

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/23/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Zodiac Pool Care, Inc.	FORMERLY Polaris Pool Systems, Inc.; Polaris Pool Holding Corp.; Pool Acquisition Corp.; Baracuda International Corporation; Baracuda International, Inc.; Baracuda Acquisition Corp.	09/23/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Zodiac Pool Systems, Inc.
Composed Of:	COMPOSED OF Zodiac Pool Care, Inc. and Zodiac Pool Systems, Inc.
Street Address:	6000 Condor Drive
City:	Moorpark
State/Country:	CALIFORNIA
Postal Code:	93021
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 74

Property Type	Number	Word Mark
Serial Number:	78474077	ATV
Serial Number:	75846865	AUTOCLEAR
Serial Number:	73667757	BARACUDA
Serial Number:	77967085	BARACUDA MX
Serial Number:	74273923	CARETAKER 99
Serial Number:	73403099	CAROUSEL ROTO-JET
Serial Number:	78600297	CENSE
Serial Number:	74678589	CLEARVISION
Serial Number:	76077586	CLEARWATER

CH \$1865.00 78474077

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Serial Number:	77431179	CLUB P
Serial Number:	73464073	CSI
Serial Number:	75576942	CUSTOM FALL
Serial Number:	78123937	DIGILIGHT
Serial Number:	78465240	D'LIGHT
Serial Number:	78216475	DUOCLEAR
Serial Number:	75044520	DUST&VAC
Serial Number:	77348966	EI
Serial Number:	74482204	ENVIRONPOOL
Serial Number:	78275464	EOS
Serial Number:	78344187	EOS
Serial Number:	75479220	FIBERFALL
Serial Number:	78344138	HALCYON
Serial Number:	78359560	INDIGO
Serial Number:	78227905	
Serial Number:	74729214	LEAF CATCHER
Serial Number:	74273924	LEAF TRAPPER
Serial Number:	75571180	MARS
Serial Number:	78081408	MAX TRAX
Serial Number:	78186548	MINIJET
Serial Number:	76206191	NATURE2
Serial Number:	74642644	NATURE 2
Serial Number:	76623130	POLARIS
Serial Number:	78474129	POLARIS D'LIGHT
Serial Number:	78344199	POLARIS EOS
Serial Number:	73031067	POLARIS VAC-SWEEP
Serial Number:	73315254	POLARIS VAC-SWEEP
Serial Number:	73315255	POLARIS VAC-SWEEP
Serial Number:	78419734	POLARISAUTOCLEAR
Serial Number:	78419728	POLARISAUTOCLEARPLUS
Serial Number:	78364926	POLARISQTBLOWER
Serial Number:	74167858	
Serial Number:	75023710	
Serial Number:	78200772	
Serial Number:	78156840	

Serial Number:	78200724	
Serial Number:	78127213	POSITRAX
Serial Number:	75564075	POWER FALL
Serial Number:	78218220	POWERSTREAMS
Serial Number:	76661482	QTC SYSTEM
Serial Number:	75572139	RAINFALL
Serial Number:	75037952	RANGER
Serial Number:	78200748	
Serial Number:	73513433	SPAWAND
Serial Number:	78210109	
Serial Number:	78186561	SUPERTURTLE
Serial Number:	77929385	T5 DUO
Serial Number:	78168434	TANKTRAX
Serial Number:	77348981	TRI
Serial Number:	75940790	TURBO TURTLE
Serial Number:	78200627	
Serial Number:	76169560	ULTRAFLEX
Serial Number:	78186975	UNICOVER
Serial Number:	78194100	UWF
Serial Number:	74349405	VISION
Serial Number:	76331377	WATERDESIGNS
Serial Number:	76331378	WATERMATIC
Serial Number:	78200660	
Serial Number:	78186986	WATERSTARS
Serial Number:	78127210	WIDE TRAX
Serial Number:	78195722	WIDE TRAX
Serial Number:	77752275	X5 DUO
Serial Number:	76661478	X7 QUATTRO
Serial Number:	76410238	YOUR POOL. OUR REPUTATION.
Serial Number:	76528110	ZOOM

CORRESPONDENCE DATA

Fax Number: (949)851-9348

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 949-851-0633

Email: OCIPdocketing@mwe.com

TRADEMARK
REEL: 004288 FRAME: 0273

Correspondent Name: Lynne M.J. Boisineau
Address Line 1: 18191 Von Karman Ave., Suite 500
Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER: 086836-0010 (ZPSI)

NAME OF SUBMITTER: Lynne M.J. Boisineau

Signature: /lynne m.j. boisineau/

Date: 09/28/2010

Total Attachments: 3

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ZODIAC POOL CARE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ZODIAC POOL SYSTEMS, INC." UNDER THE NAME OF "ZODIAC POOL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2010, AT 6:29 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2010, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8252718

DATE: 09-27-10

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004288 FRAME: 0275

CERTIFICATE OF MERGER

of

ZODIAC POOL CARE, INC.
(a Delaware corporation)

with and into

ZODIAC POOL SYSTEMS, INC.
(a Delaware corporation)

Zodiac Pool Systems, Inc., a Delaware corporation (the "Company"), hereby certifies pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law (the "DGCL") as follows:

FIRST: The Company is a corporation organized and existing under the laws of the State of Delaware.

SECOND: Zodiac Pool Care, Inc. ("ZPC") is a corporation organized and existing under the laws of the State of Delaware.

THIRD: The Agreement and Plan of Merger dated September 23rd, 2010 between the Company and ZPC (the "Merger Agreement"), setting forth the terms and conditions of the merger of ZPC with and into the Company (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the DGCL.

FOURTH: The name of the Surviving Corporation shall be "Zodiac Pool Systems, Inc." (the "Surviving Corporation").

FIFTH: The Certificate of Incorporation of the Company as in effect immediately prior to the Merger shall be the Certificate of Incorporation of the Surviving Corporation.

SIXTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address: 6000 Condor Drive, Moorpark, CA 93021.


SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of the constituent corporations.

EIGHTH: This Certificate of Merger, and the Merger provided for herein, shall become effective at 11:59 p.m. EST on September 23rd, 2010.

[Signature Page Follows]

IN WITNESS WHEREOF, Zodiac Pool Systems, Inc. has caused this Certificate of Merger to be signed by its authorized officer this 23rd day of September, 2010.

ZODIAC POOL SYSTEMS, INC.

By: 
Name: Mark Cortell
Title: Vice President – Administration,
General Counsel & Secretary