

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT												
NATURE OF CONVEYANCE:	Corrective Assignment to correct the mistaken recordal of change of name from Beachbody, LLC (CALIFORNIA) to Beachbody, LLC (DELAWARE) previously recorded on Reel 004944 Frame 0976. Assignor(s) hereby confirms the Reg. No. 3276373 should be removed from Reel/Frame No. 4944/0976.												
CONVEYING PARTY DATA													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Name</th> <th style="width: 20%;">Formerly</th> <th style="width: 20%;">Execution Date</th> <th style="width: 30%;">Entity Type</th> </tr> </thead> <tbody> <tr> <td>Beachbody, LLC</td> <td></td> <td>11/29/2012</td> <td>LIMITED LIABILITY COMPANY: DELAWARE</td> </tr> </tbody> </table>		Name	Formerly	Execution Date	Entity Type	Beachbody, LLC		11/29/2012	LIMITED LIABILITY COMPANY: DELAWARE				
Name	Formerly	Execution Date	Entity Type										
Beachbody, LLC		11/29/2012	LIMITED LIABILITY COMPANY: DELAWARE										
RECEIVING PARTY DATA													
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Name:</td> <td>Basic Essentials Inc.</td> </tr> <tr> <td>Street Address:</td> <td>19604 Cloverwood Circle</td> </tr> <tr> <td>City:</td> <td>Huntington Beach</td> </tr> <tr> <td>State/Country:</td> <td>CALIFORNIA</td> </tr> <tr> <td>Postal Code:</td> <td>92648</td> </tr> <tr> <td>Entity Type:</td> <td>CORPORATION: CALIFORNIA</td> </tr> </table>		Name:	Basic Essentials Inc.	Street Address:	19604 Cloverwood Circle	City:	Huntington Beach	State/Country:	CALIFORNIA	Postal Code:	92648	Entity Type:	CORPORATION: CALIFORNIA
Name:	Basic Essentials Inc.												
Street Address:	19604 Cloverwood Circle												
City:	Huntington Beach												
State/Country:	CALIFORNIA												
Postal Code:	92648												
Entity Type:	CORPORATION: CALIFORNIA												
PROPERTY NUMBERS Total: 1													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">Property Type</th> <th style="width: 15%;">Number</th> <th style="width: 65%;">Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>3276373</td> <td>TIMELESS SECRET</td> </tr> </tbody> </table>		Property Type	Number	Word Mark	Registration Number:	3276373	TIMELESS SECRET						
Property Type	Number	Word Mark											
Registration Number:	3276373	TIMELESS SECRET											
CORRESPONDENCE DATA													
<p>Fax Number: 2157012273</p> <p><i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: 2156657273</p> <p>Email: cmiller@cozen.com</p> <p>Correspondent Name: Camille M. Miller</p> <p>Address Line 1: 1900 Market Street</p> <p>Address Line 2: IP Department</p> <p>Address Line 4: Philadelphia, PENNSYLVANIA 19103</p>													
ATTORNEY DOCKET NUMBER:	PP0194US/127162												
NAME OF SUBMITTER:	Camille M. Miller												

OP \$40.00 3276373

Signature:	/Camille M. Miller/
Date:	07/09/2013
<p>Total Attachments: 13</p> <p>source=assignment-tm-4944-0976#page1.tif source=assignment-tm-4944-0976#page2.tif source=assignment-tm-4944-0976#page3.tif source=assignment-tm-4944-0976#page4.tif source=assignment-tm-4944-0976#page5.tif source=assignment-tm-4944-0976#page6.tif source=assignment-tm-4944-0976#page7.tif source=assignment-tm-4944-0976#page8.tif source=assignment-tm-4944-0976#page9.tif source=assignment-tm-4944-0976#page10.tif source=assignment-tm-4944-0976#page11.tif source=assignment-tm-4944-0976#page12.tif source=assignment-tm-4944-0976#page13.tif</p>	

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Beachbody, LLC		11/29/2012	LIMITED LIABILITY COMPANY: CALIFORNIA

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 268

Property Type	Number	Word Mark
Serial Number:	85749048	
Serial Number:	85349436	
Serial Number:	85160072	
Serial Number:	77942806	
Serial Number:	77639736	
Serial Number:	76529751	
Serial Number:	77656546	ZEN CLEANSE
Serial Number:	78534940	YOGA BOOTY BALLET LIVE!
Serial Number:	76977241	YOGA BOOTY BALLET
Serial Number:	76977108	YOGA BOOTY BALLET
Serial Number:	77626237	WOWY SUPERGYM
Serial Number:	78318248	WOWY
Serial Number:	76571696	WOWY
Serial Number:	85580765	WALK PARTY

OP \$6715.00 85749048

Serial Number:	85781073	VEGGIE VEGGIE FRU FRU
Serial Number:	77779407	ULTIMATE RESET
Serial Number:	77540048	TYPE 2 - THE DIABETES SOLUTION
Serial Number:	85636203	TURBOWEAR
Serial Number:	85703228	TURBOFIRE
Serial Number:	85595002	TURBOFIRE
Serial Number:	85317234	TURBOFIRE
Serial Number:	77629135	TURBOFIRE
Serial Number:	77619249	TURBOFIRE
Serial Number:	78907242	TURBO SLIM
Serial Number:	78622930	TURBO SLIM
Serial Number:	77981481	TURBO NATION
Serial Number:	77939935	TURBO NATION
Serial Number:	85703183	TURBO KICK
Serial Number:	78259614	TURBO KICK
Serial Number:	85751544	TURBO JAM
Serial Number:	77816199	TURBO JAM
Serial Number:	78532733	TURBO JAM
Serial Number:	85191202	TRIPLE TARGET TECHNOLOGY
Serial Number:	77963208	TRIPLE TARGET DELIVERY
Serial Number:	85508411	TREAT ME RIGHT
Serial Number:	76566891	TRANSFORMATION TRACKER
Serial Number:	77191251	TOTAL BODY SOLUTION
Serial Number:	78499331	TIMELESS SECRET
Serial Number:	75941850	THIN THIGHS GUARANTEED!
Serial Number:	85192205	THIN KITCHEN
Serial Number:	77104791	THIN KITCHEN
Serial Number:	78525470	THIN KITCHEN
Serial Number:	85378433	THE SMART WAY TO LOOK YOUNGER
Serial Number:	77472717	THE SEARCH THE SCIENCE THE SOLUTION
Serial Number:	77539430	THE HEALTHY SOLUTION FOR TYPE 2 DIABETES
Serial Number:	77278660	THE COACH NETWORK
Serial Number:	85595085	THE BODY BEAST
Serial Number:	85715626	THE BEACHBODY CHALLENGE
Serial Number:	85706234	THE ASYLUM

	77816210	TEAM BEACHBODY
Serial Number:	77324434	TEAM BEACHBODY
Serial Number:	85230985	TAI CHENG
Serial Number:	85538517	SUPERGYM
Serial Number:	77923317	SUPERGYM
Serial Number:	78353715	SUPER TRACKER
Serial Number:	85480141	SUPER STACKING
Serial Number:	77678048	SUPER SOUPS
Serial Number:	85357925	SUCCESSWEAR
Serial Number:	85781204	STATURDAY
Serial Number:	77340277	SOUPOLOGY
Serial Number:	77308438	SMART FOAM
Serial Number:	77335190	SMART CERAMIDES
Serial Number:	85013532	SLIMSETS
Serial Number:	76313133	SLIM TRAINING
Serial Number:	78177109	SLIM SERIES
Serial Number:	85325183	SLIM IN 6
Serial Number:	76292487	SLIM IN 6
Serial Number:	77062122	SIX PACK SOLUTION
Serial Number:	77721426	SIX PACK SEQUENCE
Serial Number:	77545717	SHAUN T'S GET REAL
Serial Number:	77222692	SHAUN T'S FIT KIDS
Serial Number:	77947019	SHAUN T'S ASYLUM
Serial Number:	85781249	SHAKOOKIES
Serial Number:	85151941	SHAKEOLOGY THE HEALTHIEST MEAL OF THE DAY
Serial Number:	85462131	SHAKEOLOGY LIGHT
Serial Number:	85478980	SHAKEOLOGY
Serial Number:	77243967	SHAKEOLOGY
Serial Number:	78882417	SHAKE IT OFF
Serial Number:	85332257	SHAKE & SHARE
Serial Number:	85569628	ROCKIN' BODY
Serial Number:	77147122	ROCKIN' BODY
Serial Number:	85750505	REVABS
Serial Number:	77518515	REVABS
Serial Number:	77816204	REV ABS

	77876582	RESULTS AND RECOVERY FORMULA
Serial Number:	77313184	RESULTS ACCELERATING BOOSTER
Serial Number:	85327464	RESULTS & RECOVERY FORMULA
Serial Number:	77154634	RE:CHARGE
Serial Number:	77111260	QUIET DIET
Serial Number:	77920416	PURE RADIANCE DAY MOISTURIZER
Serial Number:	77919451	PURE RADIANCE
Serial Number:	78342114	PROJECT: YOU
Serial Number:	77873521	PRODUCT PARTNERS, LLC
Serial Number:	78227273	PRODUCT PARTNERS
Serial Number:	77556978	POWER SOUP
Serial Number:	76286305	POWER HALF HOUR
Serial Number:	85750548	POWER 90
Serial Number:	77298700	POWER 90
Serial Number:	76226300	POWER 90
Serial Number:	76175470	POWER 90
Serial Number:	77564632	PLAY SHAKE AND SHARE
Serial Number:	85703411	PIYO STRENGTH
Serial Number:	85467694	PIYO STRENGTH
Serial Number:	85594828	P90X2
Serial Number:	85277066	P90X2
Serial Number:	85087775	P90X+
Serial Number:	85721192	P90X: SURVIVAL OF THE FITTEST
Serial Number:	77876632	P90X RESULTS AND RECOVERY FORMULA
Serial Number:	85779130	P90X PRO TEAM
Serial Number:	85011913	P90X ONE-ON-ONE
Serial Number:	85311916	P90X NATION
Serial Number:	85011811	P90X MC2
Serial Number:	77697629	P90X BRING IT
Serial Number:	77677146	P90X BRING IT
Serial Number:	85613411	P90X
Serial Number:	85595842	P90X
Serial Number:	77947432	P90X
Serial Number:	77816178	P90X
Serial Number:	77714401	P90X

	77298721	P90X
Serial Number:	78256361	P90X
Serial Number:	78256343	P90X
Serial Number:	78255848	P90X
Serial Number:	78228096	P90X
Serial Number:	85034510	P90NEXT
Serial Number:	85028743	P90
Serial Number:	77729087	OXYZEN
Serial Number:	85614066	NU BODY
Serial Number:	78543275	MYBEACHBODY
Serial Number:	77278528	MUSCLE BURNS FAT
Serial Number:	77039230	MILLION DOLLAR BODY GAME
Serial Number:	77125330	MILLION DOLLAR BODY BAR
Serial Number:	78906709	MILLION DOLLAR BODY
Serial Number:	78566502	MILLION DOLLAR BODY
Serial Number:	78960383	MILLION DOLLAR BEAUTY
Serial Number:	77024723	MDB
Serial Number:	85011930	MC2
Serial Number:	77243338	MALIBU CLEANSE
Serial Number:	77622329	LEAN PHASING
Serial Number:	77540054	KATHY SMITH'S PROJECT: YOU TYPE 2
Serial Number:	78534227	JUNGLE JAM
Serial Number:	77322738	INTUITIVE RADIANCE COMPLEX
Serial Number:	77322689	INSTANTLY BRIGHTEN
Serial Number:	85750562	INSANITY THE ASYLUM
Serial Number:	85594916	INSANITY THE ASYLUM
Serial Number:	85029391	INSANITY THE ASYLUM
Serial Number:	85779141	INSANITY PRO TEAM
Serial Number:	85730729	INSANITY
Serial Number:	85594871	INSANITY
Serial Number:	85317290	INSANITY
Serial Number:	77816175	INSANITY
Serial Number:	77521571	INSANITY
Serial Number:	85545934	I25
Serial Number:	78952169	H-MOD

	85703249	HIP HOP HUSTLE
Serial Number:	77336576	HIP HOP HUSTLE
Serial Number:	85481705	HIP HOP ABS
Serial Number:	78933869	HIP HOP ABS
Serial Number:	78813407	HIP HOP ABS
Serial Number:	85464443	HEALTHIEST SNACK OF THE DAY
Serial Number:	78882443	HEALTHIEST MEAL OF THE DAY
Serial Number:	77383393	GREAT BODY GUARANTEED!
Serial Number:	75941009	GREAT ABS GUARANTEED!
Serial Number:	85796666	GIVE BAK
Serial Number:	85147158	GET PUMPED
Serial Number:	85655160	FOCUS T25
Serial Number:	77621462	FILL & FREEZE
Serial Number:	75940895	FATBAN
Serial Number:	78320284	FAST 10
Serial Number:	85327275	ENERGY AND ENDURANCE FORMULA
Serial Number:	85309915	ENERGY & ENDURANCE
Serial Number:	77667387	END THE TREND
Serial Number:	85794486	EAT IT
Serial Number:	85621800	E&E ENERGY AND ENDURANCE
Serial Number:	85317689	DYNAMIC SET TRAINING
Serial Number:	85383176	DYNAMIC MOTION CONTROL
Serial Number:	77634877	DIG DEEPER
Serial Number:	77963244	DERM EXCLUSIVE TRIPLE TARGET DELIVERY
Serial Number:	85481726	DERM EXCLUSIVE
Serial Number:	77540158	DERM EXCLUSIVE
Serial Number:	77768225	DECIDE. COMMIT. SUCCEED.
Serial Number:	78280407	DECIDE. COMMIT. SUCCEED.
Serial Number:	76522614	DECIDE. COMMIT. SUCCEED!
Serial Number:	85403857	DAILY DERMATOLOGIST
Serial Number:	85205305	CX30
Serial Number:	85313584	CROSS STRUCTURAL INTEGRATION
Serial Number:	85481819	CORDASTRA
Serial Number:	85521132	COACH TRAINING ACADEMY THE BASICS
Serial Number:	85975229	COACH

	85151958	COACH
Serial Number:	85026631	CLUB BEACHBODY
Serial Number:	85569119	CHALLENGE DU JOUR
Serial Number:	85750117	CHALEAN EXTREME
Serial Number:	77354549	CHALEAN EXTREME
Serial Number:	77301697	CHALEAN
Serial Number:	85569162	CDJ
Serial Number:	77676897	BRING IT!
Serial Number:	85055207	BREAKTHROUGH IN BEAUTY
Serial Number:	77639746	BREAKTHROUGH IN BEAUTY
Serial Number:	77976148	BREAKTHROUGH IN BEAUTY
Serial Number:	77073192	BREAKTHROUGH IN BEAUTY
Serial Number:	77325617	BREAKTHROUGH BEAUTY
Serial Number:	77175508	BRAZILIAN BOOTY
Serial Number:	77175566	BRAZILIAN BODY
Serial Number:	77175540	BRAZILIAN ABS
Serial Number:	85594961	BRAZIL BUTT LIFT
Serial Number:	85325126	BRAZIL BUTT LIFT
Serial Number:	77816219	BRAZIL BUTT LIFT
Serial Number:	77657448	BRAZIL BUTT LIFT
Serial Number:	77422120	BRAZIL BUTT LIFT
Serial Number:	85415357	BODYBELLS
Serial Number:	77195392	BODY RAVE
Serial Number:	85318479	BODY GOSPEL
Serial Number:	77816184	BODY GOSPEL
Serial Number:	78520331	BODY GOSPEL
Serial Number:	85751664	BODY BEAST
Serial Number:	85730792	BODY BEAST
Serial Number:	85703204	BODY BEAST
Serial Number:	85068277	BODY BEAST
Serial Number:	78320269	B-LINES
Serial Number:	77375632	BEAUTY FIX
Serial Number:	85188985	BEAUTY BY BEACHBODY
Serial Number:	77346466	BEAUTIFUL HEALTH
Serial Number:	85363307	BEACHBODY'S ULTIMATE RESET

	76603225	BEACHBODY.COM
Serial Number:	76226089	BEACHBODY.COM
Serial Number:	85473916	BEACHBODY ULTIMATE HEALTH
Serial Number:	85468569	BEACHBODY ULTIMATE
Serial Number:	85465961	BEACHBODY ULTIMATE
Serial Number:	85781162	BEACHBODY STATURDAY
Serial Number:	77463908	BEACHBODY REVOLUTION
Serial Number:	85779111	BEACHBODY PRO TEAM
Serial Number:	77302034	BEACHBODY NUTRITIONALS
Serial Number:	85789171	BEACHBODY GIVES BAK
Serial Number:	85147182	BEACHBODY GET PUMPED
Serial Number:	85309849	BEACHBODY ENERGY & ENDURANCE
Serial Number:	85317701	BEACHBODY DYNAMIC SET TRAINING
Serial Number:	77265008	BEACHBODY COACH NETWORK
Serial Number:	85569139	BEACHBODY CHALLENGE DU JOUR
Serial Number:	85645334	BEACHBODY BRONZE
Serial Number:	85189074	BEACHBODY BEAUTY
Serial Number:	77346537	BEACHBODY BEAUTIFUL HEALTH
Serial Number:	85789201	BEACHBODY ACTS OF KINDNESS
Serial Number:	85613469	BEACHBODY
Serial Number:	85595867	BEACHBODY
Serial Number:	85151981	BEACHBODY
Serial Number:	77942682	BEACHBODY
Serial Number:	77817299	BEACHBODY
Serial Number:	77265117	BEACHBODY
Serial Number:	78520853	BEACHBODY
Serial Number:	78280327	BEACHBODY
Serial Number:	76622099	BEACHBODY
Serial Number:	76529764	BEACHBODY
Serial Number:	76046578	BEACHBODY
Serial Number:	85706213	BEACH DAY BRONZE
Serial Number:	77265033	BCN
Serial Number:	76015973	ACTIVIT
Serial Number:	78975606	ACHEVÉ
Serial Number:	77912664	ACCELERATING BOOSTE

	77622187	ABCENTRICS
Serial Number:	77723851	90-DAY HEALTH CHALLENGE
Serial Number:	76603227	6-DAY FAST START
Serial Number:	85280249	2-DAY FAST FORMULA
Serial Number:	76617850	2-DAY FAST FORMULA
Serial Number:	85693654	21 DAY FIX
Serial Number:	85703252	10 MINUTE TRAINER
Serial Number:	77836511	10 MINUTE TRAINER
Serial Number:	77119840	10 MINUTE TRAINER

CORRESPONDENCE DATA

Fax Number:

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

Phone: 2156657273

Email: cmiller@cozen.com

Correspondent Name: Camille M. Miller

Address Line 1: IP Department

Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	PP-3015US/127162.000
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NAME OF SUBMITTER:	Camille M. Miller
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Signature:	/Camille M. Miller/
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Date:	01/18/2013
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Total Attachments: 4
source=Beachbody#page1.tif
source=Beachbody#page2.tif
source=Beachbody#page3.tif
source=Beachbody#page4.tif

Delaware

PAGE 1


The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A CALIFORNIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "BEACHBODY, LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2012, AT 5:15 O'CLOCK P.M.

5249742 8100V

121276675




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0022008

DATE: 11-29-12

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005065 FRAME: 0898

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE LIMITED LIABILITY COMPANY TO
A DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Non-Delaware Limited Liability Company first formed is California.
- 2.) The jurisdiction immediately prior to filing this Certificate is California.
- 3.) The date the Non-Delaware Limited Liability Company first formed is November 30, 1998.
- 4.) The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is Beachbody, LLC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Beachbody, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 29th day of November, A.D. 2012.

By: Beachbody Holdings, Inc.
Sole Manager

By: /s/ Carl Daikeler
Name: Carl Daikeler
Title: CEO

Delaware

PAGE 2

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "BEACHBODY, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2012, AT 5:15 O'CLOCK P.M.

5249742 8100V

121276675



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0022008

DATE: 11-29-12

TRADEMARK
REEL: 005065 FRAME: 0900

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:17 PM 11/29/2012
FILED 05:15 PM 11/29/2012
SRV 121276675 - 5249742 FILE

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

First: The name of the limited liability company is Beachbody, LLC.

Second: The address of its registered office in the State of Delaware is 1209 Orange Street
Wilmington, DE 19801. The name of its registered agent at such address is The
Corporation Trust Company.

In Witness Whereof, the undersigned has executed this Certificate of Formation this 29th
day of November, 2012.

By: Beachbody Holdings, Inc.,
Sole Manager

By: /s/ Carl Daikeler
Name: Carl Daikeler
Title: CEO