

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM575094

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Foss Swim School, LLC		05/06/2020	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: 32			
Property Type	Number	Word Mark	
Registration Number:	4167646	91° WARM WATER!! FEELS LIKE YOU'RE LEARN	
Registration Number:	3834068	BACKFLOAT BABY	
Registration Number:	3810818	BREAKTHROUGH CLINICS	
Registration Number:	3799273	BUILDING CONFIDENCE THROUGH THE MASTERY	
Registration Number:	4908832	CHEEKS	
Registration Number:	5042567	DROWNING IS SILENT	
Registration Number:	3802578	FAST. FUN! RESULTS!!	
Registration Number:	4331876	FASTJETS	
Registration Number:	4331880	FASTJETS	
Registration Number:	4955221	FOSS SWIM SCHOOL	
Registration Number:	5747476	FOSS SWIM SCHOOL	
Registration Number:	4955219	FOSS SWIM SCHOOL	
Registration Number:	2856043	FOSS SWIM SCHOOL	
Registration Number:	5042566	FOSSIBLE	
Registration Number:	3817825	LAUGHTER THEN LEARNING THEN CONFIDENCE T	
Registration Number:	4908830	NECK	
Registration Number:	4908831	PADDLE	
Registration Number:	4503338		
Registration Number:	4503339	PADDLE	
TRADEMARK			

CH \$815.00 4167646

Property Type	Number	Word Mark
Registration Number:	3817829	PROGRESS BUILDER SWIM CAMPS
Registration Number:	4087494	REGISTER TODAY. SWIM TOMORROW!!
Registration Number:	3821833	SWIMMERS GUARANTEED FOSS SWIM SCHOOL
Registration Number:	3823345	SWIMMERS GUARANTEED.
Serial Number:	88008311	SWIMPATH
Registration Number:	4167653	THE BEST LESSONS GET BETTER RESULTS.
Registration Number:	4087492	TRY IT, LEARN IT, LOVE IT!
Registration Number:	4167649	YOU GET WHAT YOU WANT... WE GET YOUR CHI
Registration Number:	4658533	LITTLE FISHES SWIM SCHOOL
Registration Number:	6035129	LOVE WATER
Serial Number:	88575093	PROGRESS IS A TEAM SPORT
Serial Number:	88609110	SKILLS FOR A LIFETIME OF CONFIDENCE
Serial Number:	88975634	SWIMPATH

CORRESPONDENCE DATA

Fax Number: 3127542355

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: (312) 840-4382

Email: lgrierson@taftlaw.com

Correspondent Name: Michael C. Jurasek

Address Line 1: 111 E. Wacker Drive Suite 2800

Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	WIN29-GN013
NAME OF SUBMITTER:	Michael C. Jurasek
SIGNATURE:	/Michael C. Jurasek/
DATE SIGNED:	05/06/2020

Total Attachments: 11

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

THIS SECOND AMENDMENT TO CONFIRMATORY GRANT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY (this "First Amendment") dated as of May 5, 2020 (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 **FOSS STL SWIM SCHOOL, LLC**, a Delaware limited liability company ("STL"), **FOSS IA SWIM SCHOOL, LLC**, a Delaware limited liability company ("FIA"), **FOSS ND SWIM SCHOOL, LLC**, a Delaware limited liability company ("FND"), and **FOSS WI SWIM SCHOOL, LLC**, a Delaware limited liability company ("FWI"; FWI together with FIH, FSS, FOC, SYS, INV, STL, FIA and FND, collectively, the "Borrower"), in favor of **WINTRUST BANK, N.A.** (together with its successors and assigns, "Lender").

A. Borrower and Lender entered into that certain Confirmatory Grant of Security Interest in Intellectual Property (the "Confirmatory Grant") dated as of February 1, 2018, as amended by that certain First Amendment to Confirmatory Grant of Security Interest dated October 1, 2018 (the "Second Grant Date") pursuant to which Borrower granted to Lender a security interest in certain Intellectual Property of the Borrower as set forth thereunder in conjunction with the security interest in Borrower's assets granted to Lender pursuant the Loan Agreement (as defined in the Confirmatory Grant).

B. Borrower and Lender desire to amend the Confirmatory Grant in order for Borrower to grant and to perfect Lender's security interest in additional Intellectual Property of Borrower acquired subsequent to Second 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. Amendment of Confirmatory Grant. The Confirmatory Grant is hereby amended by replacing Exhibit B attached thereto on the Second 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.

3. 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.

4. GOVERNING LAW. THIS FIRST AMENDMENT SHALL BE DEEMED TO HAVE BEEN MADE IN THE STATE OF ILLINOIS AND THE VALIDITY OF THIS FIRST

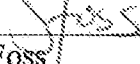
AMENDMENT, ITS CONSTRUCTION, INTERPRETATION AND ENFORCEMENT, AND THE RIGHTS AND OBLIGATIONS OF PARTIES HEREUNDER, SHALL BE DETERMINED UNDER, GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE INTERNAL LAWS OF THE STATE OF ILLINOIS, WITHOUT REGARD TO CONFLICTS OF LAW OR CHOICE OF LAW PRINCIPLES.

5. Counterparts. This Second 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.

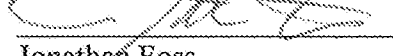
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IN WITNESS WHEREOF, the undersigned have duly executed this Second Amendment as of the date first written above.

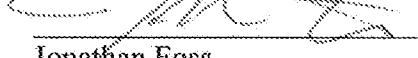
FOSS INTERMEDIATE HOLDINGS, LLC

By: 
Name: Susan Foss
Its: Chief Executive Officer

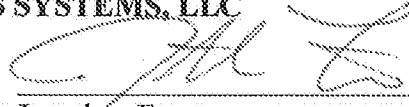
FOSS SWIM SCHOOL, LLC

By: 
Name: Jonathan Foss
Its: Chairman

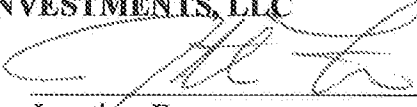
FOCUS SWIM SCHOOLS, LLC

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

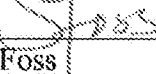
FOCUS SYSTEMS, LLC

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

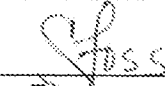
FCS INVESTMENTS, LLC

By: 
Name: Jonathan Foss
Its: Chairman

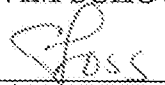
FOSS STL SWIM SCHOOL, LLC

By: 
Name: Susan Foss
Its: Chief Executive Officer

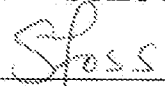
FOSS IA SWIM SCHOOL, LLC

By: 
Name: Susan Foss
Its: Chief Executive Officer

FOSS ND SWIM SCHOOL, LLC

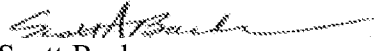
By: 
Name: Susan Foss
Its: Chief Executive Officer

FOSS WI SWIM SCHOOL, LLC

By: 
Name: Susan Foss
Its: Chief Executive Officer

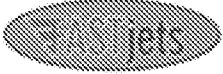


Agreed and Accepted:





WINTRUST BANK, N.A.


By: 
Name: Scott Bachmann
Its: Vice President

**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	Registered 5/7/2019	(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 RN: 5747476	8&15 Due 5/7/2025
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
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	8&15 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
PROGRESS BUILDER SWIM CAMPS	Registered 7/13/2010	(Int'l Class: 41) swimming instruction	SN: 77882598 RN: 3817829	Renewal Due 7/13/2020

Mark/Name	Status / Date	Brief Goods / Services	App. No. / Reg. No.	Action
REGISTER TODAY. SWIM TOMORROW!!	Registered 1/17/2012	(Int'l Class: 41) swimming instruction	SN: 85340817 RN: 4087494	Renewal Due 1/17/2022
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
LOVE WATER	Registered 4/14/2020	(Int'l Class 41) swim instruction	SN: 88344579 RN: 6035129	8&15 Due 4/14/2026

Mark/Name	Status / Date	Brief Goods / Services	App. No. / Reg. No.	Action
PROGRESS IS A TEAM SPORT	Filed 2/18/2020	(Int'l Class 41) swim instruction	SN: 88575093	Pending
SKILLS FOR A LIFETIME OF CONFIDENCE	Filed 2/18/2020	(Int'l Class 41) swim instruction	SN: 88609110	Pending
SWIMPATH	Filed 8/7/2019	(Int'l Class 41) swim instruction	SN; 88975634	Pending