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To the Honorable Commissioner of

102667680

attached original documents or copy thereof.

1. Name of conveying party(ies):

Caretaker Systems, Inc.

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

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

2. Name and address of receiving party(ies)

Name: On-Guard Pool Products, LLC

Internal Address: _____

Street Address: 15540 N. 77th Street

City: Scottsdale State: AZ ZIP: 85260

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

Execution Date: 1/22/04

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

76/514,948

B. Trademark Registration No.(s)

2,160,929
2,589,479
2,705,166

Additional numbers attached? Yes No

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

Name: LaValle D. Ptak

Internal Address: Law Office of LaValle Ptak

Street Address: 28435 N. 42nd Street

City: Cave Creek State: AZ ZIP: 85331

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE 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.

LaValle D. Ptak

Name of Person Signing

Signature

1/30/04

Date

Total number of pages including cover sheet, attachments, and document: 2

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

ASSIGNMENT OF TRADEMARK

WHEREAS, CARETAKER SYSTEMS, INC., an Arizona corporation, ("Assignor") is the owner of the following Trademarks:

Trademark	Registration	Issue Date
NATURAL REFLECTIONS	2,160,929	5/26/98
YOU + 2	2,589,479	7/2/02
ME + 3	2,705,166	4/8/03

and

Pending trademark application No:	Serial No.	Filing Date
<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
FIREWATER	76/514,948	5/16/03

WHEREAS, ON-GUARD POOL PRODUCTS, LLC., an Arizona limited liability company, of 15540 N. 77th St., Scottsdale, AZ 85260 ("Assignee") is desirous of acquiring said marks:

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby acknowledges assignment unto said Assignee, all right, title and interest in and to the said above trademarks, together with the goodwill of the business symbolized by such marks and the United States Trademark registration numbers and serial number identified above.

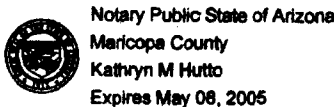
Caretaker Systems, Inc.

By: Lester Mathews
Lester Mathews
Its: President

Subscribed and sworn to before me this 22 day of January, 2004.

My Commission Expires: 5/8/05

Kathryn M Hutto
Notary Public



LAW OFFICE OF
LAVALLE D. PTAK
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