

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	08/04/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Powder Blue Productions, LLC		11/27/2012	LIMITED LIABILITY COMPANY: CALIFORNIA

RECEIVING PARTY DATA

Name:	Beachbody, LLC
Street Address:	3301 Exposition Blvd.
City:	Santa Monica
State/Country:	CALIFORNIA
Postal Code:	90404
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	85703249	HIP HOP HUSTLE
Serial Number:	85703183	TURBO KICK
Serial Number:	85636203	TURBO WEAR
Serial Number:	85703411	PIYO STRENGTH
Registration Number:	4148099	PIYO STRENGTH
Registration Number:	2978913	TURBO KICK
Registration Number:	3673770	HIP HOP HUSTLE

CORRESPONDENCE DATA

Fax Number: 2157012273
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

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 Email: cmiller@cozen.com

CH \$190.00 85703249

Correspondent Name: Camille M. Miller
Address Line 1: 1900 Market Street
Address Line 2: IP Department
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	127162/ASSIGNMENT
NAME OF SUBMITTER:	Camille M. Miller
Signature:	/Camille M. Miller/
Date:	11/29/2012

Total Attachments: 1
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NUNC PRO TUNC TRADEMARK ASSIGNMENT

WHEREAS, Powder Blue Productions, LLC ("Assignor"), a California limited liability company, at the address of 460 Goddard Avenue, Irvine, California 92618, was the owner of the trademarks TURBO SCULPT, TURBO WEAR, TURBO KICK, HIP HOP HUSTLE, TURBO KICK and Design, and PIYO STRENGTH, for which trademark Registration Nos. 3673770, 2978913, 4148099 and Application Nos. 85703249, 85703183, 85636203 and 85703411 are issued by or pending at the United States Patent and Trademark Office (hereinafter referred to as "Trademarks"); and

WHEREAS Beachbody, LLC ("Beachbody"), a California limited liability company at the address of Third Floor 3301 Exposition Blvd., Santa Monica, California 90404, did acquire as of August 4, 2012, all right title and interest in and to the Trademarks, and the goodwill of the business relating thereto.


NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Assignor acknowledges that it did sell, assign, transfer, and convey to Beachbody, all right, title, and interest in and to the Trademarks and the registrations and applications thereof, including any choses in action relating to the Trademarks, claims for damages, profits, and costs, both in equity and law for any infringement of the Trademarks occurring on or before August 4, 2012, together with the good will of the business symbolized by the Trademarks.

WHEREAS, it is desired that this Nunc Pro Tunc Assignment of Trademarks be made of record in the United States Patent and Trademark Office.

This Assignment is effective as of August 4, 2012, regardless of the date signed.

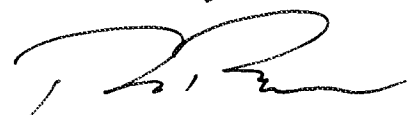
Assignor: Powder Blue Productions, LLC

Date: Nov 27, 2012


Name: Jonathan G. Frank
Title: Chief legal officer

Assignee: Beachbody, LLC

Date: Nov 27, 2012


Name: Bradley Romberg
Title: Chief Financial officer