

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
Fitness Anywhere, Inc.		03/24/2011	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Fitness Anywhere, LLC
Street Address:	615 South Dupont Hwy
City:	Dover
State/Country:	DELAWARE
Postal Code:	19901
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 37

Property Type	Number	Word Mark
Registration Number:	3605942	FITNESS ANYWHERE
Registration Number:	3476009	FORCE TRAINING KIT
Registration Number:	3384871	TRX
Registration Number:	3463278	MAKE YOUR BODY YOUR MACHINE
Registration Number:	3328634	MAKE YOUR BODY YOUR MACHINE
Registration Number:	3255160	SUSPENSION TRAINING
Registration Number:	3255161	SUSPENSION TRAINING
Registration Number:	3329136	X
Registration Number:	3329137	X
Registration Number:	3202696	TRX
Registration Number:	2953907	VECTOR RESISTANCE
Registration Number:	2975844	FITNESS ANYWHERE
Registration Number:	2945125	TRAVEL X COMPLETE PORTABLE EXERCISER
Registration Number:	2945126	TRAVELFIT FITNESS FOR LIFE ON THE GO

OP \$940.00 3605942

Registration Number:	3922984	GET WITH THE MOVEMENT
Registration Number:	3925283	TRX TRAINING CENTER
Serial Number:	85262836	3D STRONG
Serial Number:	85232119	TRAINING (RE)DEFINED
Serial Number:	85232122	TRAINING (RE)DEFINED
Serial Number:	85202015	TRX FORCE
Serial Number:	85176928	TRXHALE
Serial Number:	85176941	TRXTREME
Serial Number:	85176944	TRXPRESS
Serial Number:	85176945	TRXPLODE
Serial Number:	85119763	TRX
Serial Number:	85086340	SUSPENSION TRAINING
Serial Number:	85080341	X
Serial Number:	85080342	FITNESS ANYWHERE
Serial Number:	85080343	MAKE YOUR BODY YOUR MACHINE
Serial Number:	85080334	TRX
Serial Number:	77962739	IRON CIRCUIT
Serial Number:	77907384	R4
Serial Number:	77907385	TRXTEAM
Serial Number:	77758248	TRX PILATES
Serial Number:	77758256	TRX PILATES
Serial Number:	77758258	TRX YOGA
Serial Number:	77758259	TRX YOGA

CORRESPONDENCE DATA

Fax Number: (510)868-8310
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 5105939442
Email: omid@ipfoundry.com
Correspondent Name: Omid Mantashi
Address Line 1: 360 Grand Ave. Ste. 90
Address Line 4: Oakland, CALIFORNIA 94610

NAME OF SUBMITTER:	Omid A. Mantashi
Signature:	/oam208226/
Date:	03/25/2011

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ASSIGNMENT OF MARKS

THIS ASSIGNMENT OF MARKS ("Assignment") is made as of March 25, 2011 by Fitness Anywhere, Inc. ("Assignor") to Fitness Anywhere, LLC ("Assignee").

Assignor is a corporation organized under the laws of the State of California, and having its principal office at Fitness Anywhere, 755 Sansome Street, 6th Floor, San Francisco, CA 94111, and is the owner of all of the right, title, and interest in, to and under the marks and applications and registrations therefore listed on Schedule A ("Marks"), which is attached hereto and incorporated into this Assignment;

Assignee is a limited liability company organized under the laws of the State of Delaware and having its principal office at Dover, Delaware, and desires to acquire any and all rights that Assignor may have throughout the world in and to the Marks and the applications and registrations therefore, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks, throughout the world, along with the right to recover for damages and profits for any past, present, or future infringements thereof;



NOW, THEREFORE, in furtherance of the transfer contemplated under the Contribution Agreement dated March 25, 2011, by and between Assignor and Assignee, in which Assignor transferred substantially all of its assets and liabilities to Assignee, in exchange for membership interests in the Assignee, Assignor hereby transfers, assigns, conveys and delivers to Assignee, its successors, and assigns, all of Assignor's right, title and interest in, to, and under the Marks (including the registrations thereof and applications therefor (wherever filed)), together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks, throughout the world, along with the right to recover for damages and profits for past, present, or future infringements thereof;

Assignor agrees to execute and deliver at the request of the Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts the Assignee may require in order to vest all Assignor's rights, title, and interest in and to the Marks to the Assignee and/or provide evidence to support any of the foregoing in the event such evidence is necessary to effectuate the Assignment, to the extent such evidence is in the possession or control of Assignor.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Assignment of Marks as of the date first set forth above.

[Signature Page to Follow]

[Signature Page to Assignment of Marks]

ASSIGNOR, FITNESS ANYWHERE, INC., a California corporation	ASSIGNEE, FITNESS ANYWHERE, LLC, a Delaware limited liability company
By: <u></u>	By: <u></u>
Its: <u>VP PRODUCT AND DESIGN</u>	Its: <u>VP PRODUCT AND DESIGN</u>

SCHEDULE A

	Mark	USPTO Serial No.	USPTO Reg. No.	Goods / Services
1	3D STRONG	85262836		28 (Toys and sporting goods)
2	TRAINING (RE)DEFINED	85232119		28 (Toys and sporting goods)
3	TRAINING (RE)DEFINED	85232122		41 (Education and entertainment services)
4	TRX FORCE	85202015		28 (Toys and sporting goods)
5	TRXHALE	85176928		41 (Education and entertainment services)
6	TRXTREME	85176941		41 (Education and entertainment services)
7	TRXPRESS	85176944		41 (Education and entertainment services)
8	TRXPLODE	85176945		41 (Education and entertainment services)
9	TRX	85119763		25 (Clothing)
10	SUSPENSION TRAINING	85086340		9 (Electrical and scientific apparatus)
11	X	85080341		9 (Electrical and scientific apparatus)
12	FITNESS ANYWHERE	85080342		9 (Electrical and scientific apparatus)
13	MAKE YOUR BODY YOUR MACHINE	85080343		9 (Electrical and scientific apparatus)
14	TRX	85080334		9 (Electrical and scientific apparatus)

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TRADEMARK
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	Mark	USPTO Serial No.	USPTO Reg. No.	Goods / Services
15	GET WITH THE MOVEMENT		3922984	41 (Education and entertainment services)
16	TRX TRAINING CENTER		3925283	41 (Education and entertainment services)
17	IRON CIRCUIT	77962739		9 (Electrical and scientific apparatus)
18	R4	77907384		41 (Education and entertainment services)
19	TRXTEAM	77907385		41 (Education and entertainment services)
20	TRX PILATES	77758248		41 (Education and entertainment services)
21	TRX PILATES	77758256		28 (Toys and sporting goods)
22	TRX YOGA	77758258		41 (Education and entertainment services)
23	TRX YOGA	77758259		28 (Toys and sporting goods)
24	FITNESS ANYWHERE		3605942	41 (Education and entertainment services)
25	FORCE TRAINING KIT		3476009	28 (Toys and sporting goods)
26	TRX		3384871	41 (Education and entertainment services)
27	MAKE YOUR BODY YOUR MACHINE		3463278	41 (Education and entertainment services)
28	MAKE YOUR BODY YOUR MACHINE		3328634	28 (Toys and sporting goods)
29	SUSPENSION TRAINING		3255160	28 (Toys and sporting goods)
30	SUSPENSION TRAINING		3255161	41 (Education and entertainment services)

	Mark	USPTO Serial No.	USPTO Reg. No.	Goods / Services
31	X		3329136	41 (Education and entertainment services)
32	X		3329137	28 (Toys and sporting goods)
33	TRX		3202696	28 (Toys and sporting goods)
34	VECTOR RESISTANCE		2953907	28 (Toys and sporting goods)
35	FITNESS ANYWHERE		2975844	28 (Toys and sporting goods)
36	TRAVEL X COMPLETE PORTABLE EXERCISER		2945125	28 (Toys and sporting goods)
37	TRAVELFIT FITNESS FOR LIFE ON THE GO		2945126	28 (Toys and sporting goods)

State of California)
County of San Francisco)

CALIFORNIA ALL-PURPOSE CERTIFICATE OF ACKNOWLEDGMENT

On March 24, 2011 before me, Gary Hirsch, Notary Public
(here insert name and title of the officer)

personally appeared Christopher Cowart

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

[Signature]
Signature



(Seal)

OPTIONAL INFORMATION

Although the information in this section is not required by law, it could prevent fraudulent removal and reattachment of this acknowledgment to an unauthorized document and may prove useful to persons relying on the attached document.

Description of Attached Document

The preceding Certificate of Acknowledgment is attached to a document titled/for the purpose of Assignment of
marks
containing _____ pages, and dated _____

The signer(s) capacity or authority is/are as:

- Individual(s)
- Attorney-in-Fact
- Corporate Officer(s) _____
Time(s)
- Guardian/Conservator
- Partner - Limited/General
- Trustee(s)
- Other: _____

representing: _____
Name(s) of Person(s) or Entity(ies) Signer is Representing

Additional Information	
Method of Signer Identification	
Proved to me on the basis of satisfactory evidence:	
<input type="checkbox"/> form(s) of identification	<input type="checkbox"/> credible witness(es)
Notarial event is detailed in notary journal on:	
Page # _____	Entry # _____
Notary contact: _____	
Other	
<input type="checkbox"/> Additional Signer(s)	<input type="checkbox"/> Signer(s) Thumbprint(s)
<input type="checkbox"/>	