

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fort Wayne Pools, Inc.		12/30/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wachovia Bank, National Association, as Administrative Agent
Street Address:	201 South College Street
Internal Address:	CP-8
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2725532	SMART STORE
Registration Number:	2623428	FORT WAYNE POOLS INC.
Registration Number:	2595717	LEADING EDGE
Registration Number:	2324417	WWW.SURFTHEPOOL.COM
Registration Number:	2326177	POOL LOGIC
Registration Number:	2310233	LEISURE STEP
Registration Number:	1998246	EDGELIGHT
Registration Number:	1870997	DON'T JUST DREAM IT.LIVE IT.
Registration Number:	1762873	THE PREMIUM POOL
Registration Number:	1835140	STERLING POOLS
Registration Number:	1596448	FORT WAYNE POOLS
Registration Number:	1552901	RELIANCE
Registration Number:	1524503	THE ELITE POOL

OP \$365.00 2725532

Serial Number:

76264842

SPA LOGIC

CORRESPONDENCE DATA

Fax Number: (919)416-8339

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 919 286-8049

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27560

NAME OF SUBMITTER:

John E. Slaughter

Signature:

/John E. Slaughter/

Date:

06/21/2005

Total Attachments: 4

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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 30, 2004 (the "Security Agreement") by and among Fort Wayne Pools, Inc., a Delaware corporation and the other Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark Registration No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
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See attached Exhibit A

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
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See attached Exhibit A

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

FORT WAYNE POOLS, INC.
a Delaware corporation

By: MA Eidemuller
Name: Mark A. Eidemuller
Title: Vice President

Acknowledged and Accepted:

Wachovia Bank, National Association

By: _____
Name: _____
Title: _____

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

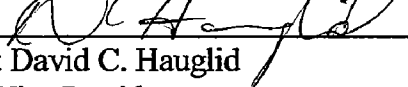
Very truly yours,

FORT WAYNE POOLS, INC.
a Delaware corporation

By: _____
Name: Mark A. Eidemueller
Title: Vice President

Acknowledged and Accepted:

Wachovia Bank, National Association

By: 
Name: David C. Hauglid
Title: Vice President

**Fort Wayne Pools, Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
SMART STORE	2725532	06/10/03
FORT WAYNE POOLS INC. and Design	2623428	09/24/02
LEADING EDGE	2595717	07/16/02
WWW.SURFTHEPOOL.COM	2324417	02/29/00
POOL LOGIC	2326177	03/07/00
LEISURE STEP	2310233	01/25/00
EDGELIGHT	1998246	09/03/96
DON'T JUST DREAM IT. LIVE IT.	1870997	01/03/95
THE PREMIUM POOL	1762873	04/06/93
STERLING POOLS	1835140	05/10/94
FORT WAYNE POOLS and Design	1596448	05/15/90
RELIANCE	1552901	08/22/89
THE ELITE POOL	1524503	02/14/89

Pending Application

Mark	Application No.	Filing Date
SPA LOGIC	76264842	05/31/01