

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Foss Swim School, Inc.		05/10/2011	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Foss Swim School, LLC
Street Address:	6545 Flying Cloud Drive
City:	Eden Prairie
State/Country:	MINNESOTA
Postal Code:	55344
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	3799270	225 SKILLS. MORE SWIMMING FOR YOUR MONEY.
Registration Number:	3315984	AQUAJETS
Registration Number:	3834068	BACKFLOAT BABY
Registration Number:	3810818	BREAKTHROUGH CLINICS
Registration Number:	3799273	BUILDING CONFIDENCE THROUGH THE MASTERY OF SKILLS.
Registration Number:	3802578	FAST. FUN! RESULTS!!
Registration Number:	2856043	FOSS SWIM SCHOOL
Registration Number:	3802579	GOOD PEOPLE DO GOOD WORK!
Registration Number:	3817825	LAUGHTER THEN LEARNING THEN CONFIDENCE THEN MASTERY.
Registration Number:	3817826	MAKE A COMMITMENT TO SAFETY AND TEACH YOUR CHILD TO SWIM.
Registration Number:	3817827	MAKE A COMMITMENT TO SAFETY... IT'S NOT AN OPTION, IT'S A NECESSITY.
Registration Number:	3817828	MISS A. CLASS

OP \$490.00 3799270

Registration Number:	3809922	PASS PLAN
Registration Number:	3817829	PROGRESS BUILDER CAMPS
Registration Number:	3823345	SWIMMERS GUARANTEED.
Registration Number:	3821833	SWIMMERS GUARANTEED FOSS SWIM SCHOOL
Registration Number:	3817830	THE WORLD'S BEST SWIMMING PROGRAM FOR EVERY COMMUNITY
Registration Number:	3799274	TRY IT. EARN IT! LOVE IT!!
Registration Number:	3844260	YOU DON'T HAVE TO SWIM WITH US TO PARTY WITH US

CORRESPONDENCE DATA

Fax Number: (612)321-2288
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 612.321.2800
Email: pgallagher@fulbright.com
Correspondent Name: P. Gallagher/Fulbright & Jaworski L.L.P.
Address Line 1: 2100 IDS Center, 80 S. 8th Street
Address Line 4: Minneapolis, MINNESOTA 55402-2112

ATTORNEY DOCKET NUMBER:	FOSS SWIM SCHOOL
NAME OF SUBMITTER:	Patrick J. Gallagher
Signature:	/Patrick J. Gallagher/
Date:	05/11/2011

Total Attachments: 3
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TRADEMARK ASSIGNMENT

Foss Swim School, Inc. ("Assignor"), a Minnesota Corporation, with an address of 6545 Flying Cloud Drive, Suite 200, Eden Prairie, Minnesota, 55344, is the owner of the trademarks set forth in Schedule A hereof (which are referred to herein as the "Marks").

For valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, conveys and transfers to Foss Swim School, LLC ("Assignee"), a Delaware Limited Liability Company, with an address of 6545 Flying Cloud Drive, Eden Prairie, Minnesota, 55344, all of Assignor's right, title and interest in and to the Marks, together with (a) the goodwill of the business symbolized by the Marks and (b) all causes of action and rights of recovery for past and future infringement of the Marks. Assignor expressly agrees that it is not retaining any rights in the Marks covered by this assignment and that Assignee shall have the rights, without limitation, to hold and enforce the Marks in the name of Assignee, and without any duty to compensate or account to Assignor.

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FOSS SWIM SCHOOL, INC.

By: *Jonathan G. Foss*

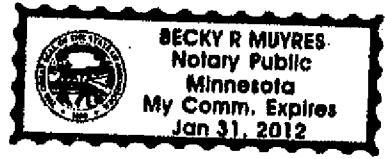
Name: Jonathan G. Foss

Title: President

Date: 5/10/11

STATE OF Minnesota §
COUNTY OF Hennepin §

Before me, the undersigned authority, on this 10 day of May, 2011, personally appeared Jonathan Foss known to me to be the person whose name is subscribed to the foregoing instruments and acknowledged to me that he/she is authorized to execute the same on behalf of the identified corporation and that he/she executed the same on behalf of the corporation for the purposes and consideration therein expressed.



Becky M. MUYRES

Notary Public, State of mn

Name Printed: Becky M. MUYRES

My Commission Expires: 12/31/12

SCHEDULE A

Mark	Appl. No.	Appl. Date	Reg. No.	Reg. Date
225 SKILLS. MORE SWIMMING FOR YOUR MONEY.	77/850,173	10/16/09	3,799,270	06/08/10
AQUAJETS	77/071,756	12/27/06	3,315,984	10/23/07
BACKFLOAT BABY	77/850,189	10/16/09	3,834,068	08/17/10
BREAKTHROUGH CLINICS	77/882,540	11/30/09	3,810,818	06/29/10
BUILDING CONFIDENCE THROUGH THE MASTERY OF SKILLS.	77/850,202	10/16/09	3,799,273	06/08/10
FAST. FUN! RESULTS!!	77/850,215	10/16/09	3,802,578	06/15/10
FOSS SWIM SCHOOL & Design	78/266,439	06/24/03	2,856,043	06/22/04
GOOD PEOPLE DO GOOD WORK!	77/850,219	10/16/09	3,802,579	06/15/10
LAUGHTER THEN LEARNING THEN CONFIDENCE THEN MASTERY	77/882,552	11/30/09	3,817,825	07/13/10
MAKE A COMMITMENT TO SAFETY AND TEACH YOUR CHILD TO SWIM.	77/882,574	11/30/09	3,817,826	07/13/10
MAKE A COMMITMENT TO SAFETY...IT'S NOT AN OPTION, IT'S A NECESSITY	77/882,583	11/30/09	3,817,827	07/13/10
MISS A. CLASS	77/882,592	11/30/09	3,817,828	07/13/10
PASS PLAN	77/850,236	10/16/09	3,809,922	06/29/10
PROGRESS BUILDER CAMPS	77/882,598	11/30/09	3,817,829	07/13/10
SWIMMERS GUARANTEED.	77/725,157	04/29/09	3,823,345	07/20/10
SWIMMERS GUARANTEED. FOSS SWIM SCHOOL & Design	77/906,191	01/06/10	3,821,833	7/20/10
THE WORLD'S BEST SWIMMING PROGRAM FOR EVERY COMMUNITY	77/882,605	11/30/09	3,817,830	07/13/10
TRY IT. EARN IT! LOVE IT!!	77/850,246	10/16/09	3,799,274	06/08/10
YOU DON'T HAVE TO SWIM WITH US TO PARTY WITH US	77/882,521	11/30/09	3,844,260	09/07/10