

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Caretaker Systems, Inc.		03/03/2005	CORPORATION: ARIZONA

RECEIVING PARTY DATA	
Name:	Polaris Pool Systems, Inc.
Street Address:	2620 Commerce Way
City:	Vista
State/Country:	CALIFORNIA
Postal Code:	92081
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	1276006	CAROUSEL ROTO-JET
Registration Number:	1324329	CSI
Registration Number:	1745684	CARETAKER 99
Registration Number:	1767370	LEAF TRAPPER
Registration Number:	1995880	ENVIRONPOOL
Registration Number:	2148130	DUST AND VAC
Registration Number:	2454096	ULTRACARE
Registration Number:	2492640	ULTRAFLEX
Registration Number:	2540403	VINYLCARE
Registration Number:	2773412	CV-3
Serial Number:	76465628	CV-2

CORRESPONDENCE DATA	
Fax Number:	(818)340-2859
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	

OP \$290.00 1276006

Phone: 8183477900
Email: scott@KLKPatentLaw.com
Correspondent Name: Scott W. Kelley
Address Line 1: 6320 Canoga Avenue
Address Line 2: Suite 1650
Address Line 4: Woodland Hills, CALIFORNIA 91367

NAME OF SUBMITTER:	Scott W. Kelley
Signature:	/Scott W. Kelley/
Date:	04/12/2005

Total Attachments: 4
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TRADEMARK AND DOMAIN NAME ASSIGNMENT

THIS TRADEMARK AND DOMAIN NAME ASSIGNMENT (this "Trademark Assignment") is made this 3rd day of March, 2005 (the "Effective Date").

WHEREAS, CARETAKER SYSTEMS, INC., an Arizona corporation having a principal place of business at 2620 Commerce Way, Vista, CA 92081 ("ASSIGNOR"), owns the entire right, title and interest in, to and under the trademark and service mark registrations, trademark and service mark applications, and domain names set forth in the attached Schedule A (the "Properties"); and

WHEREAS, POLARIS POOL SYSTEMS, INC., a Delaware corporation having a principal place of business at 2620 Commerce Way, Vista, CA 92081 ("ASSIGNEE"), is desirous of acquiring the entire right, title and interest in, to and under the Properties.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, ASSIGNOR has sold, assigned, transferred and set over, and by these presents does hereby sell, assign, transfer and set over, unto ASSIGNEE, its successors, legal representatives and assigns, the entire right, title and interest in, to and under the Properties, together with the goodwill of the business symbolized by the Properties, and the registration thereof, including all rights therein provided by international conventions and treaties, and further including: all income, royalties, and damages now and hereafter due and/or payable to ASSIGNOR, including without limitation, damages and payments for past or future infringements and misappropriations thereof, all rights and causes of action (either in law or equity) to sue for past, present and future infringements or misappropriations thereof, and all rights corresponding to any of the above throughout the world;

AND ASSIGNOR hereby covenants that ASSIGNOR shall, at the cost and expense of ASSIGNEE and upon ASSIGNEE's reasonable request, take all further actions and execute all additional documents necessary or desirable to perfect the interest of ASSIGNEE in and to the Properties, including, but not limited to, diligently taking any and all actions required by any domain name registrars responsible for effecting the transfer of any domain names listed on the attached Exhibit A, and shall not enter into any agreement in conflict with this Trademark Assignment;

AND ASSIGNOR HEREBY authorizes and requests the Commissioner of the United States Patent and Trademark Office, and any official of any country or countries foreign to the United States, whose duty is to issue trademark and service mark registrations or other evidence or forms of industrial property protection on applications as aforesaid, to issue the same to ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this Trademark Assignment.

* * *

IN WITNESS WHEREOF, ASSIGNOR and ASSIGNEE have each caused this Trademark Assignment to be duly executed by its duly authorized officer on the date set forth above.

CARETAKER SYSTEMS, INC.

By: Timothy D. Herlihy
Name: TIMOTHY D. HERLIHY
Title: V.P. MANUFACTURING

POLARIS POOL SYSTEMS, INC.

By: Timothy D. Herlihy
Name: TIMOTHY D. HERLIHY
Title: V.P. MANUFACTURING

TRADEMARK
REEL: 003065 FRAME: 0032

SCHEDULE A**PROPERTIES****TRADEMARKS**

Registration Number	Country	Trademark	Registration Date	Expiration Date
1,276,006	US	Carousel Rotojet	5/1/1984	4/30/2004
1,324,329	US	CSI	3/12/1985	3/11/2005
1,745,684	US	Caretaker 99	1/12/1993	1/12/2013
1,767,370	US	Leaf Trapper	4/27/1993	4/27/2013
1,995,880	US	Environpool	8/20/1996	8/19/2006
2,148,130	US	Dust and Vac	3/31/1998	3/30/2008
2,454,096	US	Ultracare	5/22/2001	5/21/2011
2,492,640	US	Ultraflex	9/25/2001	9/24/2011
2,540,403	US	Vinylcare	2/19/2002	2/18/2012
2,773,412	US	CV-3	10/14/2003	10/13/2013
394,185	Canada	Caretaker	2/14/1990	2/13/2007
A534,712	Australia	Caretaker		Renewed 5/1/1997
1,598,509	France	Caretaker	9/21/1990	Renewed 6/2000

TRADEMARK APPLICATIONS

Application Number	Country	Trademark	Application Date
76/465528	US	CV-2	11/8/2002

DOMAIN NAMES

Domain Name	Expiration Date	Registered at
caretaker.biz	11/6/2005	godaddy
csiincentive.com	10/10/2005	godaddy
dustnvac.biz	11/6/2005	godaddy
environpool.biz	11/6/2005	godaddy
environpool.com	10/4/2005	godaddy
leaftrapper.biz	11/6/2005	godaddy
leaftrapper.com	10/4/2005	godaddy
poolmall.biz	11/6/2005	godaddy
poolmall.com	1/8/2006	godaddy
poolmall.net	10/4/2005	godaddy
swimcsi.biz	11/6/2005	godaddy
swimcsi.com	7/11/2007	godaddy
swimcsi.net	10/10/2005	godaddy
threadcare.biz	11/6/2005	godaddy
threadcare.com	10/10/2005	godaddy
ultraflexvalve.biz	11/6/2005	godaddy
vinylcare.biz	11/6/2005	godaddy

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
County of SAN DIEGO } ss

On MARCH 3, 2005 before me, SARAH M. THOMPSON, NOTARY PUBLIC
Date Name and Title of Officer (e.g., Jane Doe, Notary Public)
personally appeared TIMOTHY D. HERLEHY
Name(s) of Signer(s)

personally known to me
 proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Sarah M. Thompson
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: TRADEMARK & DOMAIN ASSIGNMENT

Document Date: MARCH 3, 2005 Number of Pages: 3

Signer(s) Other Than Named Above: N/A

Capacity(ies) Claimed by Signer

Signer's Name: TIMOTHY D. HERLEHY

- Individual
- Corporate Officer --- Title(s): V.P. MANUFACTURING
- Partner --- Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer is Representing: CARETAKER SYSTEMS INC. & POLARIS POOL SYSTEMS, INC.

