# TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

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|---|---|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | RELEASE BY SECURED PARTY |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|---|---|---|
| U.S. Bank National Association, as Collateral Agent | | 11/22/2013 | National Association: UNITED STATES |

RECEIVING PARTY DATA

| | |
|---|---|
| Name: | Curves International, Inc. |
| Street Address: | 100 Ritchie Road |
| City: | Woodway |
| State/Country: | TEXAS |
| Postal Code: | 76712 |
| Entity Type: | CORPORATION: TEXAS |

PROPERTY NUMBERS Total: 51

| Property Type | Number | Word Mark |
|---|---|---|
| Registration Number: | 3317263 | BABYCURVES |
| Registration Number: | 3620936 | CURVACEOUS THE CURVES COLLECTION |
| Registration Number: | 3164796 | CURVES |
| Registration Number: | 3150319 | CURVES |
| Registration Number: | 3591192 | CURVES |
| Registration Number: | 2947574 | CURVES |
| Registration Number: | 3702082 | CURVES |
| Registration Number: | 3610387 | CURVES |
| Registration Number: | 3720123 | CURVES |
| Registration Number: | 3384796 | CURVES |
| Registration Number: | 3385228 | CURVES |
| Registration Number: | 3385262 | CURVES |
| Registration Number: | 3453049 | CURVES |
| Registration Number: | 3555096 | CURVES |

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|---|---|---|
| Registration Number: | 2923501 | CURVES |
| Registration Number: | 3144142 | CURVES |
| Registration Number: | 3591193 | CURVES |
| Registration Number: | 2930889 | CURVES |
| Registration Number: | 3488517 | CURVES COMPLETE |
| Registration Number: | 3533826 | CURVES COMPLETE |
| Registration Number: | 4026249 | CURVES OS |
| Registration Number: | 3540877 | CURVES PRODUCTS |
| Registration Number: | 1996990 | CURVES FOR WOMEN |
| Registration Number: | 2946238 | CURVES FOR WOMEN |
| Registration Number: | 3591191 | CURVES FOR WOMEN |
| Registration Number: | 3342175 | CURVES LEARNING EXPERIENCE |
| Registration Number: | 3619843 | CURVES SMART WORKOUT SYSTEM |
| Registration Number: | 3406231 | CURVES SMART |
| Registration Number: | 3533821 | CURVES SMART |
| Registration Number: | 3707075 | CURVES SMART |
| Registration Number: | 3603665 | CURVES CIRCUIT GEAR |
| Registration Number: | 3603664 | CURVES CIRCUIT GEAR |
| Serial Number: | 85232509 | CURVES LIFE |
| Registration Number: | 3108237 | CURVES TRAVEL |
| Registration Number: | 3365618 | CURVES UNIVERSITY |
| Registration Number: | 3242565 | CURVES UNIVERSITY |
| Registration Number: | 2695508 | |
| Registration Number: | 2954936 | DIANE |
| Serial Number: | 85475772 | DIANE |
| Registration Number: | 3427634 | TAKE 30 |
| Registration Number: | 4003108 | CURVES PAYMENT SOLUTIONS |
| Registration Number: | 3571321 | CURVES QUEST |
| Serial Number: | 77763320 | GIVE A GOBBLE |
| Registration Number: | 3617601 | MY CURVES |
| Registration Number: | 3666355 | MY CURVES |
| Registration Number: | 3675848 | MY CURVES |
| Serial Number: | 85400286 | SHOP CURVES |
| Registration Number: | 3410442 | STRENGTHENING WOMEN |
| Registration Number: | 3917704 | STRONGER TOGETHER |

| | | |
|---|---|---|
| | 4112225 | STRONGER TOGETHER |
| Registration Number: | 2867466 | THE POWER TO AMAZE YOURSELF |

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: 212-735-8600
Email: adavitt@morrisoncohen.com
Correspondent Name: Alexandra Davitt
Address Line 1: 909 Third Avenue, 27th Floor
Address Line 4: New York, NEW YORK 10022

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|---|---|
| ATTORNEY DOCKET NUMBER: | 023048-0005 |
| NAME OF SUBMITTER: | Alexandra Davitt |
| Signature: | /Alexandra Davitt/ |
| Date: | 11/26/2013 |

Total Attachments: 7
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# TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION AND RELEASE OF SECURITY INTERESTS IN TRADEMARKS**, dated as of November 22, 2013 ("Release"), is made by U.S. BANK NATIONAL ASSOCIATION, as collateral agent ("Collateral Agent") for certain note holders, in favor of Curves International, Inc., a Texas corporation (the "Grantor").

**WHEREAS,** pursuant to a First Lien Pledge and Security Agreement, dated as of July 31, 2012 (the "Security Agreement"), by and among Grantor, the other parties thereto and U.S. Bank National Association, as collateral agent, and pursuant to the Grant of Security Interest in Trademarks (the "Trademark Security Agreement"), executed by Grantor in favor of Collateral Agent, Grantor has granted to Collateral Agent a lien on and security interest in and to all right, title and interest in certain trademarks of Grantor described therein (the "Trademark Collateral");

**WHEREAS,** the Trademark Security Agreement was recorded at the United States Patent and Trademark Office ("USPTO") on August 2, 2012 at Reel 4834, Frame 0675; and

**WHEREAS,** Collateral Agent now desires to terminate, release and discharge the entirety of its lien on and security interest in and to all right, title and interest in the Trademark Collateral.

**NOW THEREFORE,** in consideration of the mutual promises and undertakings set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with the intention of being legally bound hereby, Administrative Agent and Grantor agree as follows:

**SECTION 1.** Defined Terms. Capitalized terms used herein without definition shall have the meanings ascribed to such terms in the Security Agreement.

**SECTION 2.** Termination and Release. The Collateral Agent hereby terminates, releases, and discharges its lien on and security interest in and to all right, title and interests in the Trademark Collateral, including, without limitation, the Trademarks of the Grantor listed in Schedule A attached hereto, all Goodwill associated with such Trademarks and all Proceeds of any and all of the foregoing; terminates the Trademark Security Agreement; and authorizes the recordation of this Release with the USPTO.

[Signature Page Follows]

**IN WITNESS WHEREOF**, the Collateral Agent has caused this Termination and Release of Security Interests in Trademarks to be duly executed as of the date first set forth above.

**U.S. BANK NATIONAL ASSOCIATION,** as Collateral Agent

By:_____
Name: Michael M. Hopkins
Title: Vice President



TRADEMARK
REEL: 005162 FRAME: 0183

**Schedule A**

**U.S. Trademarks**

See attached.

| MARK | STATUS | CLASS | APP. FILE DATE | APP. # | REG. DATE | REG. # | REGIST. TERM | REGIST. RENEWAL DATE |
|---|---|---|---|---|---|---|---|---|
| BABY CURVES AND DESIGN | REGISTERED | 24, 25 | 8/31/2005 | 78,704,361 | 10/23/2007 | 3317263 | 6th year and Renewal every 10 years | 10/23/2013 and 10/23/2017 |
| CURVACEOUS, THE CURVES COLLECTION AND DESIGN | REGISTERED | 18, 25 | 8/5/2005 | 78,686,649 | 5/12/2009 | 3620936 | 6th year and Renewal every 10 years | 5/12/2015 and 5/12/2019 |
| Curves | REGISTERED | 44 | 5/5/2005 | 78,624,159 | 10/31/2006 | 3164796 | 6th year and Renewal every 10 years | 10/31/2012 And 10/31/2016 |
| Curves | REGISTERED | 25, 35 | 5/23/2002 | 76,410,976 | 10/3/2006 | 3150319 | 6th year and Renewal every 10 years | 10/3/2012 And 10/3/2016 |
| Curves | REGISTERED | 25 | 9/17/2008 | 77,571,786 | 3/17/2009 | 3591192 | 6th year and Renewal every 10 years | 3/17/2015 And 3/17/2019 |
| Curves | REGISTERED | 41 | 5/23/2002 | 76,977,327 | 5/10/2005 | 2,947,574 | 10 years | 5/10/2010 |
| CURVES | REGISTERED | 30 | 6/26/2007 | 77,215,916 | 10/27/2009 | 3,702,082 | 6th year and Renewal every 10 years | 10/27/2015 And 10/27/2019 |
| CURVES | REGISTERED | 30 | 10/27/2005 | 78,741,460 | 4/21/2009 | 3610387 | 6th year and Renewal every 10 years | 4/21/2015 And 4/21/2019 |
| CURVES | REGISTERED | 30 | 10/12/2005 | 78,732,026 | 12/1/2009 | 3720123 | 6th year and Renewal every 10 years | 12/1/2015 And 12/1/2019 |



TRADEMARK
REEL: 005162 FRAME: 0185

| MARK | STATUS | CLASS | APP. FILE DATE | APP. # | REG. DATE | REG. # | REGIST. TERM | REGIST. RENEWAL DATE |
|---|---|---|---|---|---|---|---|---|
| Curves | REGISTERED | 30 | 6/23/2007 | 77,213,830 | 2/19/2008 | 3384796 | 6th year and Renewal every 10 years | 2/19/2014 And 2/19/2018 |
| *Curves (& Design)* | REGISTERED | 30 | 8/2/2007 | 77,245,492 | 2/19/2008 | 3385228 | 6th year and Renewal every 10 years | 2/16/2014 And 2/19/2018 |
| *Curves (& Design)* | REGISTERED | 30 | 8/30/2007 | 77,268,040 | 2/19/2008 | 3385262 | 6th year and Renewal every 10 years | 2/19/2014 And 2/19/2018 |
| CURVES | REGISTERED | 30 | 10/12/2005 | 78,732,026 | 12/1/2009 | 3720123 | 6th year and Renewal every 10 years | 12/1/2015 And 12/1/2019 |
| CURVES (Block Letters) | REGISTERED | 41 | 10/22/2007 | 77,309,740 | 6/24/2008 | 3453049 | 6th year and Renewal every 10 years | 6/24/2014 And 6/24/2018 |
| CURVES | REGISTERED | 21 | 2/19/2008 | 77,400,554 | 12/30/2008 | 3555096 | 6th year and Renewal every 10 years | 12/30/2014 And 12/30/2018 |
| Curves (and design) | REGISTERED | 41 | 7/24/2003 | 78,975,480 | 2/1/2005 | 2,923,501 | 10 years | 2/1/2015 |
| Curves (and design) | REGISTERED | 25, 35 | 7/24/2003 | 78,278,523 | 9/19/2006 | 3,144,142 | 10 years | 6/20/2016 |
| Curves (and design) | REGISTERED | 25 | 9/17/2008 | 77,571,845 | 3/17/2009 | 3591193 | 6th year and Renewal every 10 years | 3/17/2015 And 3/17/2019 |
| Curves (and design) | REGISTERED | 44 | 5/5/2005 | 78,624,159 | 10/31/2006 | 3,164,796 | 6 years | 10/31/2016 |
| Curves (standard character format) | REGISTERED | 5 | 3/4/2004 | 78,378,828 | 3/8/2005 | 2,930,889 | 10 years | 3/8/2018 |
| Curves Complete | REGISTERED | 41 | 2/11/2008 | 77,393,825 | 8/19/2008 | 3488517 | 6th year and Renewal every 10 years | 8/19/2014 And 8/19/2018 |
| Curves Complete | REGISTERED | 44 | 2/11/2008 | 77,393,825 | 8/19/2008 | 3488517 | 6th year and Renewal every 10 years | 8/19/2014 And 8/19/2018 |
| Curves Complete (Design) | REGISTERED | 41 , 44 | 4/9/2008 | 77,443,976 | 11/18/2008 | 3533826 | 6th year and Renewal every | 11/18/2014 And |

| MARK | STATUS | CLASS | APP. FILE DATE | APP. # | REG. DATE | REG. # | REGIST. TERM | REGIST. RENEWAL DATE |
|---|---|---|---|---|---|---|---|---|
| | | | | | | | 10 years | 11/18/2018 |
| CURVES OS | REGISTERED | 42 | 3/15/2011 | 85,267,306 | 9/13/2011 | 4026249 | 6th year and Renewal every 10 years | 9/13/2017 And 9/13/2021 |
| CURVES PRODUCTS | REGISTERED | 35 | 2/2/2007 | 77,097,896 | 12/2/2008 | 3540877 | 6th year and Renewal every 10 years | 12/2/2014 And 12/2/2018 |
| CURVES FOR WOMEN | REGISTERED | 41 | 9/12/1995 | 74,727,864 | 8/27/1996 | 1,966,990 | 10 years | 8/27/2016 |
| Curves for Women (text) | REGISTERED | 41, 44 | 4/30/2004 | 78,411,624 | 5/3/2005 | 2,946,238 | 10 years | 5/3/2015 |
| Curves for Women (text) | REGISTERED | 25 | 9/17/2008 | 77,571,773 | 3/17/2009 | 3,591,191 | 6th year and Renewal every 10 years | 3/17/2015 And 3/17/2019 |
| CURVES LEARNING EXPERIENCE | REGISTERED | 9 | 9/7/2006 | 78,969,022 | 11/20/2007 | 3,342,175 | 6th year and Renewal every 10 years | 11/20/2013 And 11/20/2017 |
| CURVES SMART WORKOUT SYSTEM | REGISTERED | 10, 28 | 1/30/2007 | 77,094,368 | 5/12/2009 | 3,619,843 | 6th year and Renewal every 10 years | 5/12/2015 And 5/12/2019 |
| CURVES SMART | REGISTERED | 10, 28 | 2/14/2007 | 77,107,491 | 4/1/2008 | 3,406,231 | 6th year and Renewal every 10 years | 4/1/2014 And 4/1/2018 |
| CURVES SMART (Design) | REGISTERED | 10, 28 | 4/9/2008 | 77,443,887 | 11/18/2008 | 3,533,821 | 6th year and Renewal every 10 years | 11/18/2014 And 11/18/2018 |
| CURVES SMART | REGISTERED | 10, 28 | 8/9/2006 | 78,948,932 | 11/3/2009 | 3,707,075 | 6th year and Renewal every 10 years | 11/3/2015 And 11/3/2019 |
| CURVES CIRCUIT GEAR | REGISTERED | 21 | 11/27/2007 | 77,338,433 | 4/7/2009 | 3603665 | 6th year and Renewal every 10 years | 4/7/2014 And 4/7/2019 |
| CURVES CIRCUIT GEAR | REGISTERED | 22 | 11/28/2007 | 77,338,432 | 4/7/2009 | 3,603,664 | 6th year and Renewal every 10 years | 4/7/2015 And 4/7/2019 |
| CURVES LIFE | PENDING (ITU) | 44 | 2/2/2011 | 85,232,509 | N/A | N/A | N/A | N/A |
| CURVES TRAVEL | REGISTERED | 39 | 9/2/2005 | 78,706,181 | 6/20/2006 | 3,108,237 | 10 years | 6/20/2016 |
| Curves University | REGISTERED | 25 | | 78,576,146 | 1/8/2008 | 3,365,618 | 6th year and Renewal every 10 years | 1/8/2014 And 1/8/2018 |
| Curves University | REGISTERED | 41 | 2/28/2005 | 78,977,918 | 5/15/2007 | 3,242,565 | 6th year | 5/15/2013 |

| MARK | STATUS | CLASS | APP. FILE DATE | APP. # | REG. DATE | REG. # | REGIST. TERM | REGIST. RENEWAL DATE |
|---|---|---|---|---|---|---|---|---|
| | | | | | | | and Renewal every 10 years | And 5/15/2017 |
| Curves Lady Design | REGISTERED | 41 | 5/23/2002 | 76,411,955 | 3/11/2003 | 2,695,508 | 10 years | 3/11/2013 |
| Diane | REGISTERED | 16 | 2/11/2004 | 78,366,132 | 5/24/2005 | 2954936 | 10 years | 5/24/2015 |
| DIANE | PENDING (ITU) | 9, 41 | 11/17/2011 | 85,475,772 | N/A | N/A | N/A | N/A |
| TAKE 30 | REGISTERED | 41 | 12/21/2006 | 77,069,458 | 5/13/2008 | 3427634 | 6th year and Renewal every 10 years | 5/13/2014 And 5/13/2018 |
| CURVES PAYMENT SOLUTIONS | REGISTERED | 36 | 10/28/2009 | 77,859,507 | 7/26/2011 | 4003108 | 6th year and Renewal every 10 years | 7/26/2017 And 7/26/2020 |
| CURVES QUEST | REGISTERED | 25 | 11/13/2007 | 77,327,881 | 2/10/2009 | 3571321 | 6th year and Renewal every 10 years | 2/10/2015 And 2/10/2019 |
| GIVE A GOBBLE | PENDING | 36, 43 | 6/18/2009 | 77,763,320 | N/A | N/A | N/A | N/A |
| MY CURVES | REGISTERED | 41 | 1/4/2006 | 78,785,073 | 5/5/2009 | 3617601 | 6th year and Renewal every 10 years | 5/5/2015 And 5/5/2019 |
| MY CURVES | REGISTERED | 38 | 1/23/2009 | 77,655,244 | 8/11/2009 | 3666355 | 6th year and Renewal every 10 years | 8/11/2015 And 8/11/2019 |
| MY CURVES | REGISTERED | 41, 44 | 1/23/2009 | 77,655,252 | 9/1/2009 | 3675848 | 6th year and Renewal every 10 years | 9/1/2015 And 9/1/2019 |
| Curves | REGISTERED | 30 | 6/13/2006 | 78/741,460 | 4/21/2009 | 3,610,387 | 6th year and Renewal every 10 years | 4/21/2015 And 4/21/2019 |
| Shop Curves | PENDING | 35 | 8/17/2011 | 85,400,286 | N/A | N/A | N/A | N/A |
| Strengthening Women | REGISTERED | 21, 25 | 6/22/2005 | 78656150 | 4/8/2008 | 3410442 | 6th year and Renewal every 10 years | 4/8/2014 And 4/8/2018 |
| STRONGER TOGETHER | REGISTERED | 41 | 7/9/2009 | 77,777,497 | 2/8/2011 | 3917704 | 6th year and Renewal every 10 years | 2/11/2017 And 2/8/2021 |
| Stronger Together | REGISTERED | 18, 21, 25 | 8/20/2009 | 77809417 | 3/13/2012 | 4112225 | 6th year and Renewal every 10 years | 3/13/2018 And 3/13/2022 |
| The Power to Amaze Yourself | REGISTERED | 41, 44 | 9/26/2002 | 76,453,134 | 7/27/2004 | 2,867,466 | 10 years | 7/27/2014 |