

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                |
|-----------------------|----------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER         |
| EFFECTIVE DATE:       | 12/31/2009     |

**CONVEYING PARTY DATA**

| Name                        | Formerly | Execution Date | Entity Type             |
|-----------------------------|----------|----------------|-------------------------|
| Hayward Pool Cleaners Corp. |          | 12/17/2009     | CORPORATION: NEW JERSEY |

**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: 4**

| Property Type        | Number   | Word Mark  |
|----------------------|----------|------------|
| Registration Number: | 1107778  | AQUA-VAC   |
| Registration Number: | 2346109  | TIGERSHARK |
| Registration Number: | 3326832  | SKIMSHARK  |
| Serial Number:       | 77544596 | SHARKVAC   |

**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, Esq.  
 Address Line 1: McCater & English, LLP  
 Address Line 2: 100 Mulberry Street, 4 Gateway Center  
 Address Line 4: Newark, NEW JERSEY 07102

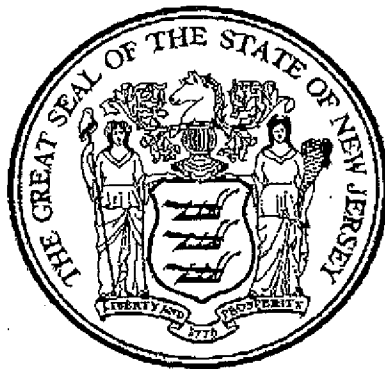
**CH \$115.00 1107778**

|   |                   |
|---|-------------------|
| ATTORNEY DOCKET NUMBER:   | 95563/00001       |
| NAME OF SUBMITTER:  | Robert W. Smith   |
| Signature:  | /Robert W. Smith/ |
| Date:   | 01/28/2010        |
| <b>Total Attachments: 4</b><br>source=Certificate of Merger (NJ) of Hayward Pool Cleaners Corp. into Hayward Industries Inc. (file-stampe#page1.tif<br>source=Certificate of Merger (NJ) of Hayward Pool Cleaners Corp. into Hayward Industries Inc. (file-stampe#page2.tif<br>source=Certificate of Merger (NJ) of Hayward Pool Cleaners Corp. into Hayward Industries Inc. (file-stampe#page3.tif<br>source=Certificate of Merger (NJ) of Hayward Pool Cleaners Corp. into Hayward Industries Inc. (file-stampe#page4.tif |                   |

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)

HAYWARD INDUSTRIES, INC.

I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
Certificate of Merger  
Filed in this office  
December 29, 2009  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.



Certificate Number: 116050593

Verify this certificate online at

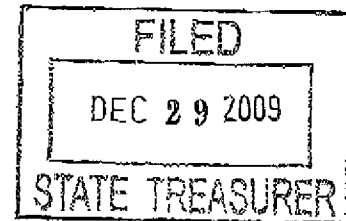
[https://www1.state.nj.us/TYTR\\_StandingCert/ISP/Verify\\_Cert.jsp](https://www1.state.nj.us/TYTR_StandingCert/ISP/Verify_Cert.jsp)

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed  
my Official Seal at Trenton, this  
29th day of December, 2009

A handwritten signature in black ink, appearing to read "R. David Rousseau", written over a horizontal line.

R. David Rousseau  
State Treasurer

**CERTIFICATE OF MERGER**  
**OF**  
**HAYWARD POOL CLEANERS CORP.**  
**INTO**  
**HAYWARD INDUSTRIES, INC.**



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

Pursuant to the provisions of Section 14A:10-5.1 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 New Jersey, is Hayward Pool Cleaners Corp. ("Hayward Pool Cleaners").

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

**THIRD:** The number of outstanding shares of Hayward Pool Cleaners is 100 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 Hayward Pool Cleaners into Hayward Industries as approved by the Board of Directors of Hayward Industries on December 17<sup>th</sup>, 2009:

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 Hayward Pool Cleaners Corp. which is also a business corporation of the State of New Jersey, hereby merges Hayward Pool Cleaners Corp. into Hayward Industries, Inc., pursuant to the provisions of the New Jersey Business Corporation Act.

2. The separate existence of Hayward Pool Cleaners Corp. shall cease upon the effective date of the merger pursuant to the provisions of the New Jersey Business Corporation Act; and Hayward Industries, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of said New Jersey Business Corporation Act.

3. The issued shares of Hayward Pool Cleaners Corp. 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.

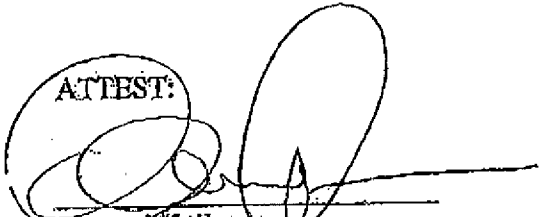
5. The Board of Directors and the proper officers of Hayward Industries, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, 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 Hayward Pool Cleaners requires the approval of its shareholders to authorize the merger herein certified.

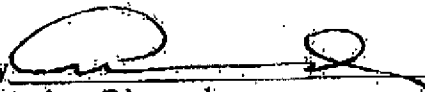
**SIXTH** Hayward Industries will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

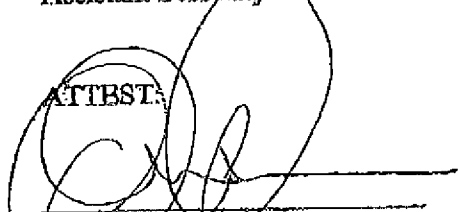
**SEVENTH:** The merger herein certified shall become effective in the State of New Jersey on December 31, 2009.

Executed as of December 17<sup>th</sup>, 2009

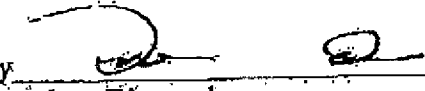
ATTEST:  
  
Howard Kailles  
Assistant Secretary

HAYWARD POOL CLEANERS CORP.

By   
Andrew Diamond  
Vice President

ATTEST:  
  
Howard Kailles  
Assistant Secretary

HAYWARD INDUSTRIES, INC.

By   
Andrew Diamond  
Vice President

**CERTIFICATE OF MERGER**  
**OF**  
**HAYWARD POOL CLEANERS CORP.**  
**INTO**  
**HAYWARD INDUSTRIES, INC.**

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

ME19313915v.1