

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM403136

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	09/30/2016

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Jandy Industries, Inc.		09/30/2016	Corporation: CALIFORNIA

## RECEIVING PARTY DATA

<b>Name:</b>	Zodiac Pool Systems, Inc.
<b>Street Address:</b>	2620 Commerce Way
<b>City:</b>	Vista
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92081
<b>Entity Type:</b>	Corporation: DELAWARE

## PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	1410155	JANDY
Registration Number:	3708329	JANDY
Registration Number:	0861334	LEAF-MASTER
Registration Number:	1710068	NEVER LUBE
Registration Number:	2071682	SHEER DESCENT
Registration Number:	2214981	SPALINK
Registration Number:	1907118	TELE-LINK

## CORRESPONDENCE DATA

Fax Number: 9498519348

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 9498510633

Email: IPDocketOrangeCounty@mwe.com

Correspondent Name: Lynne Boisineau, McDermott Will &amp; Emery

Address Line 1: 4 Park Plaza, Suite 1700

Address Line 4: Irvine, CALIFORNIA 92614

<b>NAME OF SUBMITTER:</b>	Lynne M.J. Boisineau
<b>SIGNATURE:</b>	/lynne m.j. boisineau/

CH \$190.00 1410155

<b>DATE SIGNED:</b>	10/24/2016
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**Total Attachments: 4**  
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# Delaware

The First State

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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 OWNERSHIP, WHICH MERGES:

"JANDY INDUSTRIES, INC.", A CALIFORNIA 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 ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 2016, AT 11:08 O`CLOCK A.M.

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



  
Jeffrey W. Bullock, Secretary of State

3107192 8100M  
SR# 20166013364

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203090818  
Date: 09-30-16

**TRADEMARK**  
**REEL: 005906 FRAME: 0819**

STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP AND MERGER OF FOREIGN CORPORATION  
INTO A DOMESTIC CORPORATION

MERGING

JANDY INDUSTRIES, INC., a California corporation

INTO

ZODIAC POOL SYSTEMS, INC., a Delaware corporation

ZODIAC POOL SYSTEMS, INC., a corporation incorporated on the 5th day of October, 1999, pursuant to Title 8, Section 253 of the Delaware General Corporation Law (the "Corporation"), DOES HEREBY CERTIFY THAT:

**FIRST:** The Corporation owns all of the outstanding shares of capital stock of JANDY INDUSTRIES, INC., a California corporation, which was incorporated on the 1<sup>st</sup> day of October, 1974 pursuant to the provisions of the California General Corporation Law (the "Subsidiary").

**SECOND:** The Board of Directors of the Corporation (the "Board"), duly adopted certain resolutions by consent in lieu of a meeting effective as of the 30 day of September, 2016, including the duly adopted resolutions attached hereto as Exhibit A and incorporated herein by this reference, whereby the Board determined to merge the Subsidiary with and into the Corporation pursuant to Title 8, Section 253 of the Delaware General Corporation Law, with the Corporation being the surviving corporation (the "Merger").


**THIRD:** The Corporation shall be the surviving corporation of the Merger.

**FOURTH:** The Certificate of Incorporation of the Corporation, as in effect immediately prior to the effective time of the Merger, shall be the Certificate of Incorporation of the surviving corporation.

**FIFTH:** That this Certificate of Ownership and Merger (and the Merger referenced herein) shall become effective on September 30, 2016.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by an authorized officer this 30 day of September, 2016.

ZODIAC POOL SYSTEMS, INC.

By:   
Name: David D. McKenery  
Title: Associate General Counsel &  
Corporate Secretary

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:08 AM 09/30/2016  
FILED 11:08 AM 09/30/2016

STATE OF DELAWARE SEPTEMBER 30 2016  
TRADEMARK

REEL: 005906 FRAME: 0820

## EXHIBIT A

### BOARD RESOLUTIONS

WHEREAS, ZODIAC POOL SYSTEMS, INC. owns directly all of the outstanding shares of capital stock of JANDY INDUSTRIES, INC., a California corporation (the "Subsidiary"), which capital stock consists solely of the common stock, par value of \$10.00 per share, of the Subsidiary;

WHEREAS, the Board has deemed it advisable that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), with the Corporation continuing as the surviving corporation of, and assuming all obligations of the Subsidiary in, such merger (the "Merger"), effective at the date and time (the "Effective Time") set forth in the Certificate of Ownership and Merger (the "Certificate of Ownership and Merger") as filed by the Corporation with the Delaware Secretary of State; and

WHEREAS, the Merger, in the event consummated, will have the effects provided for in Section 253 and Section 259 of the DGCL and, accordingly, from and after the Effective Time, the Corporation shall possess all the rights, powers, privileges and franchises and be subject to all of the obligations, liabilities, restrictions, disabilities and duties of the Subsidiary.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation hereby determines that the Merger is advisable and in the best interests of the Corporation and the Merger hereby is approved and authorized in all respects;

RESOLVED FURTHER, that the Subsidiary be merged with and into the Corporation at the Effective Time;

RESOLVED FURTHER, that by virtue of the Merger, the shares of capital stock of the Subsidiary issued and outstanding at the Effective Time shall be cancelled and no consideration shall be issued or paid in respect thereof;

RESOLVED FURTHER, that the Certificate of Incorporation and Bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the certificate of incorporation and bylaws of the Corporation as the surviving corporation of the Merger until amended as provided by law;

RESOLVED FURTHER, that the officers and directors of the Corporation immediately prior to the Merger shall continue as the officers and directors of the Corporation, as the surviving corporation of the Merger;

RESOLVED FURTHER, that each of the President, the Treasurer, the Secretary, any Vice President, any Assistant Secretary, or any other officer of the Corporation designated in writing by one or more of the foregoing officers (each, an "Authorized Officer"), hereby is authorized and directed to (i) execute and acknowledge, in the name and on behalf of the Corporation, the Certificate of Ownership and Merger with respect to the Merger, setting forth, among other things, a copy of the resolutions of the Board authorizing the Merger and the date of their adoption, (ii) if applicable, determine, and set forth in the Certificate of Ownership and

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**REEL: 005906 FRAME: 0821**

Merger, the Effective Time and (iii) cause the Certificate of Ownership and Merger to be filed with the Delaware Secretary of State in accordance with Sections 103 and 253 of the DGCL;

RESOLVED FURTHER, each Authorized Officer hereby is authorized, directed and empowered to execute, deliver and/or perform or cause to be performed any and all other agreements, amendments, assumptions, supplements, instruments, notices, guarantees, indemnities, letters of undertaking, reaffirmations and other documents, in connection with or related to obligations and liabilities of the Subsidiary assumed by the Corporation in the Merger, including obligations of the Subsidiary to its subsidiaries, each in such form and containing such provisions as an Authorized Officer may approve; such approval to be conclusively established by the execution thereof by an Authorized Officer; and

RESOLVED FURTHER, that at any time prior to the Effective Time, the Merger may be amended, modified, terminated or abandoned by the Board.

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