

01-06-2005



RECORDATION TRADEM. ONLY

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To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

American Pools & Fountains, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Citizenship (see guidelines) Texas

Execution Date(s) 12/16/2004; 12/21/2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Perky-Pet Products Company, Inc.

Internal Address: _____

Street Address: 2201 South Wabash Street

City: Denver

State: Colorado

Country: USA Zip: 80231

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

78/187,545

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Timothy J. Martin, P.C.

Internal Address: Suite 200

Street Address: 9250 W. 5th Avenue

City: Lakewood

State: Colorado Zip: 80226

Phone Number: 303-232-3388

Fax Number: 303-232-3288

Email Address: BECKY@TJMLAW.COM

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____ Expiration Date _____

b. Deposit Account Number 13-1940

Authorized User Name Timothy J. Martin, P.C.

9. Signature:

Rebecca A. Gegick
Signature

12-28-2004
Date

Rebecca A. Gegick

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

40.00 DP
01/05/2005 10:00:00 AM
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ASSIGNMENT OF TRADEMARK

Whereas, American Pools & Fountains, Inc. ("American Pools") a Corporation organized and existing under the laws of the state of Texas and located at 3601 Overbrook Drive, Dallas, Texas 75205, has adopted, used and is using a mark **POPUPPONDS** with respect to WATER GARDEN KITS, SOLD TOGETHER AS A UNIT, COMPRISED OF NON-METAL, ARTIFICIAL, COLLAPSIBLE POOLS FOR USE AS DECORATIVE PONDS, LIGHTS, PUMPS, NOZZLES, AERATORS, POWER CORDS AND ARTIFICIAL PLANTS AND AQUATIC LIFE which has been filed with the United States Patent and Trademark Office, and identified as U.S. Serial No. 78/187,545, filed on November 21, 2002;

Whereas, Perky-Pet Products Company, Inc., ("Perky-Pet") a Corporation organized and existing under the laws of the state of Delaware and located at 2201 South Wabash Street, Denver, Colorado 80231 is desirous of acquiring said mark and the registration thereof;

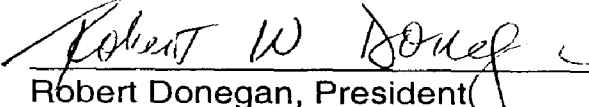
Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, American Pools does hereby assign unto Perky-Pet the said mark, together with the goodwill of the business associated therewith, and the above-identified registration thereof.

Assignor:



James T. Kindley, President
American Pools & Fountains, Inc.

Assignee:

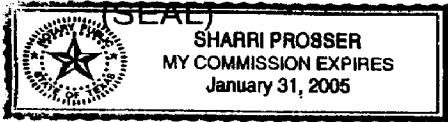


Robert Donegan, President
Perky-Pet Products Company, Inc.

State of Texas)

County of Dallas)

On this 21st day of December, 2004, before me appeared James T. Kindley, President, American Pools & Fountains, Inc., the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of American Pools & Fountains, Inc.



Sharrl Prosser
Notary Public

3101 Lovers Lane
Address

Dallas, Texas 75225
City, State and Zip Code

My Commission Expires: 1/31/05

State of Colorado)

County of Douglas)

On this 16th day of December, 2004, before me appeared Robert Donegan, President, Perky-Pet Products Company, Inc., the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Perky-Pet Products Company, Inc.

(SEAL)

James A. [Signature] Notary Public

10671 WINTERSWERT PL
Address

PARKER, CO 80134
City, State and Zip Code

My Commission Expires: MY COMMISSION EXPIRES
JULY 12, 2008