

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
Viking Pools, Inc.		12/30/2004	CORPORATION: CALIFORNIA

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: 9

Property Type	Number	Word Mark
Registration Number:	2661528	WWW.VIKINGPOOLS.NET
Registration Number:	2723058	VIKING POOLS
Registration Number:	2482210	VIKING POOLS
Registration Number:	2537895	VIKING POOLS
Registration Number:	2477933	VIKING POOLS
Registration Number:	2665227	ACP ADVANCED COMPOSITE POOL
Registration Number:	2636566	OPALSTONE
Registration Number:	2636565	GEMSTONE
Registration Number:	2648095	CRYSTITE

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 919 286-8049

OP \$240.00 2661528

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

ATTORNEY DOCKET NUMBER:	512485.5033NGSITVIKINGJES
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NAME OF SUBMITTER:	John E. Slaughter
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Signature:	/John E. Slaughter/
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Date:	10/06/2005
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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 the Obligors 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 No.</u>	Description of <u>Trademark</u>	<u>Date of Trademark</u>
	See Schedule 1 attached hereto	

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	Description of Trademark <u>Applied For</u>	<u>Date of Trademark</u> <u>Application</u>
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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,

VIKING POOLS, INC., a California
corporation

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

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name: _____
Title: _____

Latham Manufacturing Corp.
IP Notice for Trademarks

TRADEMARK
REEL: 003171 FRAME: 0350

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,

VIKING POOLS, INC., a California corporation

By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: Richard E. Anglin III

Name: Richard E. Anglin III

Title: Vice President

Schedule 1**Viking Pools, Inc.
(California Corporation)****U.S. Trademarks****Registered Marks**

Mark	Registration No.	Registration Date
WWW.VIKINGPOOLS.NET	2661528	12/17/02
VIKING POOLS and Design	2723058	06/10/03
VIKING POOLS	2482210	08/28/01
VIKING POOLS	2537895	02/12/02
VIKING POOLS and Design	2477933	08/14/01
ACP ADVANCED COMPOSITE POOL and Design	2665227	12/24/02
OPALSTONE	2636566	10/15/02
GEMSTONE	2636565	10/15/02
CRYSTITE	2648095	11/12/02