

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Fort Wayne Pools, Inc.		10/01/2004	CORPORATION: INDIANA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Alliance Trading, Inc.		
<b>Street Address:</b>	109 Northpark Blvd.		
<b>City:</b>	Covington		
<b>State/Country:</b>	LOUISIANA		
<b>Postal Code:</b>	70433		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1870997	DON'T JUST DREAM IT.LIVE IT.	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(225)248-3098		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	225-248-2098		
<b>Email:</b>	jwtrademarks@joneswalker.com		
<b>Correspondent Name:</b>	Robert C. Tucker		
<b>Address Line 1:</b>	8555 United Plaza Blvd., 5th Floor		
<b>Address Line 4:</b>	Baton Rouge, LOUISIANA 70809		
<b>NAME OF SUBMITTER:</b>	Robert C. Tucker		
<b>Signature:</b>	/robert c. tucker/		
<b>Date:</b>	03/29/2005		

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Total Attachments: 7  
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**DECLARATION**

I, Manuel J. Perez de la Mesa, make the following Declaration:

1. SCP Pool Corporation, on behalf of itself and its subsidiaries, including Fort Wayne Pools, Inc., executed a Trademark Assignment dated October 1, 2004, between SCP Pool Corporation as Assignor and Alliance Trading, Inc. as Assignee (the "Assignment").
2. At the time of the Assignment, I was President of Fort Wayne Pools, Inc., which was a wholly owned subsidiary of SCP Pool Corporation.
3. Fort Wayne Pools, Inc. authorized SCP Pool Corporation to execute the Assignment on behalf of Fort Wayne Pools, Inc.

The undersigned being warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements and the like may jeopardize the validity of the application or document or any registration resulting therefrom, declares that all statements made of his own knowledge are true; and all statements made on information and belief are believed to be true.



Manuel J. Perez de la Mesa

{B0317481.1}

## TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made effective October 1, 2004 by and among SCP Pool Corporation, a Delaware corporation, on behalf of itself and all of its subsidiaries, (the "Assignor"), and Alliance Trading Inc., a Delaware corporation (the "Assignee").

WHEREAS, Assignor has adopted and is using or intends to use the service marks, trademarks, trade names and/or United States Trademark Registrations identified and set forth on Exhibit A, including variations thereof and any and all common law rights attached thereto (the "Marks"), and the goodwill of the business associated therewith;

WHEREAS, Assignor also has certain rights and interests in the patents identified and set forth on Exhibit A (the "Patents");

WHEREAS, Assignor has previously assigned to Assignee all right, title and interest in and to the Marks and Patents together with the goodwill of the business in connection with which the Marks and Patents are used, including all foreign rights corresponding thereto;

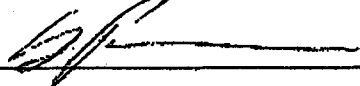
WHEREAS, Assignor desires to reaffirm its prior assignment to Assignee in writing and assign, all right, title, and interest in and to the Marks and Patents together with the goodwill of the business in connection with which the Marks and Patents are used, including all foreign rights corresponding thereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee, each intending to be legally bound, hereby agree as follows:

Assignor does hereby assign, transfer, and set over to Assignee its entire right, title, and interest in and to the Marks and Patents, together with the goodwill of the business in connection with which the Marks and Patents are used, and all registrations and applications therefor in the United States and in all foreign countries, including any renewals and extensions of the registrations that are or may be secured under the laws of the United States and in all foreign countries, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns, or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all claims for damages by reason of past, present, or future infringement or other unauthorized use of the Marks, with the right to sue for and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns, or other legal representatives.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by the undersigned officers duly authorized, effective on the date first mentioned above.

SCP POOL CORPORATION

By: 

Name: Manuel J. Perez de la Mesa

Title: President & CEO

ALLIANCE TRADING, INC.

By: 

Name: Shaleen Lee

Title: Treasurer

**INTELLECTUAL PROPERTY ESTATE**

Marks	Req. No
At Your Service	
Audubon Vinyl Liner Collection	
Backyard Escape	
Backyard Funstore	
ChlorPlex	
Clear Choice	1,702,698
Clor Save	
Commercial Pool Solutions	2,370,030
Cool Covers	1,870,997
Don't Just Dream It, Live It	1,998,246
Edgelight	
Escape To Your Backyard Pool	
Everything But The Water	2,180,388
E-Z Care	1,462,442
EZ-Clor	1,096,431
EZ-Clor	
EZ-Clor	
Fort Wayne Pools	1,596,448
Fort Wayne Pools	
Fort Wayne Pools, Inc.	2,623,428
Funshine	
Garden Leisure	
Garden Leisure Spa Series	
Heldor	1,241,794
Home Vacation Station	
Jack Frost	
Leading Edge	2,595,717
Leisure Step	2,310,233
Patriot Pools	
Pool & Spa	2,399,845
Pool Logic	
Pool Logic	2,326,177
Pool Logic	
Pool Season	2,367,609
Pool Season	
Pool Season	
Poolstyle	
Prestige Swimming Pools	
Propure	1,525,193
Re-Fresh	
Re-Fresh The Choice of Professionals	1,424,489
Regal	2,371,287
Regal	
Regal	
Regatta	
Reliance	1,552,901

INTELLECTUAL PROPERTY ESTATE

Marks	Req. No
Seablue	0,603,196
Seablue	0,656,817
Seablue	
Serenity	
Shock-it	1,082,042
Shockwave	
Signature Pools	
Smart Store	2,725,532
Spa Logic	
Sterling Pools	1,835,140
Summit	
Sunscape	
Super Shock-it	See Shock- H
Super Shockwave	See Shockwave
Supreme	
The Elite Pool	1,524,503
The Premium Pool	1,762,873
Think Clear	
Tranquility	2740994
Ultimate Swimming Pools	
Wave Design	1,083,133
www.SurfThePool.com	2,324,417
Zap Out!	1,243,341
Accent	
Dreamline	
DuraBlend	
DuraStep	
Elysian	
Energy Pro	
Exterior Coordinates	
Feet First	
Frontier Pools	
Garden Stone	
Get A Pool	
Heat Max	
Inverness	
Outback	
Pool & Spa Repair Manual	
Pool Central.com	
Pool Playground.com	
Pool Pro Network	
Pool Pro Network Spas	
Premier	

INTELLECTUAL PROPERTY ESIAIE

Marks	Reg. No
Premium Pools	
Remodel Preferred Remodel Builder	
Sonata	
Stone Tite	
Swimming Pool.com	
Sycamore	
Weatherking Swimming Pools	
Windsor Swimming Pools	
<b>FOREIGN MARKS</b>	
Aqua Genie	1,044,387
Aquagenie	1,037,257
Cascade	1,134,351
Cas-Lok	1,037,255
Genie	1,049,194
Super Pool & Device (Czech Republic)	251565
Super Pool & Device (European Community)	002593267
Super Pool (Switzerland)	499454
Solid' Bric	
Vitalickr	958,904
<b>PATENTS</b>	
Automatic Pool Cover Box	09/703,911
Automatic Pool Cover Box Assembly	10/007,767
Automatic Pool Cover Box Equipment Mounting Assembly	6,769,141
Automatic Pool Cover Box Lid Support Bracket Assembly	10/007,561
Automatic Pool Cover Safety System	6,384,726
End Cap Coping For a Swimming Pool	6,393,632
Swimming Pool Facia	10/005,770
Leading Edge Bar for an Automatic Pool Cover Assembly in a Swimming Pool	6,418,572
<b>CORPORATE LOGOS</b>	
Alliance Trading Inc.	
Superior Pool Products, LLC	
Superior Commerce LLC	
Cypress Inc.	
Poolcorp	



**INTELLECTUAL PROPERTY ESTATE**

Marks	Req. No
SCP	
SCP Distributors LLC	
INTERNAL LOGOS	
Ontrac	
Pooltrac	
Special Forces	