

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/11/1997

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Leslie's Poolmart		06/11/1997	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Leslie's Poolmart, Inc.
Street Address:	3925 E. Broadway Road, Suite 100
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85040
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1489780	CHLOR BRITE II

CORRESPONDENCE DATA

Fax Number: (602)734-3750
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 602.262.5311
 Email: TRADEMARKS@LRLAW.COM
 Correspondent Name: Christy L.E. Hubbard
 Address Line 1: 40 N. Central Avenue, Suite 1900
 Address Line 4: Phoenix, ARIZONA 85004

ATTORNEY DOCKET NUMBER:	41769-2
NAME OF SUBMITTER:	Christy L.E. Hubbard
Signature:	/CHRISTY L.E. HUBBARD/

Date:

10/10/2007

Total Attachments: 2

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PRICKETT, JONES-CORP

FAX NO. 3028886333

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CERTIFICATE OF MERGER
OF
LESLIE'S POOLMART
INTO
LPM HOLDINGS, INC.
(Pursuant to 8 Del. C. § 252)

LPM HOLDINGS, INC., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:

- (a) Leslie's Poolmart, a California corporation; and
- (b) LPM Holdings, Inc., a Delaware corporation.

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law.

3. The surviving corporation shall be LPM Holdings, Inc., the name of which shall be changed to "Leslie's Poolmart, Inc." on the date on which the merger is effective, as provided in Item 4 below.

4. On the date on which the merger is effective, Article I of the Certificate of Incorporation of LPM Holdings, Inc. shall be amended to read in its entirety as follows:

"The name of this Corporation is: Leslie's Poolmart, Inc."

The Certificate of Incorporation of LPM Holdings, Inc., as so amended and in effect on the date on which the merger is effective, shall be the Certificate of Incorporation of LPM Holdings, Inc. as the surviving corporation without further change or amendment until further amended in accordance with the provisions thereof and applicable law.

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5. The executed Agreement of Merger is on file at an office of LPM Holdings, Inc. located at:

20630 Plummer St.
Chatsworth, California 91311

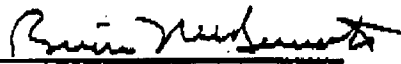
6. A copy of the Agreement of Merger will be furnished by LPM Holdings, Inc., on request and without cost, to any stockholder of any of the constituent corporations.

7. The authorized capital stock of Leslie's Poolmart, a California corporation, is 40,000,000 shares of Common Stock and 1,000,000 shares of Preferred Stock.

IN WITNESS WHEREOF, LPM HOLDINGS, INC. has caused this certificate to be executed by a duly authorized officer as of this 11 day of June, 1997.

LPM HOLDINGS, INC.,
a Delaware corporation

By:


Brian P. McDermott
President and Chief
Executive Officer