

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sta-Rite Industries, Inc.		12/23/2003	CORPORATION: WISCONSIN
RECEIVING PARTY DATA			
Name:	Sta-Rite Industries, LLC		
Street Address:	293 Wright Street		
City:	Delavan		
State/Country:	WISCONSIN		
Postal Code:	53115		
Entity Type:	LIMITED LIABILITY COMPANY: WISCONSIN		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	636429	SWIMQUIP	
CORRESPONDENCE DATA			
Fax Number:	(414)277-0656		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	414-271-6560		
Email:	mkeipdocket@michaelbest.com		
Correspondent Name:	Gerald L. Fellows		
Address Line 1:	100 East Wisconsin Avenue		
Address Line 2:	Suite 3300		
Address Line 4:	Milwaukee, WISCONSIN 53202		
ATTORNEY DOCKET NUMBER:	085455-9288 US01		
NAME OF SUBMITTER:	Gerald L. Fellows		
Signature:	/gerald l. fellows/		
Date:	01/17/2006		

CH \$40.00 636429

Total Attachments: 11

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DEPT OF FINANCIAL INSTITUTIONS STATE OF WISCONSIN

Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5), 183.1207(3) & (5), Wis. Stats.

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State of Wisconsin DEPARTMENT OF FINANCIAL INSTITUTIONS Division of Corporate & Consumer Services



CERTIFICATE OF CONVERSION

1. Before conversion:

Company Name: Sta-Rite Industries, Inc. 1W17262 Imaged

Indicate (X) Entity Type: Business Corporation (Ch. 180, Wis. Stats.) Organized under the laws of Wisconsin (state or country *)

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

DEC 29 2003 07:13 AM

2. After conversion:

223535 DCORP150 \$150.00

Company Name: Sta-Rite Industries, LLC DK

Indicate (X) Entity Type: Limited Liability Company (Ch. 183, Wis. Stats.) Organized under the laws of Wisconsin (state or country *)

DEC 29 2003 07:13 AM

223535 EXPEDITE25 \$25.00

FILING FEE - \$150.00

DFI/CORP/1000(R02/10/03) Use of this form is mandatory.

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3. A Plan of Conversion containing all the following parts is attached as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is optional.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

4. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

5. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity PRIOR TO CONVERSION:

Registered Agent (Agent for Service of Process): CT Corporation	Registered Office: 8025 Excelsior Drive Suite 200 Madison, WI 53717
Additional Entry for a Limited Partnership only →	Record Office:

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity AFTER CONVERSION:

Registered Agent (Agent for Service of Process): CT Corporation System	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 8025 Excelsior Drive, Suite 200 Madison, WI 53717
Additional Entry for a Limited Partnership only →	Record Office:

7. Executed on Dec. 23, 2003 (date) by the business entity **PRIOR TO ITS CONVERSION**,

James C. Donnelly
(Signature)

Mark (X) below the title of the person executing the document.

James C. Donnelly
(Printed Name)

For a **limited partnership**
Title: General Partner

For a **corporation**
Title: President OR Secretary
or other officer title

For a **limited liability company**
Title: Member OR Manager

INSTRUCTIONS (Ref. Ss. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a filing fee of \$150.00, payable to the department. Filing fee is non-refundable. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3rd Floor, Madison WI, 53703.) Sign the document manually or otherwise as allowed under sec. 179.14 (1g) (c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g) (c). **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing impaired may call 608-266-8818 for TDY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity prior to conversion. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Enter the company name, type of business entity, and state of organization of business entity after conversion.

3. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is optional.

DFI/CORP/1000I(R02/10/03)

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EXHIBIT A
Plan of Conversion

PLAN OF CONVERSION OF
STA-RITE INDUSTRIES, INC
INTO
STA-RITE INDUSTRIES, LLC

THIS PLAN OF CONVERSION (this "Plan") dated as of December 23, 2003 is hereby adopted by STA-RITE INDUSTRIES, INC., a Wisconsin business corporation, in accordance with Section 180.1161 of the Wisconsin Business Corporation Law.

RECITALS

- A. Sta-Rite Industries, Inc. (the "Corporation") is a corporation incorporated and existing under Chapter 180 of the Wisconsin Statutes.
- B. The Corporation's authorized capital stock consists of 1,000 shares of common stock with a par value of \$1.00 per share (the "Common Stock"), of which 1,000 shares are issued and outstanding.
- C. The sole shareholder and Board of Directors of the Corporation deem it advisable for the benefit of the Corporation and its shareholder that the Corporation be converted into a Wisconsin limited liability company under and pursuant to the Wisconsin Business Corporation Law ("WBCL").
- D. The Board of Directors and the sole shareholder of the Corporation have approved the conversion of the Corporation into a Wisconsin limited liability company under the terms and conditions set forth below.

PLAN OF CONVERSION

In consideration of the Recitals, the Corporation hereby adopts the following Plan of Conversion:

ARTICLE I
THE CONVERSION

At the Effective Date (as defined below), upon the terms and subject to the conditions of this Plan, and in accordance with the WBCL, the Corporation shall be converted into a limited liability company organized and existing under the laws of Chapter 183 of the Wisconsin Statutes and shall be named Sta-Rite Industries, LLC (the "Conversion"). Following the Conversion, the Corporation shall cease to exist as a corporation of the State of Wisconsin and shall continue to exist as a limited liability company of the State of Wisconsin.

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**ARTICLE II
EFFECTIVE DATE**

Subject to the terms and conditions set forth in this Plan, a Certificate of Conversion shall be duly executed and acknowledged by the Corporation and thereafter delivered to the Department of Financial Institutions of the State of Wisconsin for filing pursuant to the WBCL. The Conversion shall become effective as of 11:59 p.m. on December 31, 2003.

**ARTICLE III
EFFECTS OF THE CONVERSION**

The Conversion shall have the effects set forth in the WBCL. Without limiting the generality of the foregoing, at the Effective Date all the properties, rights, privileges, powers and franchises of the Corporation shall vest in Sta-Rite Industries, LLC and all debts, liabilities and duties of the Corporation shall become the debts, liabilities and duties of Sta-Rite Industries, LLC.

**ARTICLE IV
ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT**

The Articles of Organization and Operating Agreement of Sta-Rite Industries, LLC, which shall take effect on the Effective Date, are attached hereto as Exhibit A and Exhibit B respectively.

**ARTICLE V
DIRECTORS**

At the Effective Date, each of the following individuals is elected a director of Sta-Rite Industries, LLC, to serve until such person's successor shall have been duly appointed and qualified or until his death, resignation or removal:

James C. Donnelly	Director
Thomas M. Rettler	Director
Kristine A. Rappé	Director

ARTICLE VI OFFICERS

At the Effective Date, each of the following individuals is elected to serve as officers of Sta-Rite Industries, LLC (in the office stated opposite his or her name) until the next annual meeting of the members or until his or her successor shall have been duly elected and qualified or until his or her prior death, resignation or removal:

James C. Donnelly	President and Chief Executive Officer
Mark Bertler	Vice-President – Water Treatment
Christine Blasé	Vice-President - Controller
Keith H. Ecke	Assistant Corporate Secretary
Charles A. Hyttel	Vice-President – Asian Operations
Joseph Parks	Vice-President – Process Management
Thomas J. Strupp	Vice-President – Water Systems
Dennis A. Ruis	Vice-President – Pool/Spa
Thomas M. Rettler	Vice-President – Finance and Corporate Secretary
Thomas M. Schumann	Vice-President - Human Resources
Jeffrey P. West	Treasurer

ARTICLE VII CONVERSION OF SHARES

At the Effective Date, each whole or fractional share of Common Stock which is issued and outstanding immediately prior to the Effective Date shall, by virtue of the Conversion and without any action on the part of the Corporation or the holder of the shares of Common Stock, be converted into and shall thereafter represent one limited liability company membership interest in Sta-Rite Industries, LLC, and outstanding certificates representing shares of Common Stock shall thereafter represent limited liability company membership interests in Sta-Rite Industries,

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LLC. Such certificates may, but need not be, exchanged by the holders thereof after the Effective Date for new certificates for the appropriate number of limited liability company membership interests bearing the name of Sta-Rite Industries, LLC.

Dated as of the day and year first written above.

STA-RITE INDUSTRIES, INC.

BY James C. Donnelly
James C. Donnelly, President and
Chief Executive Officer

BY Thomas M. Rettler
Thomas M. Rettler, Vice President -
Finance and Corporate Secretary

EXHIBIT B

Articles of Organization

ARTICLES OF ORGANIZATION
OF
STA-RITE INDUSTRIES, LLC

The undersigned, acting for the purpose of forming a Wisconsin limited liability company under Chapter 183 of the Wisconsin Statutes, adopts the following Articles of Organization for such limited liability company:

ARTICLE I

The name of the limited liability company is Sta-Rite Industries, LLC.

ARTICLE II

The limited liability company is organized under Chapter 183 of the Wisconsin Statutes.

ARTICLE III

The name of the initial registered agent is CT Corporation System.

ARTICLE IV

The address of the initial registered office is 8025 Excelsior Drive, Suite 200, Madison, WI 53717.

ARTICLE V

Management of the limited liability company shall be vested in one or more managers.

ARTICLE VI

The name and address of the organizer are:

Mr. James C. Green, Esq.
626 E. Wisconsin Avenue, 15th Floor
Milwaukee, Wisconsin 53202

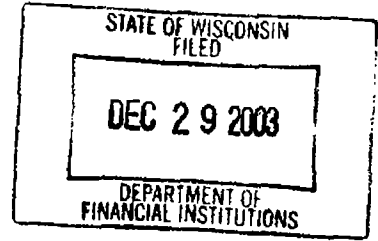
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\$ 150.00 * \$ 25.00 Exp

CERTIFICATE OF CONVERSION

Chap. 180 → 183

Mr. James C. Green, Esq.
626 East Wisconsin Avenue, 15th Floor
Milwaukee, WI 53202



Name Change

Your return address and phone number during the day: (414) 291 - 6288

INSTRUCTIONS (Cont'd)

12-31-2003

4. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.

5. Provide the name of the business entity's registered agent and the address of its registered office prior to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.

6. Provide the name of the business entity's registered agent and the address of its registered office after conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.

7. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.

The converting entity is alerted to record a conveyance of title ownership of all real estate located in Wisconsin, pursuant to sec. 179.76(4)(c), 180.1161(4)(c), 181.1161(4)(c) or 183.1207(4)(c), whichever is applicable.

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