

07-29-2004

RE

Resubmission MRD 5/5/04



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

102801528
712617795

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

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

1. Name of conveying party(ies): **5.5.03**
Polaris Pool Systems, Inc.

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

Additional name(s) of _____ :hed? Yes No

2. Name and address of receiving party(ies)
Name: **Heller Financial, Inc.**
Internal Address: _____
Address: _____
Street Address: **500 West Monroe Street**
City: **Chicago** State: **IL** Zip: **60611**

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

3. Nature of conveyance:
 Merger
 Change of Name
 Other: Record to correct nature of conveyance from "Assignment" to read "Security Agreement" on a document previously recorded on Reel 1977 | Frame 218 Execution Date: **May 2, 2003**

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)
See attached pages

B. Trademark Registration No.(s)
See attached pages

Additional number(s) attached Yes No **2464147**

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **William D. Brewer**
Internal Address: **Winston & Strawn LLP**
Street Address: **200 Park Avenue**
City: **New York** State: **NY** Zip: **10166**

6. Total number of applications and registrations involved: **revised**
40 questionable

7. Total fee (37 CFR 3.41). **Only 19 Done**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: **N/A**
(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.

Christine Cahill
Name of Person Signing

Christine Cahill
Signature

May 2, 2003
Date

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

06/03/2003 DBYRNE 00000143 2464147

01 FC:8521
02 FC:8522

40.00 MBP
975.00 OP

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

TRADEMARK
 REEL: 003016 FRAME: 0221

*Continuation
Item 4*

Polaris Pool Systems, Inc.
Registered and Unregistered Trademarks

A in application
R registered
U unregistered

Mark	Goods	SI	Country	File Date	Reg. Date	Reg. Number	Appl. Number
Polaris Vac-Sweep	Auto. Swim. Pool Cleaner	R	US	03-Sep-74	15-Mar-77	1,061,118	031067
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	Germany	04-Dec-81	14-May-82	4,066,448	36972
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	Canada	23-Nov-81	23-Jun-83	4,066,448	478,687
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	France	19-Nov-81	19-Nov-81	4,066,448	613,150
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	UK	18-Nov-81	16-Nov-81	1,165,788	1164786
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	Australia	17-Nov-81	17-Nov-81	4,066,448	4,066,448
Polaris Vac-Sweep & Design	Auto. Swim. Pool Cleaner	R	US	18-Jun-81	11-May-82	1,195,023	315254
Polaris Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	US	18-Jun-81	11-May-82	1,195,024	315255
Vac-Sweep & Logo	Auto. Swim. Pool Cleaner	R	S. Africa	18-Nov-81	18-Nov-81	618,764	618,764
Polaris 180 Shape	Distinctive Product Appearance	R	US	20-Mar-81	20-Oct-82	172,9001	74/167,858
Polaris 180 Shape	Distinctive Product Appearance	R	France	08-May-83	28-Feb-85	95,580,516	
Polaris 180 Shape	Distinctive Product Appearance	A	Italy	04-May-83			M103003288
Polaris 180 Shape	Distinctive Product Appearance	R	Spain	05-May-83	05-Jan-84	1758743	
SpaWend (Syl-zed)	SpaWend Spa Clean. Device	R	US	13-Dec-84	08-Jul-85	1347283	513433
Polaris 360/380 Shape	Distinctive Product Appearance	R	US	22-Nov-85	18-Mar-88	2,141,759	75023,710
Polaris 360/380 Shape	Distinctive Product Appearance	R	France	21-May-88	21-May-88	89828362	89828362
Polaris 360/380 Shape	Distinctive Product Appearance	R	Italy	21-May-88			R1496C480316
POWERFALL	Waterfalls for Pools and Spas	A	US	02-Oct-88			75584,075
FIBERFALL	Waterfalls	A	US	02-Oct-88			75479,220
PLANTERFALL	Waterfalls	A	US	02-Oct-88			75583,907
CUSTOMFALL	Water Features	A	US	26-Oct-88			75576,942
FIBERJET	Water Features	A	US	08-Nov-88			75585,344
RAIN FALL	Indoor/Outdoor Water Fountains	A	US	16-Oct-88			75572,159
JUMPING JETS	Waterfalls	A	US	16-Oct-88			75571,888
PRECIS	Chemical Dispenser/ Portable Spa	A	US	01-Apr-88			75783,655
SPA SOLUTION	Chemical Dispenser/ Portable Spa	A	US	26-Nov-87			75398,986
LIGHTFALL	Waterfalls	A	US	24-May-88			75479,218
NIGHTFALL	Waterfalls	A	US	24-May-88			75479,217
FIBERFALL	Waterfalls	A	Europe	01-Oct-88			
POWERFALL	Waterfalls	A	Europe	01-Oct-88			
PLANTERFALL	Waterfalls	A	Europe	01-Oct-88			
FIBERFALL	Waterfalls	A	Australia	01-Oct-88			
POWERFALL	Waterfalls	A	Australia	01-Oct-88			
PLANTERFALL	Waterfalls	A	Australia	01-Oct-88			
PVS	Classes 7, 38 & 37	A	Australia	08-Oct-88			780538

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17

16/883657

*Only 19 can be
provided
we don't record
foreign numbers*

Mark	Goods	SI
Waterfalls	Swimming Pool Fountain	U
Aerzen	Air Pumps	U
QT	Air Pumps	U

Florida Falls, Inc.
Trademark Applications

A in application
R registered
I unregistered

18
19

Mark	Goods	St	Country	File Date	Reg. Date	Reg. Number	Appl. Number
SHEER LIGHTNING and deely	Lighting and clothing	A	US	13-Jul-98			75/517701
SHEER LIGHTNING	Lighting and clothing	A	US	6-Jul-98			75/514324

10-21-1999
101178963

ET Patent and Trademark Office

To the Honorable Commissioner of Patents
1. Submission Type
 New
 Resubmission (Non-Recordation) Document ID #
 Correction of PTO Error Reel # Frame #
 Corrective Document Reel # Frame #

Original documents or copy thereof.
Address of receiving party:
Name: Heller Financial, Inc.
DBA/AKA/TA:
Address: 500 West Monroe Street
City: Chicago State: IL Zip: 60661
 Individual Corporation
 Association Limited Partnership
 General Partnership Other

3. Name of Conveying Party:
Name: Polaris Pool Systems, Inc.
Formerly:
MONTH DAY YEAR
 Individual(s) Association 9-30-99 Execution Date
 General Partnership Limited Partnership
 Corporation Other
 Citizenship/State of Incorporation/Organization: Delaware
Additional name(s) of conveying parties attached? Yes No

Citizenship/State of Incorporation:
Additional name(s) of receiving parties attached? Yes No
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)

4. Conveyance Type:
 Assignment Merger License
 Security Agreement Change of Name Nunc Pro Tunc Assignment
 Other
Effective Date: (if nunc pro tunc assignment)

B. Trademark registration No.(s)
Sec attached pages.
Additional numbers attached? Yes No

5. Application number(s) or registration number(s):
A. Trademark Application No.(s) See attached pages.
Additional numbers attached? Yes No

7. Total number of applications and registrations involved: 40

6. Name and address of party to whom correspondence concerning document should be mailed (and Domestic Representative Address, if applicable):
Name: Alex Lempiner
Address: 1 Chase Manhattan Plaza, 49th Floor
City: New York State: NY Zip: 10005
Area Code and Telephone No.: 212-530-5619

8. Total fee (37 CFR 3.41): \$ 1015
 Enclosed
 Authorized to be charged to deposit account
9. Deposit account number:
Authorization to charge additional fees Yes No

FOR OFFICE USE ONLY
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. Charges to deposit account are authorized, as indicated herein.
Alex Lempiner Name of Person Signing
[Signature] Signature
10/11/99 Date
Total amount of pages: 16
In cover sheet

Mail Documents to Commissioner of Patents and Trademarks, Box Assignments, Washington DC 20231

53:51:01 MPD

TRADEMARK
REEL: 001977 FRAME: 0218

TRADEMARK
REEL: 003016 FRAME: 0224

10/21/1999
0000066 106118
22 FT-92
22 FT-92

Polaris Pool Systems, Inc.
Registered and Unregistered Trademarks

A in application
R registered
U unregistered

Mark	Goods	St	Country	File Date	Reg. Date	Reg. Number	App. Number
Polaris Vac-Sweep	Aids, Swims, Pool Cleaner	R	US	03-Sep-74	15-Mar-77	1,061,118	031087
Polaris Vac-Sweep & Logo	Aids, Swims, Pool Cleaner	R	Germany	04-Dec-81	14-May-82	1,068,419	36972
Polaris Vac-Sweep & Logo	Aids, Swims, Pool Cleaner	R	Germany	04-Dec-81	14-May-82	1,068,419	36972
Polaris Vac-Sweep & Logo	Aids, Swims, Pool Cleaner	R	Canada	23-Nov-81	23-Jan-83	28081	478 687
Polaris Vac-Sweep & Logo	Aids, Swims, Pool Cleaner	R	France	18-Nov-81	18-Nov-81	1,768,191	613,190
Polaris Vac-Sweep & Logo	Aids, Swims, Pool Cleaner	R	UK	18-Nov-81	18-Nov-81	1,164,768	1,964,768
Polaris Vac-Sweep & Logo	Aids, Swims, Pool Cleaner	R	Australia	17-Nov-81	17-Nov-81	3,388,281	3,388,281
Polaris Vac-Sweep & Logo	Aids, Swims, Pool Cleaner	R	US	18-Jun-81	11-May-82	1,165,023	3,162,54
Polaris Vac-Sweep & Logo	Aids, Swims, Pool Cleaner	R	US	18-Jun-81	11-May-82	1,165,024	3,162,55
Polaris Vac-Sweep & Logo	Aids, Swims, Pool Cleaner	R	US	18-Jun-81	11-May-82	1,165,024	3,162,55
Polaris Vac-Sweep & Logo	Aids, Swims, Pool Cleaner	R	S. Africa	18-Nov-81	18-Nov-81	8,180,764	8,180,764
Polaris 180 Shape	Distributive Product Appearance	R	US	20-Mar-81	28-Oct-82	1725001	74167,858
Polaris 180 Shape	Distributive Product Appearance	R	France	08-May-83	28-Feb-85	852,980,516	818,300,388
Polaris 180 Shape	Distributive Product Appearance	R	Italy	04-May-83	05-Jan-84	1,797,43	513,433
Polaris 180 Shape	Distributive Product Appearance	R	Spain	05-May-83	09-Jul-85	1,347,283	7,603,710
Polaris 180 Shape	Distributive Product Appearance	R	US	13-Dec-84	18-Mar-88	2,141,758	882,042
Polaris 380/380 Shape	Distributive Product Appearance	R	US	22-Nov-85	21-May-88	882,042	882,042
Polaris 380/380 Shape	Distributive Product Appearance	R	France	21-May-88	21-May-88	882,042	882,042
Polaris 380/380 Shape	Distributive Product Appearance	R	Italy	21-May-88	21-May-88	882,042	882,042
POWERFALL	Waterfalls for Pools and Spas	A	US	02-Oct-88			75464,075
FIBERFALL	Waterfalls	A	US	02-Oct-88			75478,220
PLANTERFALL	Waterfalls	A	US	02-Oct-88			754663,807
CUSTOMFALL	Water Features	A	US	28-Oct-88			75478,842
FIBERJET	Water Features	A	US	08-Nov-88			754665,344
RASH FALL	Indoor/Outdoor Water Fountains	A	US	18-Oct-88			75472,139
JUMPING JETS	Waterfalls	A	US	18-Oct-88			75471,989
PRECIS	Chemical Dispenser/ Portable Spa	A	US	01-Apr-89			754663,855
SPA SOLUTION	Chemical Dispenser/ Portable Spa	A	US	28-Nov-87			75298,898
LIGHTFALL	Waterfalls	A	US	24-May-88			75478,218
MOONFALL	Waterfalls	A	US	24-May-88			75478,217
FIBERFALL	Waterfalls	A	Europe	01-Oct-88			
POWERFALL	Waterfalls	A	Europe	01-Oct-88			
PLANTERFALL	Waterfalls	A	Europe	01-Oct-88			
FIBERFALL	Waterfalls	A	Australia	01-Oct-88			
POWERFALL	Waterfalls	A	Australia	01-Oct-88			
PLANTERFALL	Waterfalls	A	Australia	01-Oct-88			
PV8	Cleaner 7, 36 & 37	A	Australia	08-Oct-88			7503,38

Mark	Goods	St
Waterfall	Swimming Pool Fountain	U
Aercon	Air Purge	U
QT	Air Purge	U

**ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS AND PATENTS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Polaris Pool Systems, Inc., a Delaware corporation (the "Assignor") with principal offices at 2620 Commerce Way, Vista, CA 92083-8438, hereby assigns and grants to Heller Financial, Inc., as Collateral Agent, with principal offices at 500 West Monroe Street, Chicago, IL 60661 (the "Assignee"), a security interest in (i) all of the Assignor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all of the Assignor's rights, title and interest in and to the United States patents (the "Patents") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks and Patents, (iv) the goodwill of the businesses with which the Marks are associated and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS ASSIGNMENT is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement among the Assignor, the other assignors from time to time party thereto and the Assignee, dated as of September 30, 1999 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in the Marks and Patents acquired under this Assignment.

This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of
the 29th day of September, 1999.

POLARIS POOL SYSTEMS, INC., Assignor

By Gregory D. Howard
Name: Gregory D. Howard
Title: President

HELLER FINANCIAL, INC.,
as Collateral Agent and Assignee

By _____
Name:
Title:

STATE OF New York
COUNTY OF New York ss.:

On this 25th day of September, 1999, before me personally came _____
Gregory D Howard who, being by me duly sworn, did state as follows: that [s]he is
President of Polaris Pool Systems, Inc., that [s]he is authorized to execute the foregoing
Assignment on behalf of said corporation and that [s]he did so by authority of the Board of
Directors of said corporation.



Notary Public

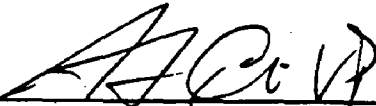
REBECCA COE
Notary Public, State of New York
No. 01C00015167
Qualified in New York County
Commission Expires Oct. 26, 2000

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of
the 29th day of September, 1999.

POLARIS POOL SYSTEMS, INC., Assignor

By _____
Name:
Title:

HELLER FINANCIAL, INC.,
as Collateral Agent and Assignee

By 
Name: Frank Cahill
Title: Vice President

STATE OF New York)
COUNTY OF New York) ss.:

On this 29th day of September, 1999, before me personally came _____
Frank Cahill who, being by me duly sworn, did state as follows: that [s]he is
Vice President of Heller Financial, Inc. that [s]he is authorized to execute the foregoing
Assignment on behalf of said corporation and that [s]he did so by authority of the Board of
Directors of said corporation.

Julie Ann Boas
Notary Public

JULIE ANN BOAS
Notary Public, State of New York
No. 01806011680
Qualified in Kings County
Commission Expires Aug. 17 2000

MARK

REG. NO.

REG. DATE

See attached.

PATENT

PATENT NO.

ISSUE DATE

See attached.

Polaris Pool Systems, Inc.
Patents

DCT 06 '99 19:40

2128197583

PAGE.02

Owner	Title	Country	Patent Number	File Date	Issue Date	Remarks
	United States Patents					
Polaris	Pool Cleaner (360)	USA	4,558,479	26-Jan-84	17-Dec-85	
Polaris	Pool Cleaner (360)	USA	4,589,986	21-May-85	26-May-86	
Polaris	Filler Bag	USA	D288,373	08-May-84	17-Feb-87	
Polaris	Improved Debris Collection Bag	USA	4,575,423	01-Nov-84	11-Mar-86	
Polaris	Filler Bag	USA	D294,963	01-Nov-84	29-Mar-88	
Polaris	Improved Filler Bag for Pool Cleaners	USA	4,618,420	05-Nov-84	21-Oct-86	
Polaris	Air Blower Assembly (550034)	USA	4,950,133	15-Nov-88	21-Aug-90	
Polaris	Air Blower Safety Control (550033)	USA	4,881,870	15-Nov-88	21-Nov-89	
Polaris	Filler Bag (280)	USA	D409,341	29-Aug-97	04-May-99	
Polaris	Automatic Chemical Dispenser	USA	5,019,250	08-Sep-89	28-May-91	Purchased from Watermatic in 1997
Polaris	Mounting Collar for a Pool Cleaner Filler Bag (280)	USA	5,863,425	20-Jun-97	26-Jan-99	
	United States Patent Applications					
Polaris	Flow Controller for a Pool Cleaner	USA		25-Jan-99		Application No. 60/117,069
Polaris	Swivel Coupling for a Pool Cleaner	USA		01-Feb-99		Application No. 60/118,391
Polaris	Suction Powered Pool Cleaner (340)	USA		04-Jun-96		Serial No. 09/090,894
Polaris	Pool Cleaner (340)	USA		22-Oct-98		Serial No. 29/095,398
Polaris	Spa Chemistry Monitor Unit (Precls)	USA		14-Oct-98		Serial No. 09/179,908
Polaris	Suction Powered Cleaner for Swimming Pools	USA		21-Oct-98		Serial No. 09/179,532
Polaris	Disposable Filler Bag for a Pool Cleaner	USA		14-Oct-98		Application No. 60/140,218
	Foreign Patents					
Alopex*	Pool Cleaner (360)	Australia	576,547	24-Jan-85	24-Jan-89	
Alopex*	Pool Cleaner (360)	Germany	3502503,4	25-Jan-85	20-Feb-95	
Alopex*	Pool Cleaner (360)	Britain	2,153,208	25-Jan-85	19-Aug-87	
Alopex*	Pool Cleaner (360)	S. Africa	85/0648	28-Jan-85	25-Sep-85	

9/22/89

Page 1

patents3.xls

Polaris Pool Systems, Inc.
Patents

Owner	Title	Country	Patent Number	File Date	Issue Date	Remarks
Alopex*	Pool Cleaner (360)	Canada	1,259,459	18-Jan-85	19-Sep-89	
Alopex*	Pool Cleaner (360)	Canada	1,264,509	07-Sep-88	23-Jan-90	
Alopex*	Design Application/Filter Bag	France	2,573,975	16-Oct-85	15-Dec-86	
Polaris	Mounting Collar for a Pool Cleaner Filter Bag	Australia	135543	27-Feb-98		Design Patent
Polaris	Mounting Collar for a Pool Cleaner Filter Bag	Spain	142,198	27-Feb-98	21-Oct-98	Design Patent
Polaris	Mounting Collar for a Pool Cleaner Filter Bag	France	98 1274	27-Feb-98	10-Jul-98	Design Patent
Polaris	Mounting Collar for a Pool Cleaner Filter Bag	Canada	85149	27-Feb-98	13-Nov-98	Serial No. 08-87677CA Design Patent
	Foreign Patent Applications					
Polaris	Filter Bag for a Pool Cleaner (280)	Various		15-Jun-98		PCT Serial No. PCT/US98/12454
Polaris	Filter Bag for a Pool Cleaner (280)	Canada	2,260,903	15-Jan-99		
Polaris	Pool Cleaner Mechanism	Europe	94908653.2			Purchased from Herman Stoltz in 1997
Polaris	Design for a Pool Cleaner	PCT		22-Apr-99		

*Alopex Holdings, Inc. ("Alopex") is the registered owner of such patents. On September 30, 1994, Alopex merged into Polaris Acquisition Corporation, and following the merger, Polaris Acquisition Corporation changed its name to Polaris Pool Systems, Inc. Documents evidencing the merger and the change of name have not been recorded with the respective foreign trademark offices.

Florida Falls, Inc.
United States Patents

OCT 06 '99 19:41

2128197583

PAGE 04

Owner	Title	Country	Patent Number	File Date	Issue Date	Remarks
	United States Patents					
Florida Falls	Apparatus for Creating Waterfall for Swimming Pools	USA	5,249,744	03-Aug-92	05-Oct-93	Assigned from Douglas Rutenberg in 1988
Florida Falls	Centered Device for Creating Decorative Waterfalls	USA	5,738,280	19-Aug-98	14-Apr-98	Assigned from Douglas Rutenberg in 1988
Florida Falls	Waterfall Planter	USA	D394627	02-Jun-97	07-Jun-98	Assigned from Douglas Rutenberg in 1988
Florida Falls	Waterfall Planter	USA	D397956	02-Jun-97	08-Sep-98	Assigned from Douglas Rutenberg in 1988
	United States Patent Applications					
Florida Falls	Apparatus for creating an illuminated waterfall	USA		29-Jun-98		Assigned from Douglas Rutenberg in 1988 Application No. 09/108,030

REEL: 003016 FRAME: 0236
FROM W&C LLP TRADE MARK

RECORDED: 05/05/2004
(WED)10. 6' 99 19:19/ST.19:17/NO.4862164573 P 4