

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM493065

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Foss Swim School, LLC		10/01/2018	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	WINTRUST BANK
Street Address:	231 South LaSalle Street, 2nd Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60604
Entity Type:	Corporation: ILLINOIS

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Serial Number:	85464396	91° WARM WATER!! FEELS LIKE YOU'RE LEARN
Serial Number:	77850189	BACKFLOAT BABY
Serial Number:	77882540	BREAKTHROUGH CLINIC
Serial Number:	77850202	BUILDING CONFIDENCE THROUGH THE MASTERY
Serial Number:	86730252	CHEEKS
Serial Number:	86708742	DROWNING IS SILENT
Serial Number:	77850215	FAST. FUN! RESULTS!!
Serial Number:	85728625	FASTJETS
Serial Number:	85728645	FASTJETS
Serial Number:	86730165	FOSS SWIM SCHOOL
Serial Number:	88008316	FOSS SWIM SCHOOL
Serial Number:	86730160	FOSS SWIM SCHOOL
Serial Number:	78266439	FOSS SWIM SCHOOL
Serial Number:	86708738	FOSSIBLE
Serial Number:	85482257	GREAT ATHLETES GET MEDALS. GREAT TEACHER
Serial Number:	77882552	LAUGHTER THEN LEARNING THEN CONFIDENCE T
Serial Number:	86730237	NECK
Serial Number:	86730241	PADDLE
Serial Number:	85508459	

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	85508730	PADDLE
Serial Number:	77882598	PROGRESS BUILDER SWIM CAMPS
Serial Number:	85340817	REGISTER TODAY. SWIM TOMORROW!!
Serial Number:	85464415	SWIM TODAY. SAVE TOMORROW!!
Serial Number:	77906191	SWIMMERS GUARANTEED FOSS SWIM SCHOOL
Serial Number:	77725157	SWIMMERS GUARANTEED.
Serial Number:	88008311	SWIMPATH
Serial Number:	85464456	THE BEST LESSONS GET BETTER RESULTS.
Serial Number:	85340805	TRY IT, LEARN IT, LOVE IT!
Serial Number:	85464429	YOU GET WHAT YOU WANT... WE GET YOUR CHI
Serial Number:	86120446	LITTLE FISHES SWIM SCHOOL

CORRESPONDENCE DATA

Fax Number: 3177133699

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.

Phone: 3177133500

Email: efstrademarks@taftlaw.com

Correspondent Name: Christopher A. Deabler

Address Line 1: 425 Walnut Street, Suite 1800

Address Line 4: Cincinnati, INDIANA 45202-3957

NAME OF SUBMITTER: Christopher A. Deabler

SIGNATURE: /Christopher A. Deabler/

DATE SIGNED: 10/08/2018

Total Attachments: 9

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**FIRST AMENDMENT TO CONFIRMATORY GRANT OF
SECURITY INTEREST IN INTELLECTUAL PROPERTY**

THIS FIRST AMENDMENT TO CONFIRMATORY GRANT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY (this “First Amendment”) dated as of October 1, 2018 (the “Effective Date”), is made by **FOSS INTERMEDIATE HOLDINGS, LLC**, a Delaware limited liability company (“FIH”), **FOSS SWIM SCHOOL, LLC**, a Delaware limited liability company (“FSS”), **FOCUS SWIM SCHOOLS, LLC**, a Delaware limited liability company (“FOC”), **FOCUS SYSTEMS, LLC**, a Delaware limited liability company (“SYS”), **FCS INVESTMENTS, LLC**, a Delaware limited liability company (“INV” and together with FIH, FSS, FOC and SYS, collectively, the “Existing Borrower”), and **FOSS STL SWIM SCHOOL, LLC**, a Delaware limited liability (“STL” and collectively with the Existing Borrower, the “Borrower”), in favor of **WINTRUST BANK**, an Illinois corporation (together with its successors and assigns, “Lender”).

A. Existing Borrower and Lender entered into that certain Confirmatory Grant of Security Interest in Intellectual Property (the “Confirmatory Grant”) dated as of February 1, 2018 (the “Original Grant Date”) pursuant to which Existing Borrower granted to Lender a security interest in certain Intellectual Property of the Existing Borrower as set forth thereunder in conjunction with the security interest in Existing Borrower’s assets granted to Lender pursuant to the Loan Agreement (as defined in the Confirmatory Grant).

B. STL is party to the Loan Agreement as of the Effective Date and Borrower and Lender desire to amend the Confirmatory Grant in order for STL to grant and to perfect Lender’s security interest in additional Intellectual Property of STL acquired subsequent to Original Grant Date, as contemplated under Section 8.11 of the Loan Agreement.

In consideration of the premises set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Borrower and Lender (intending to be legally bound) hereby agree as follows:

1. Incorporation of Confirmatory Grant. The Confirmatory Grant and the terms and provisions thereof are hereby incorporated by referenced herein. All capitalized terms used but not defined herein shall have the same meanings herein as in the Confirmatory Grant.

2. Joinder to Confirmatory Grant. STL hereby acknowledges, agrees and confirms that, by its execution of this First Amendment, it will be deemed a party to the Confirmatory Grant, shall have all of the obligations of “Borrower” thereunder as if it had executed the Confirmatory Grant and agrees to be bound by and perform in accordance with all of the terms, provisions, obligations and conditions applicable to Borrower contained in the Confirmatory Grant.

3. Security Interest in Intellectual Property. To secure the complete satisfaction and payment and performance when due (or declared due in accordance with the terms of the Loan Agreement) of the Liabilities, STL hereby confirms its grant to Lender of a continuing security interest in and to any and all of STL’s right, title and interest in and to all of its Intellectual Property (with effect as of the Effective Date and thereafter).

4. Amendment of Confirmatory Grant. The Confirmatory Grant is hereby amended by replacing Exhibit B attached thereto on the Original Grant Date with Exhibit B attached hereto in substitution therefor, effective as of the Effective Date, with respect to the Intellectual Property set forth thereunder.

5. Limited Effect. Except as expressly provided herein, the Confirmatory Grant shall remain unmodified and in full force and effect and is hereby ratified and confirmed by Borrower.

6. GOVERNING LAW. THIS FIRST AMENDMENT SHALL BE DEEMED TO HAVE BEEN MADE IN THE STATE OF ILLINOIS AND THE VALIDITY OF THIS FIRST AMENDMENT, ITS CONSTRUCTION, INTERPRETATION AND ENFORCEMENT, AND THE RIGHTS AND OBLIGATIONS OF PARTIES HEREUNDER, SHALL BE DETERMINED UNDER, GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE INTERNAL LAWS OF THE STATE OF ILLINOIS, WITHOUT REGARD TO CONFLICTS OF LAW OR CHOICE OF LAW PRINCIPLES.

7. Counterparts. This First Amendment may be signed in one or more counterparts, but all of such counterparts taken together shall constitute and be deemed to be one and the same instrument. A signature hereto sent or delivered by facsimile or other electronic transmission shall be as legally binding and enforceable as a signed original for all purposes.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have duly executed this First Amendment as of the date first written above.

FOSS INTERMEDIATE HOLDINGS, LLC

By: 
Name: Susan Foss
Its: Chief Executive Officer

FOSS SWIM SCHOOL, LLC

By: 
Name: Jonathan Foss
Its: Chairman & Chief Executive Officer

FOCUS SWIM SCHOOLS, LLC

By: 
Name: Jonathan Foss
Its: Chairman & Chief Executive Officer

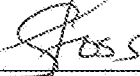
FOCUS SYSTEMS, LLC

By: 
Name: Jonathan Foss
Its: Chairman & Chief Executive Officer

FCS INVESTMENTS, LLC

By: 
Name: Jonathan Foss
Its: Chairman & Chief Executive Officer

FOSS STL SWIM SCHOOL, LLC

By: 
Name: Susan Foss
Its: Chief Executive Officer

Agreed and Accepted:

WINTRUST BANK

By: _____
Name: Scott Bachmann
Its: Vice President

*Signature Page to
First Amendment to Confirmatory Grant of Security Interest in Intellectual Property*

IN WITNESS WHEREOF, the undersigned have duly executed this First Amendment as of the date first written above.

FOSS INTERMEDIATE HOLDINGS, LLC

By: _____
Name: Susan Foss
Its: Chief Executive Officer

FOSS SWIM SCHOOL, LLC

By: _____
Name: Jonathan Foss
Its: Chairman & Chief Executive Officer

FOCUS SWIM SCHOOLS, LLC

By: _____
Name: Jonathan Foss
Its: Chairman & Chief Executive Officer

FOCUS SYSTEMS, LLC

By: _____
Name: Jonathan Foss
Its: Chairman & Chief Executive Officer

FCS INVESTMENTS, LLC

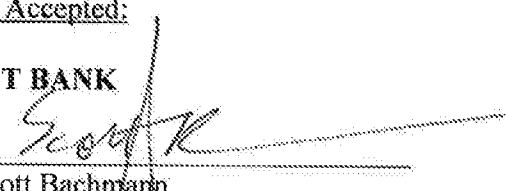
By: _____
Name: Jonathan Foss
Its: Chairman & Chief Executive Officer

FOSS STL SWIM SCHOOL, LLC

By: _____
Name: Susan Foss
Its: Chief Executive Officer


Agreed and Accepted:




WINTRUST BANK





By: 
Name: Scott Bachmann
Its: Vice President


*Signature Page to
First Amendment to Confirmatory Grant of Security Interest in Intellectual Property*

**EXHIBIT B
TRADEMARK REGISTRATIONS & APPLICATIONS**

Mark/Name	Status / Date	Brief Goods / Services	App. No. / Reg. No.	Action
91° WARM WATER!! FEELS LIKE YOU'RE LEARNING IN THE TUB.	Registered 7/3/2012	(Int'l Class: 41) swimming instruction	SN: 85464396 RN: 4167646	Renewal Due 7/3/2022
BACKFLOAT BABY	Registered 8/17/2010 Principal Register - Sec. 2(F) 8 & 15 9/24/2015	(Int'l Class: 41) swimming instruction	SN: 77850189 RN: 3834068	Renewal Due 8/17/2020
BREAKTHROUGH CLINICS	Registered 6/29/2010	(Int'l Class: 41) swimming instruction	SN: 77882540 RN: 3810818	Renewal Due 6/29/2020
BUILDING CONFIDENCE THROUGH THE MASTERY OF SKILLS.	Registered June 8, 2010 Registered 8 & 15 9/24/2015	(Int'l Class: 41) swimming instruction	SN: 77850202 RN: 3799273	Renewal Due 6/8/2020
CHEEKS and Design 	Registered 3/1/2016	(Int'l Class: 41) swimming instruction	SN: 86730252 RN: 4,908,832	8&15 Due 3/1/2022
DROWNING IS SILENT	Registered 9/13/2016	(Int'l Class: 41) swimming instruction	SN: 86708742 RN: 5042567	8&15 Due 9/13/2022
FAST. FUN! RESULTS!!	Registered 6/15/2010 Registered 8 & 15 9/24/2015	(Int'l Class: 41) swimming instruction	SN: 77850215 RN: 3802578	Renewal Due 6/15/2020
FASTJETS FASTjets	Registered 5/7/2013	(Int'l Class: 41) athletic training services; swimming instruction; training services in the field of competitive swimming instruction	SN: 85728625 RN: 4331876	Renewal Due 5/7/2023

Mark/Name	Status / Date	Brief Goods / Services	App. No. / Reg. No.	Action
FASTJETS and Design 	Registered 5/7/2013	(Int'l Class: 41) athletic training services; swimming instruction; training services in the field of competitive swimming instruction	SN: 85728645 RN: 4331880	Renewal Due 5/17/2023
FOSS SWIM SCHOOL	Registered 5/10/2016	(Int'l Class: 41) swimming instruction	SN: 86730165 RN: 4955221	8&15 Due 5/10/2022
FOSS SWIM SCHOOL	Filed 6/20/2018	(Int'l Class: 9) Computer application software for mobile phones and tablet computers, namely, software in the field of swimming instruction for use in monitoring student progress in classes, swimming skills, swimming teams, and for enrolling in swimming classes, allowing students and their families access to their swimming school account (Int'l Class: 42) Allowing temporary use of online non- downloadable software, namely, software in the field of swimming instruction for use in monitoring student progress in classes, swimming skills, swimming teams, and for enrolling in swimming classes, allowing students and their families access to their swimming school account	SN: 88008316	Pending
FOSS SWIM SCHOOL and Design 	Registered 5/10/2016	(Int'l Class: 41) swimming instruction	SN: 86730160 RN: 4955219	8&15 Due 5/10/2022
FOSS SWIM SCHOOL and Design 	Renewed 6/22/2014	(Int'l Class: 41) athletic instruction in the nature of swimming, therapeutic and aquatic exercise instruction from babies to adults	SN: 78266439 RN: 2856043	Renewal Due 6/22/2024

Mark/Name	Status / Date	Brief Goods / Services	App. No. / Reg. No.	Action
FOSSIBLE FOSSIBLE	Registered 9/13/2016	(Int'l Class: 41) swimming instruction	SN: 86708738 RN: 5042566	8&15 Due 9/13/2022
GREAT ATHLETES GET MEDALS. GREAT TEACHERS GET RESULTS.	Registered 7/3/2012	(Int'l Class: 41) swimming instruction	SN: 85482257 RN: 4168036	Allow to Lapse
LAUGHTER THEN LEARNING THEN CONFIDENCE THEN MASTERY.	Registered 6/3/2010 Registered 8 & 15 9/24/2015	(Int'l Class: 41) swimming instruction	SN: 77882552 RN: 3817825	Renewal Due 7/13/2020
NECK and Design 	Registered 3/1/2016	(Int'l Class: 41) swimming instruction	SN: 86730237 RN: 4908830	8&15 Due 3/1/2022
PADDLE and Design 	Registered 3/1/2016	(Int'l Class: 41) swimming instruction	SN: 86730241 RN: 4908831	8&15 Due 3/1/2022
Design Only 	Registered Supplemental Register 3/25/2014	(Int'l Class: 25) t-shirts	SN: 85508459 RN: 4503338	Section 8 Due 3/25/2020
PADDLE and Design 	Registered Supplemental Register 3/25/2014	(Int'l Class: 25) t-shirts	SN: 85508730 RN: 4503339	Section 8 Due 3/25/2020

Mark/Name	Status / Date	Brief Goods / Services	App. No. / Reg. No.	Action
PROGRESS BUILDER SWIM CAMPS	Registered 7/13/2010	(Int'l Class: 41) swimming instruction	SN: 77882598 RN: 3817829	Renewal Due 7/13/2020
REGISTER TODAY. SWIM TOMORROW!!	Registered 1/17/2012	(Int'l Class: 41) swimming instruction	SN: 85340817 RN: 4087494	Renewal Due 1/17/2022
SWIM TODAY. SAVE TOMORROW!!	Registered July 3, 2012	(Int'l Class: 41) swimming instruction	SN: 85464415 RN: 4167647	Allow to Lapse
SWIMMERS GUARANTEED FOSS SWIM SCHOOL and Design 	Registered 7/20/2010 Registered 8 & 15 9/24/2015	(Int'l Class: 41) swimming instruction	SN: 77906191 RN: 3821833	Renewal Due 7/20/2020
SWIMMERS GUARANTEED.	Registered Supplemental Register July 20, 2010 Section 8 Accepted 9/10/2015	(Int'l Class: 41) swimming instruction	SN: 77725157 RN: 3823345	Renewal Due 7/20/2020

Mark/Name	Status / Date	Brief Goods / Services	App. No. / Reg. No.	Action
SWIMPATH	Filed 6/20/2018	(Int'l Class: 9) Computer application software for mobile phones and tablet computers, namely, software in the field of swimming instruction for use in monitoring student progress in classes, swimming skills, swimming teams, and for enrolling in swimming classes, allowing students and their families access to their swimming school account (Int'l Class: 41) swimming instruction (Int'l Class: 42) Allowing temporary use of online non-downloadable software, namely, software in the field of swimming instruction for use in monitoring student progress in classes, swimming skills, swimming teams, and for enrolling in swimming classes, allowing students and their families access to their swimming school account	SN: 88008311	Pending
THE BEST LESSONS GET BETTER RESULTS.	Registered 7/3/2012	(Int'l Class: 41) swimming instruction	SN: 85464456 RN: 4167653	Renewal Due 7/3/2022
TRY IT, LEARN IT, LOVE IT!	Registered 1/17/2012 Registered 8 & 15 7/20/2017	(Int'l Class: 41) swimming instruction	SN: 85340805 RN: 4087492	Renewal Due 1/17/2022
YOU GET WHAT YOU WANT... WE GET YOUR CHILD SWIMMING.	Registered 7/3/2012	(Int'l Class: 41) swimming instruction	SN: 85464429 RN: 4167649	Renewal Due 7/3/2022
Little Fishes Swim School	Registered 12/23/2014	(Int'l Class 41) swim instruction	SN: 86120446 RN: 4658533	Renewal Due 12/23/2024