

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
H-Tech, Inc.		12/19/2007	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: 74

Property Type	Number	Word Mark
Registration Number:	2184852	AQUABUG
Registration Number:	2114157	SKIM-MASTER
Registration Number:	2865720	COLORLOGIC
Registration Number:	1635296	ARNESON
Registration Number:	2921665	HAYWARD ELITE
Registration Number:	1502090	FIRETILE
Registration Number:	1018545	JET-AIR
Registration Number:	1058211	HAYWARD
Registration Number:	1132980	H
Registration Number:	1156989	ARNESON POOL SWEEP
Registration Number:	1207109	H HAYWARD
Registration Number:	1383031	AQUADROID
Registration Number:	1518655	SUPER PUMP

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Registration Number:	1938782	SAFE BLOCK
Registration Number:	2055038	PERFLEX
Registration Number:	2063080	SWIM PRO
Registration Number:	2075752	POWER-FLO
Registration Number:	2124181	NAVIGATOR
Registration Number:	2191368	SMARTDRIVE
Registration Number:	2234984	AQUACRITTER
Registration Number:	2235143	FLOSITE
Registration Number:	2422021	POOL VAC ULTRA
Registration Number:	2723606	SWIM PURE
Registration Number:	2920213	AQUADRIVE
Registration Number:	2838656	VIPER
Registration Number:	1620986	AQUAPILOT
Registration Number:	2961464	HEATPRO
Registration Number:	2996052	PHANTOM
Registration Number:	3101841	POWERFLO MATRIX
Registration Number:	3047028	XSTREAM
Registration Number:	3099241	WANDA THE WHALE
Registration Number:	3077736	DIVER DAVE
Registration Number:	3123348	TOTALLY HAYWARD
Registration Number:	2854349	AQUA LOGIC
Registration Number:	2220090	AQUA PLUS
Registration Number:	2199560	AQUA RITE
Registration Number:	2770932	AQUA SOLAR
Registration Number:	2454049	AQUA TROL
Registration Number:	1600619	GOLDLINE
Registration Number:	3096872	MICRO-TECH
Registration Number:	3156434	TURBO CELL
Registration Number:	3190201	TRISTAR
Registration Number:	3336662	ONE SOURCE. EVERY POOL.
Serial Number:	78780088	AQUA POD
Serial Number:	78798355	HAYWARD POOL PRODUCTS
Serial Number:	78798348	HAYWARD POOL
Serial Number:	78798338	GOLDLINE CONTROLS
Registration Number:	3198500	XSTREAM

Registration Number:	3280886	SWIM PURE PLUS
Registration Number:	3280894	SWIM PURE PLUS
Serial Number:	78844230	COMFORT TEMP
Serial Number:	78959855	AQUA PLUS
Serial Number:	77080969	STRATUM
Serial Number:	77147685	TRISTAR ENERGY SOLUTION
Serial Number:	77146009	POOL HEARTBEAT
Serial Number:	77266276	COLORLOGIC
Serial Number:	77209487	AQUA CONNECT
Serial Number:	77260652	AQUARAY
Serial Number:	77260689	SUNRAY
Serial Number:	77255938	PRO LOGIC
Serial Number:	77260675	KINGRAY
Serial Number:	77285897	TOTAL POOL CHEMISTRY
Serial Number:	77285853	THE BEST EXPERIENCE, AUTOMATICALLY
Serial Number:	77285884	REINVENTING THE POOL EXPERIENCE
Serial Number:	77262601	MAX-FLO II
Serial Number:	77285790	TOTAL POOL MANAGEMENT
Serial Number:	77260876	PHANTOM TURBO
Serial Number:	77260867	PHANTOM TURBO
Serial Number:	77260847	HAYWARD VIIO TURBO
Serial Number:	77260856	HAYWARD VIIO TURBO
Serial Number:	77260823	VIIO TURBO
Serial Number:	77285844	SENSE AND DISPENSE
Serial Number:	77290164	ECOMMAND
Serial Number:	77301993	WORK LESS, PLAY MORE

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: rsmith@mccarter.com, kknoll@mccarter.com
Correspondent Name: Robert W. Smith
Address Line 1: McCarter & English, LLP 100 Mulberry St.
Address Line 2: 4 Gateway Center
Address Line 4: Newark, NEW JERSEY 07101

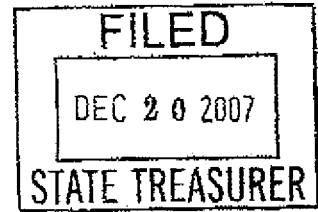
ATTORNEY DOCKET NUMBER:

95563/00001

TRADEMARK

REEL: 003692 FRAME: 0003

NAME OF SUBMITTER:	Robert W. Smith
Signature:	/Robert W. Smith/
Date:	01/08/2008
Total Attachments: 4 source=certificate of merger HTech Inc into Hayward Industries Inc#page1.tif source=certificate of merger HTech Inc into Hayward Industries Inc#page2.tif source=certificate of merger HTech Inc into Hayward Industries Inc#page3.tif source=certificate of merger HTech Inc into Hayward Industries Inc#page4.tif	



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CERTIFICATE OF MERGER

OF

H-TECH, INC.
(a Delaware corporation)

INTO

HAYWARD INDUSTRIES, INC.
(a New Jersey corporation)

To the Department of the Treasury
State of New Jersey

Pursuant to the provisions of Sections 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act, it is hereby certified that:

FIRST: The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Delaware, is H-TECH, Inc. ("H-TECH").

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SECOND: The name of the parent corporation, which is a business corporation organized under the laws of the State of New Jersey, is Hayward Industries, Inc. ("Hayward Industries").

THIRD: The number of outstanding shares of H-TECH is 1,000, all of which are of one class, and all of which are owned by Hayward Industries.

FOURTH: The following is the Plan of Merger for merging H-TECH into Hayward Industries as approved by the Board of Directors of Hayward Industries as of December 19, 2007:

"1. Hayward Industries, Inc., which is a business corporation of the State of New Jersey and is the owner of all of the outstanding shares of H-TECH, Inc., which is a business corporation of the State of Delaware, hereby merges H-TECH, Inc. into Hayward Industries, Inc. pursuant to the provisions of the Delaware General Corporation Law and of the New Jersey Business Corporation Act.

2. The separate existence of H-TECH, Inc. shall cease upon the effective date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Hayward Industries, Inc. shall

continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

3. The issued shares of H-TECH, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and cancelled.

4. The issued shares of Hayward Industries, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Hayward Industries, Inc.

5. The Board of Directors and the proper officers of Hayward Industries, Inc. 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 Plan of Merger or of the merger herein provided for."

FIFTH: Neither the certificate of incorporation of Hayward Industries nor the certificate of incorporation of H-TECH requires the approval of its shareholders to authorize the merger herein certified.

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

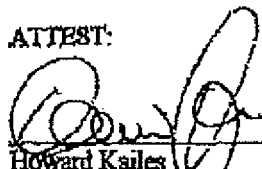
SEVENTH: Hayward Industries will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

EIGHTH: The merger herein certified shall become effective in the State of New Jersey on December 31, 2007.


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Executed as of December 19, 2007

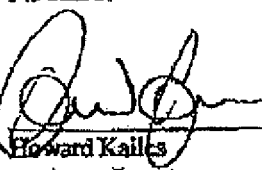
ATTEST:


Howard Kailes
Assistant Secretary


H-TECH, INC.

By 
Andrew J. Diamond
President

ATTEST:


Howard Kailes
Assistant Secretary

HAYWARD INDUSTRIES, INC.

By 
Andrew J. Diamond
Vice President

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CERTIFICATE OF MERGER

OF

H-TECH, INC.

INTO

HAYWARD INDUSTRIES, INC.

Under Section 14A:10-5.1 and 14A:10-7 of the
New Jersey Business Corporation Act

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Fax:

RECORDED: 01/08/2008

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