

## 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                              |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| <table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>Fitness Education Worldwide, Inc.<br/>d/b/a/ National Academy of Sports<br/>Medicine</td> <td></td> <td>12/02/2009</td> <td>CORPORATION: CALIFORNIA</td> </tr> </tbody> </table>                                                                                                                                                                                                                                                         |                                              |                                              |                         | Name          | Formerly                                  | Execution Date  | Entity Type          | Fitness Education Worldwide, Inc.<br>d/b/a/ National Academy of Sports<br>Medicine |          | 12/02/2009           | CORPORATION: CALIFORNIA |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Formerly                                     | Execution Date                               | Entity Type             |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| Fitness Education Worldwide, Inc.<br>d/b/a/ National Academy of Sports<br>Medicine                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                              | 12/02/2009                                   | CORPORATION: CALIFORNIA |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| RECEIVING PARTY DATA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                              |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| <table border="1"> <tr> <td>Name:</td> <td>Assessment Technologies Institute, L.L.C.</td> </tr> <tr> <td>Street Address:</td> <td>7500 W. 160th St.</td> </tr> <tr> <td>City:</td> <td>Stilwell</td> </tr> <tr> <td>State/Country:</td> <td>KANSAS</td> </tr> <tr> <td>Postal Code:</td> <td>66085</td> </tr> <tr> <td>Entity Type:</td> <td>LIMITED LIABILITY COMPANY: DELAWARE</td> </tr> </table>                                                                                                                                                                                  |                                              |                                              |                         | Name:         | Assessment Technologies Institute, L.L.C. | Street Address: | 7500 W. 160th St.    | City:                                                                              | Stilwell | State/Country:       | KANSAS                  | Postal Code: | 66085                | Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |                      |         |                                     |                      |         |                                              |
| Name:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Assessment Technologies Institute, L.L.C.    |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| Street Address:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 7500 W. 160th St.                            |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| City:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Stilwell                                     |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| State/Country:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | KANSAS                                       |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| Postal Code:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 66085                                        |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| Entity Type:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | LIMITED LIABILITY COMPANY: DELAWARE          |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| PROPERTY NUMBERS Total: 5                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                              |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| <table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>3361018</td> <td>NASM</td> </tr> <tr> <td>Registration Number:</td> <td>3442234</td> <td>NASM</td> </tr> <tr> <td>Registration Number:</td> <td>1814110</td> <td>N.A.S.M.</td> </tr> <tr> <td>Registration Number:</td> <td>3346458</td> <td>NATIONAL ACADEMY OF SPORTS MEDICINE</td> </tr> <tr> <td>Registration Number:</td> <td>1852654</td> <td>N.A.S.M. NATIONAL ACADEMY OF SPORTS MEDICINE</td> </tr> </tbody> </table> |                                              |                                              |                         | Property Type | Number                                    | Word Mark       | Registration Number: | 3361018                                                                            | NASM     | Registration Number: | 3442234                 | NASM         | Registration Number: | 1814110      | N.A.S.M.                            | Registration Number: | 3346458 | NATIONAL ACADEMY OF SPORTS MEDICINE | Registration Number: | 1852654 | N.A.S.M. NATIONAL ACADEMY OF SPORTS MEDICINE |
| Property Type                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Number                                       | Word Mark                                    |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| Registration Number:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 3361018                                      | NASM                                         |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| Registration Number:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 3442234                                      | NASM                                         |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| Registration Number:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 1814110                                      | N.A.S.M.                                     |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| Registration Number:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 3346458                                      | NATIONAL ACADEMY OF SPORTS MEDICINE          |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| Registration Number:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 1852654                                      | N.A.S.M. NATIONAL ACADEMY OF SPORTS MEDICINE |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| CORRESPONDENCE DATA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                              |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| Fax Number:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (202)408-4400                                |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| Phone:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 2024084000                                   |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| Email:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | docketing@finnegan.com                       |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                              |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| Correspondent Name:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Lawrence R. Robins                           |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| Address Line 1:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 901 New York Avenue, N.W.                    |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |
| Address Line 4:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Washington, DISTRICT OF COLUMBIA 20001       |                                              |                         |               |                                           |                 |                      |                                                                                    |          |                      |                         |              |                      |              |                                     |                      |         |                                     |                      |         |                                              |

|                                                                                                                                                                                                     |                      |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|
| ATTORNEY DOCKET NUMBER:                                                                                                                                                                             | 11831.0999-00000     |
| NAME OF SUBMITTER:                                                                                                                                                                                  | Lawrence R. Robins   |
| Signature:                                                                                                                                                                                          | /Lawrence R. Robins/ |
| Date:                                                                                                                                                                                               | 12/29/2011           |
| Total Attachments: 5<br>source=NASMAssignment#page1.tif<br>source=NASMAssignment#page2.tif<br>source=NASMAssignment#page3.tif<br>source=NASMAssignment#page4.tif<br>source=NASMAssignment#page5.tif |                      |

## TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT, dated December 3, 2009 (this "Assignment"), is entered into by and between Fitness Education Worldwide, Inc. d/b/a National Academy of Sports Medicine, a corporation existing under the laws of California (the "Assignor"), and Assessment Technologies Institute, L.L.C., a limited liability company existing under the laws of the State of Delaware ("Assignee"). Both Assignor and Assignee are collectively referred to herein as the "Parties."

WHEREAS, Assignor and Assignee have entered into an Asset Purchase Agreement dated as of the date hereof (the "Agreement");

WHEREAS, pursuant to the Agreement, Assignor agreed to assign to Assignee its rights to certain trademarks and trademark applications owned by Assignor;

WHEREAS, Assignor wishes to confirm Assignee's ownership of those trademarks and assign to Assignee any right, title and interest that Assignor may have in and to the trademark registrations, trademark applications and material unregistered trademarks listed on the attached Schedule A (the "Assigned Trademarks");

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignor hereby sells, transfers, conveys, assigns and delivers to Assignee any and all worldwide right, title and interest Assignor holds, or may hold, in and to the Assigned Trademarks and the goodwill of the business in connection with which said marks are used and which are symbolized by said marks, together with all rights derived therefrom, including statutory, common law and contractual rights, in, to and under the Assigned Trademarks, the same to be held and enjoyed by Assignee for its own use and enjoyment and the use and enjoyment of its successors and assigns to the end of the term or terms for which the Assigned Trademarks are granted or reissued or extended as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment and sale had not been made, and in and to all income, royalties, damages and payments now or hereafter due or payable with respect to the Assigned Trademarks, including in and under all causes of action (either in law or in equity), and the right to sue, counterclaim, and recover for past, present and future infringement of the rights assigned under this Assignment.
2. The foregoing assignment is, in all events, subject to the Agreement.
3. All capitalized terms not otherwise defined in this Assignment, as used in this Assignment, will have the respective meanings set forth in the Agreement.
4. The Parties hereby request and authorize the relevant authority at the United States Patent and Trademark Office and/or the applicable foreign authorities to record Assignee as the assignee and owner of the Assigned Trademarks.

5. This Assignment is binding upon and inures to the benefit of the Parties hereto and their respective successors and assigns. This Assignment and the rights and obligations of the Parties hereunder shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be duly executed in duplicate originals by their duly authorized representative as of the day and year first above written.

**ASSESSMENT TECHNOLOGIES INSTITUTE, L.L.C.**

By:   
Name: Stephen Fredette  
Title: Chief Executive Officer

**FITNESS EDUCATION WORLDWIDE, INC.**

By: \_\_\_\_\_  
Name: Michael Clark  
Title: Chief Executive Officer

Sworn to and subscribed before me  
this \_\_\_\_\_ day of \_\_\_\_\_, 2009.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

[SIGNATURE PAGE TO TRADEMARK ASSIGNMENT]

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be duly executed in duplicate originals by their duly authorized representative as of the day and year first above written.

ASSESSMENT TECHNOLOGIES INSTITUTE, L.L.C.

By: \_\_\_\_\_  
Name: Stephen Fredette  
Title: Chief Executive Officer

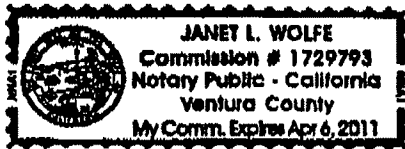
FITNESS EDUCATION WORLDWIDE, INC.

By: Michael Clark  
Name: Michael Clark  
Title: Chief Executive Officer

Sworn to and subscribed before me  
this 2nd day of December, 2009.

Janet L. Wolfe  
Notary Public

My Commission Expires: April 6, 2011



[SIGNATURE PAGE TO TRADEMARK ASSIGNMENT]

SCHEDULE A

TRADEMARKS

| <b>Mark</b>                                        | <b>Jurisdiction</b> | <b>Reg. No./Reg. Date</b> |
|----------------------------------------------------|---------------------|---------------------------|
| NASM                                               | US                  | 3361018<br>12/25/2007     |
| NASM                                               | US                  | 3442234<br>6/3/2008       |
| NASM                                               | Canada              | TMA707220<br>2/12/2008    |
| NASM                                               | CTM                 | 004333597<br>5/4/2006     |
| N.A.S.M.                                           | US                  | 1814110<br>12/28/1993     |
| NATIONAL ACADEMY OF<br>SPORTS MEDICINE             | US                  | 3346458<br>11/27/2007     |
| NATIONAL ACADEMY OF<br>SPORTS MEDICINE             | Canada              | TMA707219<br>2/12/2008    |
| NATIONAL ACADEMY OF<br>SPORTS MEDICINE             | CTM                 | 004333829<br>4/20/2006    |
| NATIONAL ACADEMY OF<br>SPORTS MEDICINE &<br>Design | US                  | 1852654<br>9/6/1994       |