the execution of the foregoing instrument of Assignment to be his free act and deed.

Lorraine J. Marczak  
Notary Public **LORRAINE J. MARCZAK**  
**NOTARY PUBLIC OF NEW JERSEY**  
**Commission Expires 3/8/2004**

State of New Jersey )  
 )  
 )  
 )  
 County of Union ) ss:

Before me, a notary public for the above county and state, on this 23<sup>rd</sup> day of December, 2003, personally appeared Robert Davis, the President of Hayward Filtration, LLC, and he acknowledged the execution of the foregoing instrument of Assignment to be his free act and deed.

Lorraine J. Marczak  
Notary Public **LORRAINE J. MARCZAK**  
**NOTARY PUBLIC OF NEW JERSEY**  
**Commission Expires 3/8/2004**

**Schedule A**  
**Trademarks Marks**

<b>U.S. FEDERAL TRADEMARK REGISTRATIONS</b>		
<u>Mark</u>	<u>Registration No.</u>	<u>Registered (Renewed) Date</u>
SNAP-RING	867,717	April 1, 1969 (April 1, 1989)
PORTAFLO	1,032,624	February 3, 1976 (February 3, 1996)