

B1 (Official Form 1)(1/08)

**United States Bankruptcy Court  
District of Maryland, Baltimore Division**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Waterworks Pools &amp; Spas, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>DBA Waterworks Pools and Spas; DBA Frederick Pools and Spas</b>	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>52-1909273</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>6239 Sykesville Road Sykesville, MD</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>21784</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>Carroll</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

<b>Type of Debtor</b> (Form of Organization) (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></li> <li><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</li> <li><input type="checkbox"/> Partnership</li> <li><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</li> </ul>	<b>Nature of Business</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Health Care Business</li> <li><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</li> <li><input type="checkbox"/> Railroad</li> <li><input type="checkbox"/> Stockbroker</li> <li><input type="checkbox"/> Commodity Broker</li> <li><input type="checkbox"/> Clearing Bank</li> <li><input checked="" type="checkbox"/> Other</li> </ul>	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Chapter 7</li> <li><input type="checkbox"/> Chapter 9</li> <li><input checked="" type="checkbox"/> Chapter 11</li> <li><input type="checkbox"/> Chapter 12</li> <li><input type="checkbox"/> Chapter 13</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</li> </ul>
<b>Tax-Exempt Entity</b> (Check box, if applicable) <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</li> </ul>		<b>Nature of Debts</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</li> <li><input checked="" type="checkbox"/> Debts are primarily business debts.</li> </ul>

<b>Filing Fee</b> (Check one box) <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Full Filing Fee attached</li> <li><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</li> <li><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</li> </ul>	<b>Chapter 11 Debtors</b> Check one box: <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</li> <li><input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</li> </ul> Check if: <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</li> </ul> Check all applicable boxes: <ul style="list-style-type: none"> <li><input type="checkbox"/> A plan is being filed with this petition.</li> <li><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</li> </ul>
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**Statistical/Administrative Information**

Debtor estimates that funds will be available for distribution to unsecured creditors.  
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors										
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	100,001-500,000	OVER 500,000

Estimated Assets										
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	\$1 billion to \$5 billion	More than \$5 billion

Estimated Liabilities										
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	\$1 billion to \$5 billion	More than \$5 billion

THIS SPACE IS FOR COURT USE ONLY

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Waterworks Pools &amp; Spas, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>- None -</b>		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>- None -</b>		Case Number:	Date Filed:
District:		Relationship:	Judge:
<b>Exhibit A</b>		<b>Exhibit B</b>	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).	
		<b>X</b> _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b>			
(Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b>			
(Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____			
(Name of landlord that obtained judgment)			
_____			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

**Voluntary Petition**  
 (This page must be completed and filed in every case)

Name of Debtor(s):  
**Waterworks Pools & Spas, Inc.**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
 Signature of Debtor

**X** \_\_\_\_\_  
 Signature of Joint Debtor

\_\_\_\_\_  
 Telephone Number (If not represented by attorney)

\_\_\_\_\_  
 Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
 Signature of Foreign Representative

\_\_\_\_\_  
 Printed Name of Foreign Representative

\_\_\_\_\_  
 Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
 Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
 Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
 Address

**X** \_\_\_\_\_

\_\_\_\_\_  
 Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

**Signature of Attorney\***

**X** /s/ Gary R. Greenblatt - Bar No.  
 Signature of Attorney for Debtor(s)

Gary R. Greenblatt - Bar No. 02870  
 Printed Name of Attorney for Debtor(s)

Mehlman, Greenblatt & Hare, LLC  
 Firm Name

723 South Charles Street  
Suite LL3  
Baltimore, MD 21230

\_\_\_\_\_  
 Address

(410) 547-0300 Fax: (410) 547-7474  
 Telephone Number

April 29, 2009  
 Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** /s/ Richard P. Zimmerman  
 Signature of Authorized Individual

Richard P. Zimmerman  
 Printed Name of Authorized Individual

President  
 Title of Authorized Individual

April 29, 2009  
 Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court**  
**District of Maryland, Baltimore Division**

In re Waterworks Pools & Spas, Inc.

Debtor(s)

Case No. \_\_\_\_\_

Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
BioGuard P.O. Box 300002 Lawrenceville, GA 30049-1002	BioGuard P.O. Box 300002 Lawrenceville, GA 30049-1002			108,465.65
Russell Brown 98 Los Alamitos Circle Hanover, PA 17331	Russell Brown 98 Los Alamitos Circle Hanover, PA 17331	Judgment entered 4/3/09		73,064.27
Columbia Bank 7188 Columbia Gateway Drive Columbia, MD 21046-2132	Columbia Bank 7188 Columbia Gateway Drive Columbia, MD 21046-2132			45,374.24
BB&T Bank P.O. Box 580003 Charlotte, NC 28258-0363	BB&T Bank P.O. Box 580003 Charlotte, NC 28258-0363			11,073.56
Harleysville Insurance 355 Maple Avenue Harleysville, PA 19438-2297	Harleysville Insurance 355 Maple Avenue Harleysville, PA 19438-2297			9,330.00
The Baltimore Sun 501 N. Calvert Street Baltimore, MD 21278-0001	The Baltimore Sun 501 N. Calvert Street Baltimore, MD 21278-0001			5,674.60
Timchula & Smith 181 East Main Street Westminster, MD 21157	Timchula & Smith 181 East Main Street Westminster, MD 21157			5,302.05
W.W. Adcock 305 Najoles Road Millersville, MD 21108	W.W. Adcock 305 Najoles Road Millersville, MD 21108			4,886.83
Gary Bancroft 1195 Uniontown Road Westminster, MD 21158	Gary Bancroft 1195 Uniontown Road Westminster, MD 21158	Judgment entered		3,923.00
Internal Revenue Service Centralized Insolvency Office P.O. Box 21126 Philadelphia, PA 19114-0326	Internal Revenue Service Centralized Insolvency Office P.O. Box 21126 Philadelphia, PA 19114-0326	4/19/09 941		3,605.30
Master Spas 6927 Lincoln Parkway Fort Wayne, IN 46804	Master Spas 6927 Lincoln Parkway Fort Wayne, IN 46804			2,114.95

B4 (Official Form 4) (12/07) - Cont.

In re Waterworks Pools & Spas, Inc.

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
State of Maryland Comptroller of Maryland Revenue Administration Division Annapolis, MD 21411-0001	State of Maryland Comptroller of Maryland Revenue Administration Division Annapolis, MD 21411-0001	4/19/09 Withholding		980.69
IWIF P.O. Box 17076 Baltimore, MD 21297-0421	IWIF P.O. Box 17076 Baltimore, MD 21297-0421			892.00
Baystate Pools 6700 Moravia Park Drive Rosedale, MD 21237	Baystate Pools 6700 Moravia Park Drive Rosedale, MD 21237			877.04
Verizon Wireless P.O. Box 17120 Tucson, AZ 85731-7120	Verizon Wireless P.O. Box 17120 Tucson, AZ 85731-7120			647.45
Pleatco 28 Garvies Point Road Glen Cove, NY 11542	Pleatco 28 Garvies Point Road Glen Cove, NY 11542			489.53
Vinny's Towing and Recovery 6039 Mt. Phillip Road Frederick, MD 21703	Vinny's Towing and Recovery 6039 Mt. Phillip Road Frederick, MD 21703			300.00
Verizon P.O. Box 660720 Dallas, TX 75266-0720	Verizon P.O. Box 660720 Dallas, TX 75266-0720			258.77
Area Refuse Service P.O. Box 219 Woodbine, MD 21797	Area Refuse Service P.O. Box 219 Woodbine, MD 21797			253.70
State of Maryland Comptroller of Maryland Revenue Administration Division Annapolis, MD 21411-0001	State of Maryland Comptroller of Maryland Revenue Administration Division Annapolis, MD 21411-0001	7/31/09 Unemployment		176.63

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date April 29, 2009Signature /s/ Richard P. Zimmerman

**Richard P. Zimmerman**  
**President**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
District of Maryland, Baltimore Division**

In re Waterworks Pools & Spas, Inc.

Debtor(s)

Case No.

Chapter

11

**VERIFICATION OF CREDITOR MATRIX**

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: April 29, 2009

/s/ Richard P. Zimmerman

Richard P. Zimmerman/President

Signer/Title

Allegra Printing & Imaging  
5401 New Expansion Drive  
Sykesville, MD 21784

Area Refuse Service  
P.O. Box 219  
Woodbine, MD 21797

Baystate Pools  
6700 Moravia Park Drive  
Rosedale, MD 21237

BB&T Bank  
P.O. Box 580003  
Charlotte, NC 28258-0363

BioGuard  
P.O. Box 300002  
Lawrenceville, GA 30049-1002

Bradford W. Warbasse, Esquire  
9199 Reisterstown Road  
Suite 103-B  
Owings Mills, MD 21117

Clerk, Circuit Court for Carroll County  
Business License Division  
55 N. Court Street  
Westminster, MD 21157-5155

Columbia Bank  
7188 Columbia Gateway Drive  
Columbia, MD 21046-2132

Gary Bancroft  
1195 Uniontown Road  
Westminster, MD 21158

Harleysville Insurance  
355 Maple Avenue  
Harleysville, PA 19438-2297

Internal Revenue Service  
Centralized Insolvency Office  
P.O. Box 21126  
Philadelphia, PA 19114-0326

IWIF  
P.O. Box 17076  
Baltimore, MD 21297-0421

Master Spas  
6927 Lincoln Parkway  
Fort Wayne, IN 46804

Pleatco  
28 Garvies Point Road  
Glen Cove, NY 11542

Quill  
P.O. Box 37600  
Philadelphia, PA 19101-0600

Richard P. Zimmerman  
14689 Oak Orchard Road  
New Windsor, MD 21776

Roaring Springs  
P.O. Box 4897  
Gettysburg, PA 17325

Russell Brown  
98 Los Alamitos Circle  
Hanover, PA 17331

Spa Part Plus  
7175 E. Second Street  
Prescott Valley, AZ 86314

State of Maryland  
Comptroller of Maryland  
Revenue Administration Division  
Annapolis, MD 21411-0001

State of Maryland  
Sales and Use Tax Division  
301 W. Preston Street, Room 409  
Baltimore, MD 21201

The Baltimore Sun  
501 N. Calvert Street  
Baltimore, MD 21278-0001

Timchula & Smith  
181 East Main Street  
Westminster, MD 21157

Verizon  
P.O. Box 660720  
Dallas, TX 75266-0720

Verizon Wireless  
P.O. Box 17120  
Tucson, AZ 85731-7120

Vinny's Towing and Recovery  
6039 Mt. Phillip Road  
Frederick, MD 21703



W.W. Adcock  
305 Najoles Road  
Millersville, MD 21108

ZIM's, Inc.  
14689 Oak Orchard Road  
New Windsor, MD 21776

**WATERWORKS POOLS AND SPAS, INC.**

**RESOLUTIONS ADOPTED BY INFORMAL ACTION OF SHAREHOLDERS**

Waterworks Pools and Spas, Inc., a Maryland corporation, (the "Company"), hereby take the actions and adopt the resolutions set forth below, and obtains the consent and approval of the shareholders of the Company, by unanimous consent effective this 29th day of April, 2009, viz:

**RESOLVED:** That the Company seeks the protection of Chapter 11 of the United States Bankruptcy Code; and

**FURTHER RESOLVED:** That Constance M. Hare, Gary R. Greenblatt, and Mehlman, Greenblatt & Hare, LLC, be retained as counsel to represent the Company in connection with said Chapter 11 bankruptcy proceedings; and

**FURTHER RESOLVED:** That the president of the Company be and he is hereby authorized and directed on behalf of the Company to take all actions and execute all documents on behalf of the Company deemed necessary or advisable for the reorganization of the Company under Chapter 11 of the Bankruptcy Code; and

**FURTHER RESOLVED:** That Richard P. Zimmerman, President, be and he is hereby expressly authorized and directed on behalf of the Company to: (i) prepare and file the Company's petition under Chapter 11 of the United States Bankruptcy Code; (ii) execute all other papers necessary or advisable in connection with such Chapter 11 proceedings; (iii) appear in the United States Bankruptcy Court for the District of Maryland on behalf of the Company; and (iv) to do any and all other acts and take any other steps in the name of and on behalf of the Company as may be necessary or appropriate in connection with such Chapter 11 bankruptcy proceedings.

**IN WITNESS WHEREOF,** the undersigned, constituting the shareholders of the Company have signed these Resolutions, effective as of this 29th day of April, 2009.

/s/ Richard P. Zimmerman

Richard P. Zimmerman, President and sole shareholder