

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BODYBUILDING.COM, LLC		09/10/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	U.S. BANK NATIONAL ASSOCIATION
Street Address:	221 S. Figueroa Street, Suite 210
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90012
Entity Type:	NATIONAL ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3849100	CHEAP SUPPLEMENTS
Registration Number:	3849086	CHEAP SUPPLEMENTS
Registration Number:	3700166	INFORMATION MOTIVATION SUPPLEMENTATION
Registration Number:	3723278	WHEYCHEAP.COM
Registration Number:	3452293	TEENBODY BUILDING.COM
Registration Number:	3376877	BODYSPACE
Registration Number:	1786455	VORTEX

CORRESPONDENCE DATA

Fax Number: 2063599385
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 2063598385
 Email: JHenley@perkinscoie.com
 Correspondent Name: Julianne A. Henley
 Address Line 1: 1201 Third Avenue, Suite 4900

OP \$190.00 3849100

Address Line 4: Seattle, WASHINGTON 98101

ATTORNEY DOCKET NUMBER: 012187-7014

NAME OF SUBMITTER: Julianne A. Henley

Signature: /Julianne A. Henley/

Date: 09/10/2013

Total Attachments: 8

source=USB_Bodybuilding - Executed Trademark Security Agreement#page1.tif
source=USB_Bodybuilding - Executed Trademark Security Agreement#page2.tif
source=USB_Bodybuilding - Executed Trademark Security Agreement#page3.tif
source=USB_Bodybuilding - Executed Trademark Security Agreement#page4.tif
source=USB_Bodybuilding - Executed Trademark Security Agreement#page5.tif
source=USB_Bodybuilding - Executed Trademark Security Agreement#page6.tif
source=USB_Bodybuilding - Executed Trademark Security Agreement#page7.tif
source=USB_Bodybuilding - Executed Trademark Security Agreement#page8.tif

TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement (this "Agreement") dated as of September 10, 2013, is given by BODYBUILDING.COM, LLC, a Delaware limited liability company ("Obligor"), in favor of U.S. BANK NATIONAL ASSOCIATION, a national banking association ("Bank").

WITNESSETH:

WHEREAS, pursuant to that certain Financing Agreement of even date herewith between Obligor and Bank (together with all amendments, supplements, exhibits and modifications thereto, the "Financing Agreement"), Bank has agreed to extend certain credit to Obligor upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Financing Agreement, Obligor executed and delivered that certain Security Agreement of even date herewith in favor of Bank (together with all amendments, supplements, exhibits and modifications thereto, the "Security Agreement"), pursuant to which Obligor pledged and granted to Bank a continuing security interest in all Trademarks (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce Bank to extend credit to Obligor pursuant to the Financing Agreement, Obligor agrees, for the benefit of Bank as follows:

1. Definitions

Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided in the Financing Agreement and the Security Agreement.

2. Grant of Security Interest

Obligor hereby pledges and grants a continuing security interest in, and a right of setoff against, and effective upon demand made upon the occurrence and during the continuance of a Default or an Event of Default, assigns, transfers and conveys the Trademarks (including, without limitation, those items listed on Schedule A attached hereto) (collectively, the "Trademark Collateral") to Bank, to secure payment, performance and observance by Obligor of the Obligations.

3. Purpose

This Agreement has been executed and delivered by Obligor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to Bank in connection with the Security Agreement and is expressly subject to the terms and conditions thereof. The

Security Agreement and the Financing Agreement (and all rights and remedies of Bank thereunder) shall remain in full force and effect in accordance with its terms.

4. Acknowledgment

Obligor does hereby further acknowledge and affirm that the rights and remedies of Bank with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Financing Agreement and the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

[Remainder of page intentionally left blank;
signature page follows]

The undersigned Grantor hereby acknowledges and agrees that the security interest in the foregoing Trademark Collateral (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any Trademark except in accordance with the Security Agreement and Financing Agreement.

BODYBUILDING.COM, LLC,
a Delaware limited liability company


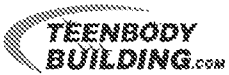

By: 

Bill Carter, General Counsel

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

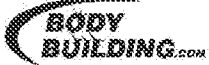
TRADEMARK
REEL: 005110 FRAME: 0059

Schedule A

Mark Name	Owner Name	Application Number & Date	Registration Number & Data	Goods and Services & Class	Status
CHEAP SUPPLEMENTS	BODYBUILDING.COM LLC	App 77867020 App Date 06-NOV-2009	Reg 3849100 Reg Date 14-SEP-2010	CL. 5 Nutritional, vitamin, and mineral supplements	Registered Supplemental Register
	BODYBUILDING.COM, LLC	App 77850831 App Date 16-OCT-2009	Reg 3849086 Reg Date 14-SEP-2010	CL. 5 Nutritional, vitamin, and mineral supplements	Registered Supplemental Register
INFORMATION MOTIVATION SUPPLEMENTATION	BODYBUILDING.COM, LLC	App 77600376 App Date 24-OCT-2008	Reg 3700166 Reg Date 20-OCT-2009	CL. 35 Online retail store services featuring nutritional, vitamin and mineral supplements, clothing and clothing accessories, namely, sweatshirts, tank tops, sports bras, gym bags, jacket, shorts, and towels	Registered
WHEYCHEAP.COM	BODYBUILDING.COM, LLC	App 77526232 App Date 18-JUL-2008	Reg 3723278 Reg Date 08-DEC-2009	CL. 35 Online retail store services featuring nutritional supplements	Registered
	BODYBUILDING.COM, LLC	App 77173971 App Date 07-MAY-2007	Reg 3452293 Reg Date 24-JUN-2008	CL. 41 Providing physical fitness information via an online website	Registered
	BODYBUILDING.COM, LLC	App 77004211 App Date 21-SEP-2006	Reg 3376877 Reg Date 05-FEB-2008	CL. 35 Providing a web site at which users can offer goods for sale and buy goods offered by others via hypertext links INT. CL. 38 WEB MESSAGING	Registered

Mark Name	Owner Name	Application Number & Date	Registration Number & Data	Goods and Services & Class	Status
VORTEX	BODYBUILDING.COM, LLC	App 74338462 App Date 09-DEC-1992	Reg 1786455 Reg Date 10-AUG-1993	INT. CL. 5 Vitamin and food supplements	Renewed (Registered)
SCREAM	Bodybuilding.com, LLC (United States of America)	App 8661761 App Date 04-NOV-2009	Reg 8661761 Reg Date 19-MAY-2010	Cl. 5 Nitric oxide supplement.	Registered
RE-UP	Bodybuilding.com, LLC (United States of America)	App 8661795 App Date 04-NOV-2009	Reg 8661795 Reg Date 24-MAY-2010	Cl. 5 Dietary supplements.	Registered
MUTATE	Bodybuilding.com, LLC (United States of America)	App 8661803 App Date 04-NOV-2009	Reg 8661803 Reg Date 05-APR-2010	Cl. 5 Dietary supplements.	Registered
VORTEX	Bodybuilding.com, LLC (United States of America)	App 8440943 App Date 21-JUL-2009	Reg 8440943 Reg Date 06-JUL-2011	Cl. 5 Nutritional supplements for increasing physical strength, losing weight or enhancing athletic performance.	Registered
BODYSPACE	Bodybuilding.com, LLC (United States of America)	App 8286213 App Date 07-MAY-2009	Reg 8286213 Reg Date 13-JAN-2010	Cl. 35 Providing a web site at which users can offer goods for sale and buy goods offered by others. Cl. 38 Web messaging.	Registered
HIGHER POWER	Bodybuilding.com, LLC	App 8154064 App Date 13-MAR-2009	Reg 8154064 Reg Date 29-DEC-2009	Cl. 5 Nutritional, vitamin and mineral supplements.	Registered

Mark Name	Owner Name	Application Number & Date	Registration Number & Data	Goods and Services & Class	Status
	(United States of America)			Cl. 30 Food concentrates in solid and liquid form, being prepared foodstuffs or for individual mixtures, including with added vitamins, minerals; all the aforesaid goods being dietetic or low-calorie products, including in bar form, not adapted for medical use, in particular for use in the fields of sports and fitness.	
INFORMATION MOTIVATION SUPPLEMENTATION	Bodybuilding.com, LLC (United States of America)	App 8154072 App Date 13-MAR-2009	Reg 8154072 Reg Date 24-SEP-2009	Cl. 30 Food concentrates in solid and liquid form, being prepared foodstuffs or for individual mixtures, including with added vitamins, minerals; all the aforesaid goods being dietetic or low-calorie products, including in bar form, not adapted for medical use, in particular for use in the fields of sports and fitness. Cl. 35 Online retail store services featuring nutritional, vitamin and mineral supplements, clothing and clothing accessories, namely,	Registered

Mark Name	Owner Name	Application Number & Date	Registration Number & Data	Goods and Services & Class	Status
				sweatshirts, tank tops, sports bras, gym bags, jacket, shorts and towels; providing physical fitness information via an online website. Cl. 41 Gymnastic instruction, organization of sport competitions, arranging and conducting of conferences and congresses, tuition.	
	Bodybuilding.com, LLC (United States of America)	App 8149148 App Date 11-MAR-2009	Reg 8149148 Reg Date 10-NOV-2009	Cl. 30 Food concentrates in solid and liquid form, being prepared foodstuffs or for individual mixtures, including with added vitamins, minerals; all the aforesaid goods being dietetic or low-calorie products, including in bar form, not adapted for medical use, in particular for use in the fields of sports and fitness. Cl. 35 Online retail store services featuring nutritional, vitamin and mineral supplements, clothing and clothing accessories, namely, sweatshirts, tank tops, sports bras,	Registered

Mark Name	Owner Name	Application Number & Date	Registration Number & Data	Goods and Services & Class	Status
				<p>gym bags, jacket, shorts and towels; providing physical fitness information via an online website. Cl. 41 Gymnastic instruction, organization of sport competitions, arranging and conducting of conferences and congresses, tuition.</p>	