

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM592079

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Supplement to Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cortz, Inc.		08/13/2020	Corporation: ILLINOIS
Leslie's Poolmart, Inc.		08/13/2020	Corporation: DELAWARE
Horizon Spa & Pool Parts, Inc.		08/13/2020	Corporation: DELAWARE
Warehouse Pool Supply, Inc.		08/13/2020	Corporation: TEXAS

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	100 Federal Street, 9th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Association: UNITED STATES
Name:	U.S. Bank National Association, as Co-Collateral Agent
Street Address:	209 S La Salle St., Rookery Building
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60604
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 41

Property Type	Number	Word Mark
Registration Number:	4686057	AQUA SPLASH PRO
Registration Number:	4685472	AQUA SPLASH
Registration Number:	4454220	
Registration Number:	4332107	SURE-STRENGTH
Registration Number:	4332109	PRO-STRENGTH
Registration Number:	4288409	C
Registration Number:	4198187	POOLSUPPLYWORLD
Registration Number:	4366151	INSTANT LIQUID CHLORINE
Registration Number:	3813307	POOLSUPPLYWORLD
Registration Number:	3380909	SPP

CH \$1040.00 4686057

Property Type	Number	Word Mark
Registration Number:	3384535	SPECIALTY POOL PRODUCTS
Registration Number:	3247414	PROTECTOR
Registration Number:	3255690	MORE SUPPLIES THAN ANY STORE
Registration Number:	3334661	SPECIALTY POOL PRODUCTS
Registration Number:	2956270	AMERICA'S #1 DIRECT SOURCE FOR POOL SUPP
Registration Number:	3044808	CHEMICALS TOMORROW!
Registration Number:	3040384	ORDER TODAY...CHEMICALS TOMORROW!
Registration Number:	2277690	POOLSIDE EXPRESS
Registration Number:	2225856	IN THE SWIM
Registration Number:	2185811	IN THE SWIM
Registration Number:	1636449	IN THE SWIM
Registration Number:	1639450	IN THE SWIM
Registration Number:	5573647	IN THE SWIM
Serial Number:	88779438	ACCUBLUE
Registration Number:	5834493	MYLIFE
Registration Number:	5609982	CHLOR BRITE
Registration Number:	5492246	ULTRA BRIGHT
Registration Number:	5573704	RIGHTFIT
Registration Number:	5573550	LESLIE'S PRO
Registration Number:	5952610	POOL CARE MADE EASY
Registration Number:	5334096	POOL STUFF EXPRESS
Registration Number:	5382235	ALLSPA
Registration Number:	5371311	PARK PLAY
Registration Number:	4801507	OREGON HOT TUB
Registration Number:	4984443	CLEAR AID
Registration Number:	4984444	PERFECT WEEKLY
Registration Number:	5425807	PARTSOLOGY
Registration Number:	3080895	SANI-TOWER
Registration Number:	2535435	SOLUTIONS
Registration Number:	2524089	SOLUTIONS
Registration Number:	1996691	WAREHOUSE POOL SUPPLY

CORRESPONDENCE DATA

Fax Number: 6173417701

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: 617-951-8132

Email: linda.salera@morganlewis.com

Correspondent Name: Linda A. Salera, Senior Paralegal

Address Line 1: One Federal Street

TRADEMARK

REEL: 007022 FRAME: 0588

Address Line 2: c/o Morgan, Lewis & Bockius LLP
Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER: Linda A. Salera

SIGNATURE: /Linda A. Salera/

DATE SIGNED: 08/14/2020

Total Attachments: 9

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SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT

Supplement to Trademark Security Agreement, dated as of August 13, 2020 (this “Supplement”), by Cortz, Inc., an Illinois corporation (“Cortz”), Leslie’s Poolmart, Inc., a Delaware corporation (“Leslie’s”), Horizon Spa & Pool Parts, Inc., a Delaware corporation (“Horizon”), and Warehouse Pool Supply, Inc., a Texas corporation (“WPS”, and together with Cortz, Leslie’s and Horizon, each, a “Pledgor”, and collectively, the “Pledgors”), in favor of Bank of America, N.A., in its capacity as Collateral Agent pursuant to the Credit Agreement (in such capacity, the “Collateral Agent”), and U.S. Bank National Association, as Co-Collateral Agent (the “Co-Collateral Agent”, and together with the Collateral Agent, the “Collateral Agents”).

WITNESSETH:

WHEREAS, Pledgors are party to (i) the Guarantee and Collateral Agreement, dated as of October 16, 2012 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “ABL Collateral Agreement”), in favor of the Collateral Agents, pursuant to which the Pledgors are required to execute and deliver this Supplement and (ii) the Trademark Security Agreement, dated as of October 16, 2012, which was received for recording with the United States Patent and Trademark Office on October 18, 2012 (the “Trademark Agreement”);

WHEREAS, Schedule I to the Trademark Agreement does not reflect all Trademarks acquired or created by the Pledgors (other than Horizon) since the date of execution of the Trademark Agreement; and

WHEREAS, the Pledgors (other than Horizon) have acquired or created additional Trademarks since the date of the execution of the Trademark Agreement;

NOW, THEREFORE, in consideration of the premises the Pledgors hereby agree with the Collateral Agents as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the ABL Collateral Agreement and used herein have the meaning given to them in the ABL Collateral Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Pledgor hereby pledges and grants to the Collateral Agents, for the benefit of the Secured Parties, a lien on and security interest in and to all of its right, title and interest in, to and under all the following:

- (a) Trademarks owned by such Pledgor listed on Schedule I attached hereto;
- (b) all goodwill associated with such Trademarks; and
- (c) all proceeds of any and all of the foregoing (other than Excluded Assets).

Notwithstanding the foregoing, there shall be no lien on or security interest granted or pledged by the Pledgors in any Trademark application that is filed on an “intent-to-use” basis until such time as a statement of use has been filed and accepted by the United States Patent and Trademark Office.

SECTION 3. Security Agreement. The security interest is hereby supplemented, effective as of the date hereof, by amending Schedule I to the Trademark Agreement to add each of the Trademarks listed on Schedule I of this Supplement, pursuant to this Supplement and is granted in conjunction with the security interest granted to the Collateral Agents pursuant to the ABL Collateral

Agreement and the Trademark Agreement, and the Pledgors hereby acknowledge and affirm that the rights and remedies of the Trustee with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the ABL Collateral Agreement. In the event that any provision of this Supplement is deemed to conflict with the ABL Collateral Agreement, the provisions of the ABL Collateral Agreement shall control unless the Administrative Agent shall otherwise determine.

SECTION 4. Termination. Upon the full performance of the Obligations (other than any outstanding indemnification obligations), the Collateral Agents shall execute, acknowledge, and deliver to the Pledgors an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Supplement.

[signature page follows]

IN WITNESS WHEREOF, the Pledgors have caused this Supplement to Trademark Security Agreement to be executed and delivered by its duly authorized offer as of the date first set forth above.

CORTZ, INC.

By: St Weddell
Name: Steven Weddell
Title: Chief Financial Officer

LESLIE'S POOLMART, INC.

By: St Weddell
Name: Steven Weddell
Title: Chief Financial Officer

HORIZON SPA & POOL PARTS, INC.

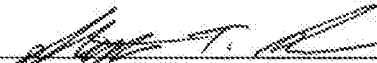
By: SA WJW
Name: Steven Weddell
Title: Chief Financial Officer

WAREHOUSE POOL SUPPLY, INC.

By: SA WJW
Name: Steven Weddell
Title: Chief Financial Officer

Accepted and Agreed:

BANK OF AMERICA, N.A.,
as Administrative Agent

By: 
Name: Stephen T. Szymanski
Title: Director

U.S. BANK NATIONAL ASSOCIATION,
as Co-Collateral Agent

By: David Lawrence

Name: David Lawrence

Title: Vice President


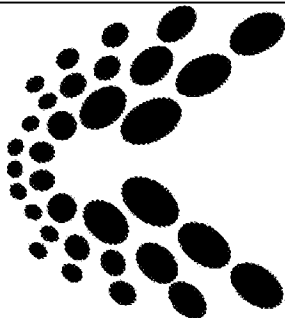
Signature Page - Supplement to Trademark Security Agreement

TRADEMARK
REEL: 007022 FRAME: 0595

SCHEDULE I-A
to
SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

UNITED STATES TRADEMARKS:

Registrations:

Mark	Serial/Reg. No.	Appl./Reg. Date	Owner
AQUA SPLASH PRO	86975689 4686057	11-JUL-2013 10-FEB-2015	CORTZ, INC.
AQUA SPLASH	86007792 4685472	11-JUL-2013 10-FEB-2015	CORTZ, INC.
 <i>Design Only</i>	85919440 4454220	30-APR-2013 24-DEC-2013	LESLIE'S POOLMART, INC.
SURE-STRENGTH	85781152 4332107	16-NOV-2012 07-MAY-2013	CORTZ, INC.
PRO-STRENGTH	85781599 4332109	16-NOV-2012 07-MAY-2013	CORTZ, INC.
	85638519 4288409	30-MAY-2012 12-FEB-2013	LESLIE'S POOLMART, INC.
POOLSUPPLYWORLD	85519554 4198187	18-JAN-2012 28-AUG-2012	LESLIE'S POOLMART, INC.
INSTANT LIQUID CHLORINE	85490931 4366151	08-DEC-2011 09-JUL-2013	CORTZ, INC.
POOLSUPPLYWORLD	77822146 3813307	08-SEP-2009 06-JUL-2010	LESLIE'S POOLMART, INC.
SPP	77201177 3380909	08-JUN-2007 12-FEB-2008	CORTZ, INC.
SPECIALTY POOL PRODUCTS	77201184 3384535	08-JUN-2007 19-FEB-2008	CORTZ, INC.
PROTECTOR	78939704 3247414	28-JUL-2006 29-MAY-2007	CORTZ, INC.

MORE SUPPLIES THAN ANY STORE	78904888 3255690	09-JUN-2006 26-JUN-2007	CORTZ, INC.
SPECIALTY POOL PRODUCTS	78816591 3334661	16-FEB-2006 13-NOV-2007	CORTZ, INC.
AMERICA'S #1 DIRECT SOURCE FOR POOL SUPPLIES	78417120 2956270	12-MAY-2004 24-MAY-2005	CORTZ, INC.
CHEMICALS TOMORROW!	78417131 3044808	12-MAY-2004 17-JAN-2006	CORTZ, INC.
ORDER TODAY...CHEMICALS TOMORROW!	78417140 3040384	12-MAY-2004 10-JAN-2006	CORTZ, INC.
POOLSIDE EXPRESS	75492066 2277690	28-MAY-1998 14-SEP-1999	CORTZ, INC.
IN THE SWIM	75422346 2225856	20-JAN-1998 23-FEB-1999	CORTZ, INC.
IN THE SWIM	75325606 2185811	17-JUL-1997 01-SEP-1998	CORTZ, INC.
	74037053 1636449	12-MAR-1990 26-FEB-1991	CORTZ, INC.
	74037263 1639450	12-MAR-1990 02-APR-1991	CORTZ, INC.
IN THE SWIM	87701298 5573647	29-NOV-2017 02-OCT-2018	CORTZ, INC.
ACCUBLUE	88779438	30-JAN-2020	LESLIE'S POOLMART, INC.
MYLIFE	88292555 5834493	07-FEB-2019 13-AUG-2019	LESLIE'S POOLMART, INC.
CHLOR BRITE	87713302 5609982	08-DEC-2017 20-NOV-2018	LESLIE'S POOLMART, INC.
ULTRA BRIGHT	87713319 5492246	08-DEC-2017 12-JUN-2018	LESLIE'S POOLMART, INC.
RIGHTFIT	87712528 5573704	07-DEC-2017 02-OCT-2018	LESLIE'S POOLMART, INC.
LESLIE'S PRO	87673757 5573550	06-NOV-2017 02-OCT-2018	LESLIE'S POOLMART, INC.
POOL CARE MADE EASY	87544422	26-JUL-2017	LESLIE'S

	5952610	07-JAN-2020	POOLMART, INC.
POOL STUFF EXPRESS	87400623 5334096	06-APR-2017 14-NOV-2017	LESLIE'S POOLMART, INC.
ALLSPA	87310213 5382235	23-JAN-2017 16-JAN-2018	LESLIE'S POOLMART, INC.
PARK PLAY	87225423 5371311	03-NOV-2016 02-JAN-2018	LESLIE'S POOLMART, INC.
OREGON HOT TUB	86582748 4801507	31-MAR-2015 25-AUG-2015	LESLIE'S POOLMART, INC.
CLEAR AID	86542899 4984443	23-FEB-2015 21-JUN-2016	LESLIE'S POOLMART, INC.
PERFECT WEEKLY	86543113 4984444	23-FEB-2015 21-JUN-2016	LESLIE'S POOLMART, INC.
CLEAR POOL WHOLESALE SUPPLY	663833 (ARIZONA)	01-MAR-2017	LESLIE'S POOLMART, INC.
PARTSOLOGY®	5425807	20-MAR-2018	HORIZON SPA & POOL PARTS, INC.
SANI-TOWER®	3080895	11-APR-2006	LESLIE'S POOLMART, INC.
SOLUTION and design 	2535435	5-FEB-2002	LESLIE'S POOLMART, INC.
SOLUTIONS®	2524089	1-JAN-2002	LESLIE'S POOLMART, INC.
SURE-STRENGTH®	4332107	7-MAY-2013	CORTZ, INC.
WAREHOUSE POOL SUPPLY®	1996691	27-AUG-1996	WAREHOUSE POOL SUPPLY, INC.

Applications:

None.