

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Goldline Controls, Inc.		12/10/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Hayward Industries, Inc.
Street Address:	620 Division Street
City:	Elizabeth
State/Country:	NEW JERSEY
Postal Code:	07207
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	78574210	TURBO CELL
Registration Number:	1600619	GOLDLINE
Registration Number:	2454049	AQUA TROL
Registration Number:	2770932	AQUA SOLAR
Registration Number:	2199560	AQUA RITE
Registration Number:	2220090	AQUA PLUS
Registration Number:	2854349	AQUA LOGIC

CORRESPONDENCE DATA

Fax Number: (973)624-7070
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 973-622-4444
 Email: jagostino@mccarter.com
 Correspondent Name: Joseph Agostino

CH \$190.00 78574210

Address Line 1: McCarter & English, LLP
Address Line 2: 100 Mulberry Street, 4 Gateway Center
Address Line 4: Newark, NEW JERSEY 07101

ATTORNEY DOCKET NUMBER:	96964/00814
NAME OF SUBMITTER:	Joseph Agostino
Signature:	/Joseph Agostino/
Date:	02/21/2006

Total Attachments: 11

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CERTIFICATE OF MERGER

OF

GOLDLINE CONTROLS, INC.

INTO

HAYWARD INDUSTRIES, INC.

Under Section 14A:10-7 of the
New Jersey Business Corporation Act

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TRADEMARK
REEL: 003250 FRAME: 0978

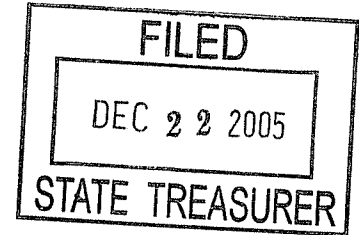
CERTIFICATE OF MERGER

OF

GOLDLINE CONTROLS, INC.
(a Delaware corporation)

INTO

HAYWARD INDUSTRIES, INC.
(a New Jersey corporation)



**To the Department of the Treasury
of the State of New Jersey**

Pursuant to the provisions of Sections 14A:10-7 of the New Jersey Business Corporation Act, it is hereby certified that:

FIRST: That the names of each of the merging corporations are Hayward Industries, Inc. ("**Hayward Industries**"), which is a business corporation organized under the laws of the State of New Jersey, and Goldline Controls, Inc. ("**Goldline**"), which is a business corporation organized under the laws of the State of Delaware.

SECOND: Annexed hereto and made a part hereof is the Agreement and Plan of Merger (the "**Plan**") for merging Goldline with and into Hayward Industries as approved by the Board of Directors of each of said corporations.

THIRD: The number of shares of Goldline which were entitled to vote at the time of the approval of the Plan by its shareholders is 100, all of which are of one class. The sole shareholder entitled to vote of the aforesaid corporation approved the Plan pursuant to its written consent without a meeting of shareholders; and the number of shares represented by such consent is 100. The date of said consent and approval was December 10, 2005.

FOURTH: The approval of the Plan by the shareholders of the surviving corporation is not required pursuant to subsection 14A:10-3(4) of the New Jersey Business Corporation Act.

FIFTH: The applicable provisions of the laws of the jurisdiction of organization of Goldline relating to the merger of Goldline into Hayward Industries will have been complied with upon compliance with any of the filing and recording requirements thereof.

SIXTH: Hayward Industries will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.


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SEVENTH: The merger herein certified shall become effective in the State of New Jersey on December 31, 2005.

Executed as of December 10, 2005

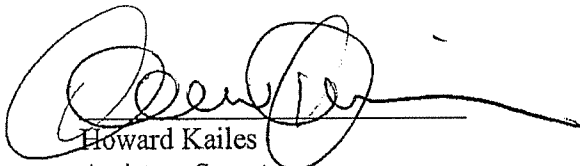
ATTEST:


Howard Kailes
Assistant Secretary

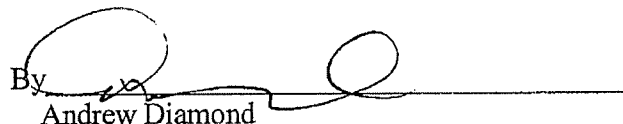
GOLDLINE CONTROLS, INC.

By 
Andrew Diamond
Vice President

ATTEST:


Howard Kailes
Assistant Secretary

HAYWARD INDUSTRIES, INC.

By 
Andrew Diamond
Vice President

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TRADEMARK
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AGREEMENT AND PLAN OF MERGER
OF
GOLDLINE CONTROLS, INC.
INTO
HAYWARD INDUSTRIES, INC.

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TRADEMARK
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AGREEMENT AND PLAN OF MERGER

OF

GOLDLINE CONTROLS, INC.

INTO

HAYWARD INDUSTRIES, INC.

FIRST: (a) The names of each of the constituent corporations to the merger are:

GOLDLINE CONTROLS, INC., a Delaware corporation (hereinafter referred to as the "Merged Corporation"); and

HAYWARD INDUSTRIES, INC., a New Jersey corporation (hereinafter referred to as the "Surviving Corporation"; the Merged Corporation and the Surviving Corporation are hereinafter sometimes jointly referred to as the "Constituent Corporations").

(b) The Merged Corporation shall be merged into and with the Surviving Corporation.

SECOND: This Agreement and Plan of Merger has been duly approved and adopted by each of the Constituent Corporations in accordance with the New Jersey Business Corporation Act and the Delaware General Corporation Law as follows:

(a) The board of directors of the Merged Corporation approved and adopted this Agreement and Plan of Merger by unanimous written consent dated as of December 10, 2005;

(b) The sole stockholder of the Merged Corporation approved and adopted this Agreement and Plan of Merger by written consent as of December 10, 2005;

(c) The board of directors of the Surviving Corporation approved and adopted this Agreement and Plan of Merger by unanimous written consent dated as of December 10, 2005;

(d) The approval of the shareholders of the Surviving Corporation is not required pursuant to subsection 14A:10-3(4) of the New Jersey Business Corporation Act.

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TRADEMARK
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THIRD: The terms and conditions of the merger are as follows:

(a) The certificate of incorporation of the Surviving Corporation shall remain unchanged until amended or changed as provided therein or as provided by law;

(b) The Agreement and Plan of Merger shall take effect and be deemed and be taken to be the agreement and act of merger of the Constituent Corporations, and the merger contemplated hereby shall become effective on December 31, 2005 (hereinafter referred to as the "Effective Date"), after a Certificate of Merger in the form prescribed by NJSA 14A:10-4.1 has been filed with the New Jersey Secretary of State in accordance with the requirements of the New Jersey Business Corporation Act and this Agreement and Plan of Merger has been filed with the Delaware Secretary of State in accordance with the requirements of Section 252(c) of the Delaware General Corporation Law;

(c) All the property, real and personal, rights, privileges, immunities, powers, purposes, franchises, licenses, registrations, causes of action, and every other asset of the Merged Corporation, shall be transferred to, vest in, and devolve upon the Surviving Corporation, without further act or deed, as of the Effective Date. The Surviving Corporation shall assume and be liable for all of the liabilities and obligations of the Merged Corporation as of the Effective Date;

(d) Until altered, amended or repealed, the By-Laws of the Surviving Corporation, as in effect at the Effective Date, shall be and remain the By-laws of the Surviving Corporation. The first annual meeting of the shareholders of the Surviving Corporation held after the Effective Date shall be the next annual meeting provided by the By-Laws of the Surviving Corporation. All persons who on the Effective Date shall be officers of the Surviving Corporation shall remain like officers of the Surviving Corporation, until the board of directors of the Surviving Corporation shall elect their respective successors. The first regular meeting of the board of directors of the Surviving Corporation held after the Effective Date shall be the next regular meeting provided by the By-Laws of the Surviving Corporation; and

(e) The Surviving Corporation shall pay all expenses of carrying this Agreement and Plan of Merger into effect and of accomplishing this merger.

FOURTH: The manner and basis of conversion of the shares of the Constituent Corporations are as follows:

(a) Each share of the common stock, \$.10 par value (hereinafter referred to as the "Surviving Common Stock"), of the Surviving Corporation outstanding at the Effective Date is to remain outstanding thereafter as one share of Surviving Common Stock;

(b) Each share of the common stock, \$.01 par value (hereinafter referred to as the "Merged Common Stock"), of the Merged Corporation outstanding at the Effective Date shall be surrendered and cancelled; and


(c) As soon as practicable after the Effective Date, each holder of a certificate or certificates representing shares of Merged Common Stock outstanding at the Effective Date shall surrender the same to the Surviving Corporation for cancellation.

FIFTH: The board of directors and the proper officers of the Merged Corporation and the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger contemplated herein.

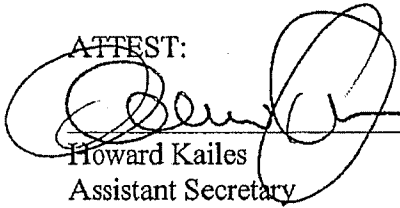
SIXTH: The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any Constituent Corporation of the State of Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any shareholders as determined in appraisal proceedings pursuant to §262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of the State of Delaware as its agent to accept service of process in any such suit or other proceedings, with a copy of such process mailed by the Secretary of State of Delaware to the Surviving Corporation at 620 Division Street, Elizabeth, New Jersey 07207.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement and Plan of Merger as of the 10th day of December, 2005.

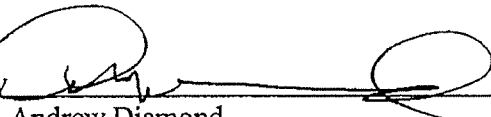
GOLDLINE CONTROLS, INC.

By 
Andrew Diamond
Vice President

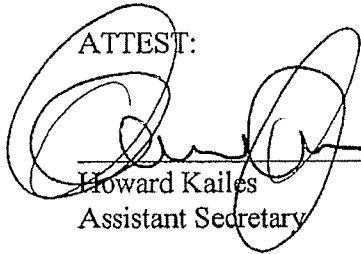
ATTEST:


Howard Kailes
Assistant Secretary

HAYWARD INDUSTRIES, INC.

By 
Andrew Diamond
Vice President

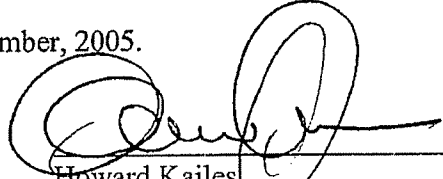
ATTEST:


Howard Kailes
Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY

I, Howard Kailes, Assistant Secretary of Goldline Controls, Inc., a Delaware corporation (the "Merged Corporation"), hereby certify, as such Assistant Secretary of the Merged Corporation, that the Agreement and Plan of Merger dated as of December 10, 2005, to which this Certificate is attached, having been duly executed on behalf of the Merged Corporation and having been executed on behalf of Hayward Industries, Inc., a New Jersey corporation, was duly adopted pursuant to Section 228 of the General Corporation Law of the State of Delaware by the affirmative written consent of the sole holder of all of the outstanding shares of capital stock of the Merged Corporation entitled to vote thereon, which Agreement and Plan of Merger was thereby adopted as the act of the sole stockholder of the Merged Corporation and the duly adopted agreement and act of the Merged Corporation.

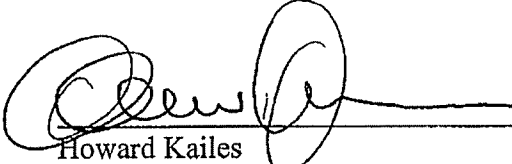
IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary of the Merged Corporation as of this 10th day of December, 2005.


Howard Kailes
Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY

I, Howard Kailes, Assistant Secretary of Hayward Industries, Inc., a New Jersey corporation (the "Surviving Corporation"), hereby certify, as such Assistant Secretary of the Surviving Corporation, that the Agreement and Plan of Merger dated as of December 10, 2005 (the "Agreement and Plan of Merger"), to which this Certificate is attached, having been duly executed on behalf of the Surviving Corporation and having been executed on behalf of Goldline Controls, Inc., a Delaware corporation, was duly adopted by the Surviving Corporation pursuant to Section 14A:10-7 of the Business Corporation Act of the State of New Jersey by the affirmative unanimous written consent of directors of the Surviving Corporation effective December 10, 2005, no vote of the shareholders of the Surviving Corporation being required under Section 14A:10-3(4) of the Business Corporation Act of the State of New Jersey since (a) the Agreement and Plan of Merger does not amend in any respect the certificate of incorporation of the Surviving Corporation; (b) each share of the common stock, \$.10 par value (the "Common Stock"), of the Surviving Corporation outstanding immediately prior to the effective date of the merger described in the Agreement and Plan of Merger (constituting the sole voting shares and the sole participating shares of the Surviving Corporation [as defined under the Business Corporation Act of the State of New Jersey]) shall be an identical outstanding or treasury share of the Common Stock after the effective date of such merger, and (c) no shares of Common Stock and no shares, securities or obligations convertible into Common Stock shall be issued or delivered under the Agreement and Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary of the
Surviving Corporation as of this 10th day of December, 2005.



Howard Kailes
Assistant Secretary