

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM532210

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		SECURITY INTEREST	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	LLC Entity Type
S.R. SMITH, LLC		07/12/2019	Corporation-DELAWARE
RECEIVING PARTY DATA			
Name:	CHAMPLAIN CAPITAL PARTNERS II, L.P.		
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: 8			
Property Type	Number	Word Mark	
Serial Number:	88310983	BRING YOUR VACATION HOME	
Serial Number:	88214992	M MOD-LITE	
Serial Number:	88214982	M MOD-LITE	
Serial Number:	88140240	MOD-LITE	
Serial Number:	88311024	POOL LOUNGER	
Serial Number:	88141394	POWERPASS	
Serial Number:	88401038	SLIDE AWAY	
Serial Number:	88311028	SLIDEAWAY	
CORRESPONDENCE DATA			
Fax Number:	4124545060		
<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>			
Email:	docketingpgh@pepperlaw.com		
Correspondent Name:	PEPPER HAMILTON LLP		
Address Line 1:	UNION TRUST BUILDING		
Address Line 2:	501 GRANT STREET, SUITE 300		
Address Line 4:	PITTSBURGH, PENNSYLVANIA 15219-4429		
NAME OF SUBMITTER:	KEVIN M. CHRESTAY		

OP: \$215.00 88310983

SIGNATURE:	/Kevin M. Chrestay/
DATE SIGNED:	07/17/2019
Total Attachments: 4 source=145955.5 S.R. SMITH LLC - Security Interest filing 7.17.19#page1.tif source=145955.5 S.R. SMITH LLC - Security Interest filing 7.17.19#page2.tif source=145955.5 S.R. SMITH LLC - Security Interest filing 7.17.19#page3.tif source=145955.5 S.R. SMITH LLC - Security Interest filing 7.17.19#page4.tif	

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

THIS SECOND AMENDMENT TO PATENT AND TRADEMARK SECURITY AGREEMENT (the "Amendment"), is dated as of July 12, 2019, 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, 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 (as amended, supplemented or restated from time to time, 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:

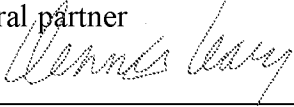
1. Amendment to Exhibit A. Exhibit A to the Agreement is hereby amended by adding the items described on Schedule 1 to this Amendment.
2. No Other Changes. Except as modified by this Amendment, all of the terms and conditions of the Agreement shall remain in full force and effect are hereby ratified 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]

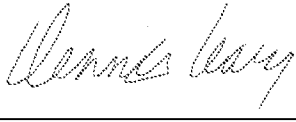
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

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	Filed Date	Patent Issue Date
US Reissue Design Application	Handrail	RE47,041	6/2/2016	9/18/2018
US Reissue Design Application	Handrail	RE46,894	6/9/2017	6/19/2018
US Reissue Design Application	Handrail	RE46,895	6/9/2017	6/19/2018
Pending US Reissue Design Application	Handrail	Appl. No. 29/626,577	11/17/2017	
Pending U.S. Utility application	Diving Board with Composite Tread	Appl No. 15/725,184	10/4/2017	
Pending U.S. Utility application	Starting Platform with Integrated Backstroke Anchor Ledge	Appl No. 62/784,271	12/21/2018	
Pending U.S. Utility application	LED Lighting Device Having Inductive Power Supply for Wireless Power Transfer Inside Threaded Interior Cavity of Standard Spa or Pool Wall Fitting	Appl No. 62/827,750	4/1/2019	
Pending U.S. Design application	Lounger Chair	Appl No. 29/678,532	1/29/2019	
Pending U.S. Utility application	Collapsible and Portable Water Slide for Pools	Appl No. 62/863,194	6/18/2019	
EP Design Registration	Diving Board	003760081-0001	2/20/2017	2/20/2017
EP Design Registration	Diving Board	003760081-0002	2/20/2017	2/20/2017
EP Design Registration	Diving Board	003760081-0003	2/20/2017	2/20/2017
EP Design Registration	Diving Board	003760081-0004	2/20/2017	2/20/2017
EP Design Registration	Diving Board	003760081-0005	2/20/2017	2/20/2017
EP Design Registration	Diving Board	003760081-0006	2/20/2017	2/20/2017
EP Design Registration	Diving Board	003760081-0007	2/20/2017	2/20/2017
AU Patent Application	Diving Board with Composite Tread	2017339357	3/9/2017	
AU Patent	Equipment for Faster Swimming Pools	2001285610	9/13/2001	12/7/2006

Additional Pending Trademarks

Pending Trademarks	Serial Number	File Date
BRING YOUR VACATION HOME	88/310,983	2/21/2019
M MOD-LITE (and Horizontal design)	88/214,992	12/3/2018
M MOD-LITE (and Vertical Design)	88/214,982	12/3/2018
MOD-LITE	88/140,240	10/2/2018
POOL LOUNGER	88/311,024	2/21/2019
POWERPASS	88/141,394	10/3/2018
SLIDE AWAY (and Design)	88/401,038	4/24/2019
SLIDEAWAY	88/311,028	2/21/2019