

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM485422

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	FIRST AMENDMENT TO PATENT AND TRADEMARK SECURITY AGREEMENT		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
S.R. SMITH, LLC		08/08/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	CHAMPLAIN CAPITAL PARTNERS II, L.P., AS COLLATERAL AGENT		
Street Address:	C/O CHAMPLAIN CAPITAL MANAGEMENT, LLC		
Internal Address:	1 POST STREET, SUITE 925		
City:	SAN FRANCISCO		
State/Country:	CALIFORNIA		
Postal Code:	94104		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	87612514	AQUASOCKET	
Serial Number:	87881144	TRUETREAD	
Serial Number:	87649292	SWIMWALL SYSTEM	
CORRESPONDENCE DATA			
Fax Number:	8005071602		
<i>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.</i>			
Phone:	2128082700		
Email:	rizzosd@pepperlaw.com		
Correspondent Name:	PEPPER HAMILTON LLP		
Address Line 1:	620 EIGHTH AVENUE		
Address Line 2:	38TH FLOOR		
Address Line 4:	NEW YORK, NEW YORK 10018		
ATTORNEY DOCKET NUMBER:	145955.2		
NAME OF SUBMITTER:	SAMANTHA RIZZO		
SIGNATURE:	/Samantha Rizzo/		
DATE SIGNED:	08/09/2018		

OP \$90.00 87612514

Total Attachments: 3

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**FIRST AMENDMENT TO
PATENT AND TRADEMARK SECURITY AGREEMENT**

THIS FIRST AMENDMENT TO PATENT AND TRADEMARK SECURITY AGREEMENT (the "Amendment"), is dated as of August 8, 2018, and entered into by and between S.R. SMITH, LLC, a Delaware limited liability company ("Grantor"), having a business location at 1017 SW Berg Parkway, Canby, Oregon 97013, and CHAMPLAIN CAPITAL PARTNERS II, L.P., as Collateral Agent ("Agent"), having a business location at c/o Champlain Capital Management, LLC, 1 Post Street, Suite 925, San Francisco, California 94104.

RECITALS

A. Grantor, SRS Holdco, LLC, and the Purchasers from time to time party thereto (the "Purchasers") are parties to that certain Note Purchase Agreement, dated as of March 27, 2017, as amended by that certain letter amendment dated October 23, 2017 and as further amended by that certain Amendment to Note Purchase Agreement and Consent, dated as of the date hereof (as so amended and as may be further amended, supplemented or restated from time to time, the "Note Purchase Agreement"). Capitalized terms used in these recitals have the meanings given to them in the Note Purchase Agreement unless otherwise specified.

B. To induce Purchasers to purchase the Notes under the Note Purchase Agreement, Grantor entered into that certain Patent and Trademark Security Agreement, dated as of March 27, 2017, with Agent for the benefit of the Purchasers (the "Agreement").

C. Grantor has requested that Agent modify and amend certain terms of the Agreement as set forth herein.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, it is agreed as follows:

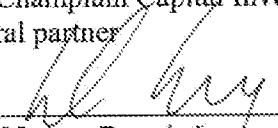
1. Amendment to Exhibit A. Exhibit A to the Agreement is hereby amended by adding the items described on Schedule 1 to this Amendment.
2. No Other Changes. Except as modified by this Amendment, all of the terms and conditions of the Agreement shall remain in full force and effect are hereby ratified and reaffirmed by Grantor.
3. Counterparts. This Amendment may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original and all of which counterparts, taken together, shall constitute one and the same instrument.

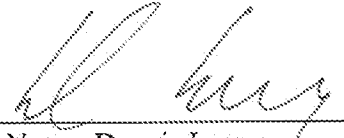
[signatures on next page]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

CHAMPLAIN CAPITAL PARTNERS II, L.P. S.R. SMITH, LLC

By: Champlain Capital Investors II, LLC, its
general partner

By: 
Print Name: Dennis Leary
Title: Manager and Member

By: 
Print Name: Dennis Leary
Title: Vice President

Schedule 1

Additional Patents

Patents and Patent Applications	Description	Patent Number	Patent Issue Date
US Patent	Pool Rail	AS D756,531S	May 17, 2016

Additional Pending Trademarks

Pending Trademarks	Description	Serial Number	File Date
US Trademark	Aquasocket	87612514	9/18/2017
US Trademark	Truetread	87881144	4/17/2018
US Trademark	Swimwall System	87649292	10/17/2017