

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CAT Controllers, Inc.		12/15/2011	CORPORATION: MARYLAND

RECEIVING PARTY DATA

Name:	Hayward Industries, Inc.
Street Address:	620 Division Street
City:	Elizabeth
State/Country:	NEW JERSEY
Postal Code:	07207
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3612163	POOLCOMM
Registration Number:	3626278	CAT CONTROLLERS
Registration Number:	3612167	CAT 1000
Registration Number:	3612168	CAT 2000
Registration Number:	3612169	CAT 4000
Registration Number:	3612170	CAT 5000

CORRESPONDENCE DATA

Fax Number: 9736247070
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 973-622-4444
 Email: rsmith@mccarter.com, kknoll@mccarter.com
 Correspondent Name: Robert W. Smith, Esq.
 Address Line 1: McCarter & English, LLP

CH \$165.00 3612163

Address Line 2: 100 Mulberry Street, 4 Gateway Center
Address Line 4: Newark, NEW JERSEY 07102

ATTORNEY DOCKET NUMBER:	96964/01151
NAME OF SUBMITTER:	Robert W. Smith
Signature:	/Robert W. Smith/
Date:	12/20/2012

Total Attachments: 3
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CERTIFICATE OF MERGER

OF

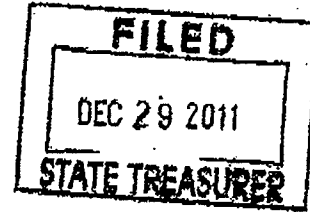
MRG

CAT CONTROLLERS, INC.
(a Maryland corporation)

INTO

HAYWARD INDUSTRIES, INC.
(a New Jersey corporation)

#4465526000



4465526000

To the Department of the Treasury
of the State of New Jersey

Pursuant to the provisions of Sections 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act, it is hereby certified that:

FIRST: The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Maryland, is CAT Controllers, Inc. ("CAT").

SECOND: The name of the parent corporation, which is a business corporation organized under the laws of the State of New Jersey and which is to be the surviving corporation, is Hayward Industries, Inc. ("Hayward").

THIRD: The number of outstanding shares of CAT is 5,000 all of which are of one class, and all of which are owned by Hayward.

FOURTH: The following is the Plan of Merger for merging CAT into Hayward as approved by the Board of Directors of Hayward on December 15, 2011:

"1. Hayward Industries, Inc., which is a business corporation of the State of New Jersey and is the owner of all of the outstanding shares of CAT Controllers, Inc., which is a business corporation of the State of Maryland, hereby merges CAT Controllers, Inc. into Hayward Industries, Inc., pursuant to the provisions of the New Jersey Business Corporation Act and the Maryland General Corporation Law.

2. The separate existence of CAT Controllers, Inc. shall cease upon the effective date of the merger pursuant to the provisions of the New Jersey Business Corporation Act and the Maryland General Corporation Law; and Hayward Industries, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of said New Jersey Business Corporation Act and said Maryland General Corporation Law.

3. The issued shares of CAT Controllers, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and cancelled.

4. The issued shares of Hayward Industries, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Hayward Industries, Inc.

5. The Board of Directors and the proper officers of Hayward Industries, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

FIFTH: Neither the certificate of incorporation of Hayward nor the certificate of incorporation of CAT requires the approval of its shareholders to authorize the merger herein certified.

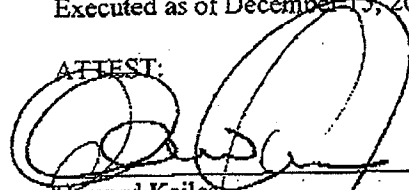
SIXTH: The applicable provisions of the laws of the State of Maryland relating to the merger of CAT into Hayward will have been complied with upon compliance with any of the filing and recording requirements thereof.

SEVENTH: Hayward will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.


EIGHTH: The merger herein certified shall become effective in the State of New Jersey on December 31, 2011.

Executed as of December 15, 2011

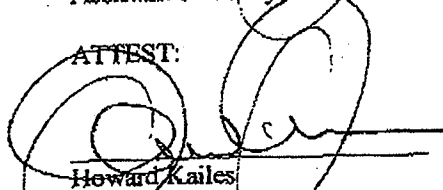
ATTEST:


Howard Kailes
Assistant Secretary


CAT CONTROLLERS, INC.

By 
Andrew Diamond
Vice President

ATTEST:


Howard Kailes
Assistant Secretary

HAYWARD INDUSTRIES, INC.

By 
Andrew Diamond
Vice President

CERTIFICATE OF MERGER

OF

CAT CONTROLLERS, INC.

INTO

HAYWARD INDUSTRIES, INC.

#4465526000

**Under Sections 14A:10-5.1 and 14A:10-7 of the
New Jersey Business Corporation Act**

MEJ 10854187v.1