

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
Pacific Industries, 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: 3			
Property Type	Number	Word Mark	
Registration Number:	1404795	PACIFIC	
Registration Number:	1296241	PACIFIC	
Registration Number:	792804	PACIFIC POOLS	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8339		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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/		

OP \$90.00 1404795

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 Pacific Industries, 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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None

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,

PACIFIC INDUSTRIES, INC.
a New York corporation

By: MA Eidemuell
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,

PACIFIC INDUSTRIES, INC.
a New York corporation

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

Acknowledged and Accepted:

Wachovia Bank, National Association

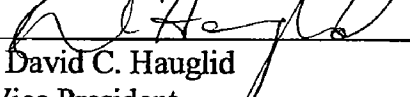
By: 
Name: David C. Hauglid
Title: Vice President

Exhibit A

**Pacific Industries, Inc.
(New York Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
PACIFIC	1404795	08/12/86
PACIFIC	1296241	09/18/84
PACIFIC POOLS	792804	07/20/65