

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM318853

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Marquis Corp.		09/24/2014	CORPORATION: OREGON
RECEIVING PARTY DATA			
Name:	MB Financial Bank, N.A.		
Street Address:	9550 W Higgins Road, 8th Floor		
Internal Address:	c/o Jerry Kallio		
City:	Rosemont		
State/Country:	ILLINOIS		
Postal Code:	60018		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	2295864	DURASHELL	
Registration Number:	2934913	EVERYDAY HOT TUBS GET INTO IT!	
Registration Number:	3231106	HK	
Registration Number:	3085445	MARQUIS	
Registration Number:	3607602	MARQUIS	
Registration Number:	2409664	MARQUIS SPAS	
Registration Number:	3280984	SPABOUTIQUE	
Registration Number:	3148651	SPABOUTIQUE	
Registration Number:	4374605	THE ULTIMATE HOT TUB EXPERIENCE!	
Serial Number:	85503206	G-FORCE	
Registration Number:	4268372	CELEBRITY HOT TUBS	
CORRESPONDENCE DATA			
Fax Number:			
<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:	marina.kelly@thomsonreuters.com		
Correspondent Name:	Jonathan Stoian, Esq.		
Address Line 1:	100 Light Street		
Address Line 4:	Baltimore, MARYLAND 21202		
TRADEMARK			

OP \$290.00 2295864

NAME OF SUBMITTER:	Jonathan Stoian, ESQ
SIGNATURE:	/Marina Kelly, Thomson Reuters/
DATE SIGNED:	10/02/2014
Total Attachments: 7 source=Marquis-Trademark#page1.tif source=Marquis-Trademark#page2.tif source=Marquis-Trademark#page3.tif source=Marquis-Trademark#page4.tif source=Marquis-Trademark#page5.tif source=Marquis-Trademark#page6.tif source=Marquis-Trademark#page7.tif	

GRANT OF SECURITY INTEREST IN TRADEMARKS AND PATENTS

WHEREAS, MARQUIS CORP., an Oregon corporation ("**Grantor**"), owns the trademarks, trademark registrations, trademark applications, and any and all goodwill associated therewith, and the patents and patent applications, in each case set forth on Schedule A and Schedule B attached hereto; and

WHEREAS, MB FINANCIAL BANK, N.A. (the "**Grantee**"), desires to acquire a security interest in, and lien on, all of Grantor's right, title and interest in and to Grantor's trademarks, trademark registrations, trademark applications and any and all goodwill associated therewith and patents and patent applications; and

WHEREAS, the Grantor is willing to grant to the Grantee a security interest in and lien upon the trademarks, trademark registrations, trademark applications and any and all goodwill associated therewith and patents and patent applications described above.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, and subject to the terms and conditions of the Credit and Security Agreement, dated as of September 24 2014, among the Grantor, Fox Pool Corporation, Fox Pool Canada Limited, Relaxation Concepts, Inc. and Grantee (as amended from time to time, the "**Credit Agreement**"), the Grantor hereby grants to the Grantee a security interest in, and a lien upon, all of Grantor's right, title and interest in and to (i) the trademarks, trademark registrations, trademark applications, and any and all goodwill associated therewith (the "**Marks**") set forth on Schedule A attached hereto, (ii) the patents and patent applications (the "**Patents**") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Credit Agreement) of the Marks, (iv) all of the goodwill of the businesses with which the Marks are associated, and (v) all causes of action, past, present and future, for infringement, misappropriation, or dilution of any of the Marks and/or Patents or unfair competition regarding the same.

This GRANT OF SECURITY INTEREST is made to secure the satisfactory performance and payment of all the Obligations (as such term is defined in the Credit Agreement) of the Grantor and shall be effective as of the date of the Credit Agreement.

This Grant of Security Interest has been granted in conjunction with the security interest granted to Grantee under the Credit Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Credit Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant of Security Interest are deemed to conflict with the Credit Agreement, the provisions of the Credit Agreement shall govern.

[signature page to follow]

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the date of the Credit Agreement.

GRANTOR:

MARQUIS CORP.,
An Oregon corporation

By: Jeffrey C. Kyrth
Name: Jeffrey C. Kyrth
Title: CEO

GRANTEE:

MB FINANCIAL BANK, N.A.

By: _____
Name: Raphael Shin
Title: Senior Vice President

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the date of the Credit Agreement.

GRANTOR:

MARQUIS CORP.,
An Oregon corporation

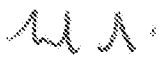
By: _____

Name: Jeffery C. Kurth

Title: CEO

GRANTEE:

MB FINANCIAL BANK, N.A.

By:  _____

Name: Raphael Shin

Title: Senior Vice President

**MARQUIS CORP.
PATENTS**

COUNTRY	PATENTS	REGISTRATION #	ISSUE DATE	OWNER
U.S.A.	ALCOVE WHIRLPOOL SEAT SPA SYSTEM	6,611,969	09/02/2003	MARQUIS CORP.
U.S.A.	FOUR SEAT SPA SYSTEM WITH SPA ALCOVE	D468,828	01/14/2003	MARQUIS CORP.
U.S.A.	JET NOZZLE	D460,192	07/09/2002	MARQUIS CORP.
U.S.A.	SPA ALCOVE	D449,382	10/16/2001	MARQUIS CORP.
U.S.A.	TWO SEAT SPA SYSTEM WITH SPA ALCOVE	D476,422	06/24/2003	MARQUIS CORP.

**MARQUIS CORP.
TRADEMARKS**

COUNTRY	TRADEMARK	REGISTRATION #	ISSUE DATE	OWNER
U.S.A.	CELEBRITY HOT TUBS	4,268,372	01/01/2013	MARQUIS CORP.
CANADA	DESTINATION SPAS WHERE WILL YOU FIND YOURSELF?	TMA761,336	03/10/2010	MARQUIS CORP.
MADRID	DESTINATION SPAS WHERE WILL YOU FIND YOURSELF?	986,038	11/07/2008	MARQUIS CORP.
U.S.A.	DURASHELL	2,295,864	11/30/1999	MARQUIS CORP.
CANADA	EVERYDAY HOT TUBS GET INTO IT!	TMA653,228	11/22/2005	MARQUIS CORP.
EUROPE	EVERYDAY HOT TUBS GET INTO IT!	3955051	01/13/2006	MARQUIS CORP.
NORWAY	EVERYDAY HOT TUBS GET INTO IT!	241786	10/30/2007	MARQUIS CORP.
U.S.A.	EVERYDAY HOT TUBS GET INTO IT!	2,934,913	03/22/2005	MARQUIS CORP.
U.S.A.	G-FORCE	85-503,206	12/23/2011	MARQUIS CORP.
CANADA	HIDEAWAY HOT TUBS THE PERFECT FIT!	TMA677,506	11/22/2006	MARQUIS CORP.
EUROPE	HIDEAWAY HOT TUBS THE PERFECT FIT!	4250908	03/13/2006	MARQUIS CORP.
NORWAY	HIDEAWAY HOT TUBS THE PERFECT FIT!	230 012	12/08/2005	MARQUIS CORP.
U.S.A.	HK	3,231,106	04/17/2007	MARQUIS CORP.
CANADA	MARQUIS	TMA687,978	05/18/2007	MARQUIS CORP.
EUROPE	MARQUIS	858 546	06/08/2005	MARQUIS CORP.
MADRID	MARQUIS	858 546	06/08/2005	MARQUIS CORP.
NORWAY	MARQUIS	858546	06/08/2005	MARQUIS CORP.
U.S.A.	MARQUIS	3,085,445	04/25/2006	MARQUIS CORP.
U.S.A.	MARQUIS	3,607,602	04/14/2009	MARQUIS CORP.
U.S.A.	MARQUIS SPACARE			MARQUIS CORP.
CANADA	MARQUIS SPAS	TMA424,739	03/04/1994	MARQUIS CORP.
NORWAY	MARQUIS SPAS	218 144	03/13/2003	MARQUIS CORP.
U.S.A.	MARQUIS SPAS	2,409,664	12/05/2000	MARQUIS CORP.
U.S.A.	MARQUIS SPASTYLE			MARQUIS CORP.
U.S.A.	MARQUIS SPATHERAPY			MARQUIS CORP.
U.S.A.	SPABOUTIQUE	3,280,984	08/14/2007	MARQUIS CORP.
U.S.A.	SPABOUTIQUE	3,148,651	09/26/2006	MARQUIS CORP.
U.S.A.	THE ULTIMATE HOT TUB EXPERIENCE!	4,374,605	07/30/2013	MARQUIS CORP.
EUROPE	CELEBRITY HOT TUBS	12311213	04/14/2014	MARQUIS CORP.