

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Balboa Instruments, Inc.		05/31/2007	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Dymas Funding Company, LLC
Street Address:	One North Franklin
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60661
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	1894981	BALBOA
Registration Number:	1898732	
Registration Number:	1917797	ECO-MATIC
Registration Number:	2364630	BALBOA ON BOARD!
Registration Number:	2553650	PHAZER
Registration Number:	2566518	M-7 SERIES POWER SYSTEMS
Registration Number:	2598703	POOL SERIES BY BALBOA
Registration Number:	2680875	PHAZER
Registration Number:	2739734	PRESTIGE
Registration Number:	2739735	SUV M7
Registration Number:	2785947	BALBOA DOLPHIN
Registration Number:	2952685	F.A.S.T.
Registration Number:	3055870	MOODEFX
Registration Number:	3071085	HEATEFX

CH \$690.00 1894981

Registration Number:	3193230	ECOMATIC
Registration Number:	2606272	ONE SHOT
Registration Number:	2616129	
Registration Number:	2689598	BIOQUEST
Registration Number:	2704559	HALOSENSE
Serial Number:	78848217	ECOFOUNTAIN
Serial Number:	78890448	ECOPOOL
Serial Number:	78890457	ECOPOND
Serial Number:	78890462	ECOTUB
Serial Number:	78890483	ECOCOMM
Serial Number:	78890493	ECOWAVE
Serial Number:	78890508	ECOSERIES
Serial Number:	77076279	POOLUX

CORRESPONDENCE DATA

Fax Number: (312)577-4782
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312.577.8525
Email: terese.scholl@kattenlaw.com
Correspondent Name: KATTEN MUCHIN ROSENMAN
Address Line 1: 525 WEST MONROE STREET
Address Line 4: Chicago, ILLINOIS 60661

NAME OF SUBMITTER:	Terese Scholl
Signature:	/Terese Scholl/
Date:	05/31/2007

Total Attachments: 3
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GRANT OF SECURITY INTEREST

TRADEMARKS

WHEREAS, Balboa Instruments, Inc. (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement dated May 31, 2007 (as the same has been and hereafter may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of Dymas Funding Company, LLC, in its capacity as Administrative Agent for certain lenders (the "Assignee");


WHEREAS, pursuant to the Security Agreement, the Assignor has granted to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby grant unto the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of May 31, 2007.

BALBOA INSTRUMENTS, INC., a California corporation

By: 
Name: _____
Title: _____

Assignment for Security - Trademarks

TRADEMARK
REEL: 003552 FRAME: 0385

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Trademark (US)</u>	<u>Serial No.</u>
1894981	05/23/95	BALBOA	74524535
1898732	06/13/95	sunburst design	74524542
1917797	09/12/95	ECO-MATIC	74521484
2364630	07/04/00	BALBOA ON BOARD!	75793878
2553650	03/26/02	PHAZER	75905984
2566518	05/07/02	M-7 SERIES POWER SYSTEMS	75905982
2598703	07/23/02	POOL SERIES BY BALBOA	75905983
2680875	01/28/03	Phazer design	76401601
2739734	07/22/03	PRESTIGE	76373950
2739735	07/22/03	SUV M7	76373951
2785947	11/25/03	BALBOA DOLPHIN	76465843
2952685	05/17/05	F.A.S.T.	76522839
3055870	01/31/06	MOODEFX	76475121
3071085	03/21/06	HEATEFX	78600996
3193230	01/02/07	ECOmatic	78817451
Notice of Allowance issued 1/2/07		ECOfountain	78848217
Notice of Allowance issued 4/03/07		ECOpool	78890448
Notice of Allowance issued 4/03/07		ECOpond	78890457
Notice of Allowance issued 4/03/07		ECOtub	78890462
Notice of Allowance issued 4/03/07		ECOcomm	78890483
Notice of Allowance issued 3/27/07		ECOWave	78890493
Notice of Allowance issued 4/03/07		ECOSeries	78890508
	Filed on January 4, 2007	Poolux	77076279
2606272	08/13/02	ONE SHOT	75494963
2616129	09/10/02	Circle design	75494372
2689598	02/25/03	BIOQUEST	75494373
2704559	04/08/03	HALOSENSE	76437147