

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

Alpha Western Corporation

- Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation- State: Washington  
 Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?

- Yes  
 No

Name: Aquatemp Products, Inc.

Internal

Address: \_\_\_\_\_

Street Address: 700 Grand StreetCity: AlleganState: MichiganCountry: \_\_\_\_\_ Zip: 49010

- Association      Citizenship \_\_\_\_\_  
 General Partnership      Citizenship \_\_\_\_\_  
 Limited Partnership      Citizenship \_\_\_\_\_  
 Corporation      Citizenship Illinois  
 Other \_\_\_\_\_      Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)**3. Nature of conveyance /Execution Date(s):**Execution Date(s) September 12, 2005

- Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,114,510Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

**5. Name & address of party to whom correspondence concerning document should be mailed:**Name: Marcus P. Dolce/Price, Heneveld, Cooper, DeWitt & Litton, LLPInternal Address: Post Office Box 2567Street Address: 695 Kenmoor SECity: Grand RapidsState: MI      Zip: 49501Phone Number: (616) 949-9610

Fax Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

**6. Total number of applications and registrations involved:**7**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$190.00**

- Authorized to be charged by credit card  
 Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**a. Credit Card      Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_b. Deposit Account Number 16-2463Authorized User Name Price Heneveld et al.**9. Signature:**Marcus Dolce

Signature

Marcus P. Dolce

Name of Person Signing

1/31/06

Date

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CH \$190.00 162463 2114510

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2,551,097Additional sheet(s) attached?  Yes  No

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Signature

Marcus P. Dolce

Name of Person Signing

Date

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2,389,240Additional sheet(s) attached?  Yes  No

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2,662,110

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2,023,170Additional sheet(s) attached?  Yes  No**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):****5. Name & address of party to whom correspondence concerning document should be mailed:**

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2,122,333Additional sheet(s) attached?  Yes  No

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Marcus P. DolceTotal number of pages including cover sheet, attachments, and document: 9

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1,977,056Additional sheet(s) attached?  Yes  No

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## TRADEMARK ASSIGNMENT

WHEREAS, Alpha Western Corporation, a corporation of the state of Washington, having a place of business at 4270 Promenade Way, Suite D, Marina Del Rey, California 90292 ("Assignor"), has adopted, owned and is using the marks listed on the attached Appendix A ("the Marks") in connection with the goods listed with the Marks on the attached Appendix A; and

WHEREAS, Assignor is the owner of record of the federal registration for the Marks on the Principal Register of the United States Patent and Trademark Office in connection with the goods identified therein; and


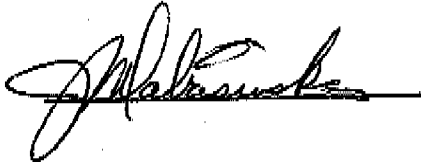
WHEREAS, Aquatemp Products, Inc., a corporation of the state of Illinois, having a place of business at 700 Grand Street, Allegan, Michigan 49010 ("Assignee"), has acquired all right, title and interest in and to the marks, together with the goodwill symbolized by the Marks, and the registrations thereof in an agreement executed on December 29, 2004;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Marks, together with the goodwill symbolized by the Marks, and the registration thereof, *nunc pro tunc*.

Witness:

Authorized Officer:

Date:



Gary P. Rochelle  
President  
Alpha Western Corporation

9-12-05

TRADEMARK

REEL: 003244 FRAME: 0848



## APPENDIX A

Registration No.	Mark	Goods
2,114,510	UNI-NUT	Non-metal pipe fittings for flanged pipe used in industrial, residential and commercial plumbing, hydraulic apparatus, pools and spas
2,551,097	TIFEL	Electrical resistance heating elements for use in spa, bath, and water heaters with corrosion resistant coatings
2,389,240	AQUATEMP	Spa, swimming pool, hydrotherapy pool and jetted bath components, namely, air blowers; air buttons and deck plates; heaters; heat exchangers; heat sinks; electric lights; ozone generators; plumbing and specialty fittings, namely, manifolds, plugs, adapters, bushings, elbows, thermowell fittings, couplings, tees, unions, caps, wyes, valves, check valves, heater tail pieces, nuts, nut retainers, air injectors, misting injectors, skimmers, jets, metal sensor housings, thermowells, thermowell nuts, temperature sensor assemblies; pumps; and sauna heaters; spa, swimming pool, hydrotherapy pool and jetted bath components, namely, electrical power extension cords; electrical power extension cord sets; and electrical transformers
2,662,110	ELEKTRA	Water heaters for pools, spas, and hot tubs
2,023,170	ELEKTRA STAR	Water heaters for pools, spas and hot tubs
2,122,333	REDHEAD	Electric water heater assemblies for spas, hot tubs and pools, namely, heating elements, tubular housing, nuts and sensors
1,977,056	SPALARM	Electronic security systems for spas and hot tubs comprised of alarms, proximity sensors and control circuitry