

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
South Central Pool Supply, Inc.		12/11/2000	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	SCP Distributors LLC		
Street Address:	109 Northpark Blvd.		
City:	Covington		
State/Country:	LOUISIANA		
Postal Code:	70433		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2371287	REGAL	
CORRESPONDENCE DATA			
Fax Number:	(615)687-1537		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(615) 259-1450		
Email:	micol.cecchi@arlaw.com		
Correspondent Name:	Micol Cecchi		
Address Line 1:	424 Church Street		
Address Line 2:	Suite 2800		
Address Line 4:	Nashville, TENNESSEE 37219		
ATTORNEY DOCKET NUMBER:	9337-23		
NAME OF SUBMITTER:	Micol Cecchi		
Signature:	/Micol Cecchi/		
Date:	07/07/2006		

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REEL: 003343 FRAME: 0883

Total Attachments: 2

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CERTIFICATE OF CONVERSION

of

South Central Pool Supply, Inc.

into

SCP Distributors LLC

(Filed Pursuant to Section 266 of the
Delaware General Corporation Law)

1. The name of the Delaware corporation to be converted to a Delaware limited liability company hereunder is South Central Pool Supply, Inc. (the "Corporation").
2. The Corporation was originally incorporated under the name of SCP Acquisition Corp., which filed the Corporation's original certificate of incorporation with the Delaware Secretary of State on November 18, 1993.
3. Effective as of December 31, 2000, the Corporation shall be converted into SCP Distributors LLC, a Delaware limited liability company.
4. The conversion of the Corporation to a Delaware limited liability company hereunder has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law, and a certificate of formation of SCP Distributors LLC has been filed with the Delaware Secretary of State in connection with the filing of this certificate of conversion.

IN WITNESS WHEREOF, this certificate of conversion has been executed by the Corporation, acting through its duly authorized officer, on this 11th day of December, 2000.

SOUTH CENTRAL POOL SUPPLY, INC.

By: Craig K. Hubbard
Craig K. Hubbard
Chief Financial Officer, Secretary and Treasurer

12/18/2000

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "SOUTH CENTRAL POOL SUPPLY, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SOUTH CENTRAL POOL SUPPLY, INC." TO "SCP DISTRIBUTORS LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2000, AT 6:27 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.

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[Signature]

Edward J. Freel, Secretary of State

AUTHENTICATION: 0863602

DATE: 12-19-00

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RECORDED: 07/07/2006