

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
Latham Plastics, Inc.		12/30/2004	CORPORATION: NEW YORK

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: 11

Property Type	Number	Word Mark
Registration Number:	2895845	FOR REAL LIFE TIMES
Registration Number:	2813097	TRILLIUM
Registration Number:	2653798	PREMIER VINYL
Registration Number:	2661136	PERFORMANCE STEPS
Registration Number:	2445871	GRAPHEX
Registration Number:	1071846	
Registration Number:	1588929	ONYX
Serial Number:	78319400	PACIFIC POOLS
Serial Number:	78318196	THE POOL OF A LIFETIME
Serial Number:	78313210	PERMALIFE POOLS
Serial Number:	78308635	PERMALIFE POOLS

CORRESPONDENCE DATA

OP \$290.00 2895845

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 Latham Plastics, Inc., a New York corporation and the other Obligors 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 Borrowers 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,

LATHAM PLASTICS, INC.
a New York corporation

By: MA Eidenmuller
Name: Mark A. Eidenmuller
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.

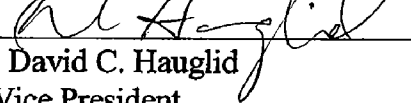
Very truly yours,

LATHAM PLASTICS, INC.
a New York corporation

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

Acknowledged and Accepted:

Wachovia Bank, National Association

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

**Latham Plastics, Inc.
(New York Corporation)****U.S. Trademarks****Registered Marks**

Mark	Registration No.	Registration Date
FOR REAL LIFE TIMES	2895845	10/19/04
TRILLIUM	2813097	02/10/04
PREMIER VINYL	2653798	11/26/02
PERFORMANCE STEPS	2661136	12/17/02
1GRAPHEX	2445871	04/24/01
Design only	1071846	08/23/77
ONYX	1588929	03/27/90

Pending Applications

Mark	Application No.	Filing Date
PACIFIC POOLS and Design	78319400	10/28/03
THE POOL OF A LIFETIME	78318196	10/24/03
PERMALIFE POOLS and Design	78313210	10/14/03
PERMALIFE POOLS	78308635	10/02/03