

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Crunch IP Holdings, LLC		07/01/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Lender
Street Address:	315 Montgomery Street
Internal Address:	13th Floor
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94104
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	4159816	BOING
Registration Number:	3900577	TREAD N' SHED
Registration Number:	3900576	BUFF YOGA
Registration Number:	3900575	STRIP BAR
Registration Number:	3900572	BODYWEB
Registration Number:	3393050	STILETTO STRENGTH
Registration Number:	4020116	CRUNCH WEIGH
Registration Number:	4161592	KID'S CRUNCH
Registration Number:	3707735	GUNNING
Registration Number:	3642308	NO JUDGMENTS
Registration Number:	3551120	CAMP CRUNCH
Registration Number:	3146012	CRUNCH
Registration Number:	1968967	CRUNCH

OP \$565.00 4159816

Registration Number:	1942852	CRUNCH
Registration Number:	1942705	CRUNCH
Registration Number:	1949705	CRUNCH
Registration Number:	1809668	CRUNCH
Registration Number:	1815978	CRUNCH GEAR
Registration Number:	1856269	CRUNCH GEAR
Serial Number:	85791679	CRUNCH
Serial Number:	85791661	CRUNCH
Serial Number:	85785312	CRUNCH E

CORRESPONDENCE DATA

Fax Number: 9192868199
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 9192868118
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Correspondent Name: Moore & Van Allen PLLC
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Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	327000--11749
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	07/08/2013

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of July 1, 2013 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Lender (the "Lender"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Lender:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
	See <u>Schedule 1</u> attached hereto	

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
	See <u>Schedule 1</u> attached hereto	

The undersigned Obligor and the Lender hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CRUNCH IP HOLDINGS, LLC,
a Delaware limited liability company

By: 

Name: John DeMatteo

Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Lender

By: Maria Douglas

Name: Maria Douglas

Title: Sr. Vice President

CRUNCH HOLDINGS, LLC
NOTICE OF SECURITY INTERESTS IN TRADEMARKS

TRADEMARK
REEL: 005065 FRAME: 0103

Schedule 1

Registered Marks

Mark	Reg. No.	Reg. Date
BOING	4159816	06/19/12
TREAD N' SHED	3900577	01/04/11
BUFF YOGA	3900576	01/04/11
STRIP BAR	3900575	01/04/11
BODYWEB	3900572	01/04/11
STILETTO STRENGTH	3393050	03/04/08
CRUNCH WEIGH	4020116	08/30/11
KID'S CRUNCH	4161592	06/19/12
GUNNING	3707735	11/10/09
NO JUDGMENTS	3642308	06/23/09
CAMP CRUNCH	3551120	12/23/08
CRUNCH and Design	3146012	09/19/06
CRUNCH and Design	1968967	04/16/96
CRUNCH	1942852	12/19/95
CRUNCH and Design	1942705	12/19/95
CRUNCH	1949705	01/16/96
CRUNCH and Design	1809668	12/07/93
CRUNCH GEAR	1815978	01/11/94
CRUNCH GEAR	1856269	09/27/94

Pending Applications

Mark	Appl. No.	Filing Date
CRUNCH and Design	85791679	11/30/12
CRUNCH and Design	85791661	11/30/12
CRUNCH E and Design	85785312	11/21/12