

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Partial Release of Intellectual Property Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ING Bank N.V., as Security Agent		12/23/2011	Bank: NETHERLANDS

RECEIVING PARTY DATA

Name:	Zodiac Pool Systems, Inc. (f/k/a Zodiac Pool Care, Inc.)
Street Address:	600 Condor Drive
City:	Moorpark
State/Country:	CALIFORNIA
Postal Code:	93021
Entity Type:	CORPORATION: DELAWARE

Name:	Zodiac International SAS
Street Address:	1, quai de Grenelle
City:	Paris
State/Country:	FRANCE
Postal Code:	75015
Entity Type:	COMPANY: FRANCE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2602260	AFTER DARK
Registration Number:	2683504	CLUB POLARIS
Registration Number:	2773412	CV-3
Registration Number:	2583302	LCS
Registration Number:	2716570	LIGHT MAXIMIZER
Registration Number:	2712175	MAGNA DRIVE
Registration Number:	2681044	POLARIS POOL CLEANERS
Registration Number:	2815880	PROFIT INCENTIVE PROGRAM

Registration Number:	2605513	REVOLVE-IT
Registration Number:	2714482	SOL
Registration Number:	2540403	VINYLCARE
Registration Number:	2294686	ZIPPY
Registration Number:	2761672	RIB-STICK

CORRESPONDENCE DATA

Fax Number: (302)636-5454
Phone: 202-408-3121 x2348
Email: jpaterso@cscinfo.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER: 079655-5

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER: Jean Paterson

Signature: /jep/

Date: 02/01/2012

Total Attachments: 6
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Partial Release of Intellectual Property Security Agreements

This Partial Release is executed as of December 23, 2011, by ING BANK N.V., as security agent for the Senior Finance Parties (the "**Security Agent**"), for the benefit of Zodiac International SAS, a company organized under the laws of France ("**ZI**") and Zodiac Pool Systems, Inc., as successor to Zodiac Pool Care, Inc., each a Delaware corporation ("**ZPSI**") and together with ZI, each a "**Grantor**" and collectively the "**Grantors**").

WITNESSETH:

WHEREAS, pursuant to (i) an Intellectual Property Security Agreement dated as of September 27, 2007 (the "**ZI IPSA**") between ZI and the Security Agent, which IP Security Agreement was recorded in the U.S. Patent and Trademark Office (the "**Office**") on October 2, 2007, at Reel 3632, Frame 0390, and (ii) an Intellectual Property Security Agreement dated as of September 27, 2007 (the "**ZPSI ISA**" and together with the ZI IPSA, collectively, the "**IP Security Agreements**") between ZPSI and the Security Agent, which IP Security Agreement was recorded in the Office on October 2, 2007, at Reel 3632, Frame 0519, the Grantors have granted a security interest in its right, title and interest in and to the intellectual property listed in Schedule 1 and any rights in relation thereto (the "**Intellectual Property**") to the Security Agent, for the benefit of the Senior Finance Parties. Any capitalized term used but not otherwise defined herein shall have the meaning assigned to such term in the applicable IP Security Agreement.

WHEREAS, in connection with a "Permitted Disposal" (as defined in the Senior Facilities Agreement) of certain Intellectual Property Collateral (as described on Schedule 1 hereto, the "**Released IP Collateral**"), the Security Agent to release the security interests created under the IP Security Agreements in the Released IP Collateral, on the terms and conditions set forth in that certain Partial Release of US Security Interests dated as of the date hereof, between the Security Agent, the Grantors and certain other parties thereto.

NOW, THEREFORE, in consideration of the foregoing and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, (a) the Security Agent, acting on behalf of the Senior Finance Parties, hereby releases the security interests over the Released IP Collateral created by the IP Security Agreements, and (b) each Grantor confirms, for the avoidance of doubt, that (i) the security interest in the Intellectual Property Collateral (other than the Released IP Collateral) granted by it to the Security Agent (for its benefit and the benefit of the Senior Finance Parties) as security for the Secured Obligations shall apply to its obligations under the Senior Facilities Agreement and the Intercreditor Deed and shall secure all present and future Secured Obligations which are or will be owing thereunder. The provisions of each IP Security Agreement shall, save as modified by this Agreement, continue in full force and effect.

This Partial Release shall be governed by and construed in accordance with the laws of the State of New York (including, without limitation, Section 5-1401 of the General Obligations Law of the State of New York), without regard to conflict of laws principles that would require application of another law. This Release will be binding upon and inure to the benefit of each party and its successors and assigns.

[Signature page follows.]

ING BANK N.V., as Security Agent

By _____
Name:
Title:

Acknowledged and agreed by:

ZODIAC INTERNATIONAL SAS, as Grantor

By _____
Name:
Title:

ZODIAC POOL SYSTEMS, INC., as Grantor

By Mark Costello
Name: MARK COSTELLO
Title: Chief legal & Administrative officer

**SCHEDULE 1
RELEASED IP COLLATERAL**

Trademarks

Grantor	Mark	Reg. No. or Appln. No.	Date
Zodiac Pool Systems, Inc. (as successor to Zodiac Pool Care, Inc.)	AFTER DARK	2602260	Jul 30, 2002
	CLUB POLARIS	2683504	Feb 4, 2003
	CV-3	2773412	Oct 14, 2003
	LCS	2583302	Jun 18, 2002
	LIGHT MAXIMIZER	2716570	May 13, 2003
	MAGNA DRIVE	2712175	Apr 29, 2003
	POLARIS POOL CLEANERS	2681044	Jan 28, 2003
	PROFIT INCENTIVE PROGRAM	2815880	Feb 17, 2004
	REVOLVE-IT	2605513	Aug 6, 2002
	SOL	2714482	May 6, 2003
	VINYLCARE & Design	2540403	Feb 19, 2002
ZIPPY	2294686	Nov 23, 1999	
Zodiac International SAS	RIB-STICK	2761672	Sep 9, 2003