

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM309443

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Crunch IP Holdings, LLC		06/30/2014	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent		
<b>Street Address:</b>	901 Main Street		
<b>Internal Address:</b>	Mail Code: TX1-492-14-06		
<b>City:</b>	Dallas		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75202		
<b>Entity Type:</b>	national banking association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 24</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	4368390	CRUNCH	
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	
Registration Number:	1942852	CRUNCH	
Registration Number:	1942705	CRUNCH	
Registration Number:	1949705	CRUNCH	
Registration Number:	1809668	CRUNCH	
<b>TRADEMARK</b>			

OP \$615.00 4368390

Property Type	Number	Word Mark
Registration Number:	1815978	CRUNCH GEAR
Registration Number:	1856269	CRUNCH GEAR
Serial Number:	86054479	CRUNCH LIVE
Serial Number:	85970639	CRUNCH ESSENTIAL
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 using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 919 286-8000  
Email: PTO\_TMconfirmation@mvalaw.com  
Correspondent Name: Moore & Van Allen PLLC  
Address Line 1: 430 Davis Drive  
Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

<b>ATTORNEY DOCKET NUMBER:</b>	327000-11908
<b>NAME OF SUBMITTER:</b>	John E. Slaughter
<b>SIGNATURE:</b>	/John E. Slaughter/
<b>DATE SIGNED:</b>	07/02/2014

**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 June 30, 2014 (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 Administrative Agent (the "Administrative Agent"), for the benefit of the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted and hereby grants a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown on Schedule 1 to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations, subject to and upon the terms and conditions of the Agreement, which are incorporated herein by reference.

*[signature pages follow]*

The undersigned Obligor and the Administrative Agent, for the benefit of the holders of the Secured Obligations, 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

CRUNCH HOLDINGS, LLC  
IP NOTICE (TRADEMARKS)

**TRADEMARK**  
**REEL: 005314 FRAME: 0590**

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: *Dora A. Brown*

Name: Dora A. Brown

Title: Vice President

CRUNCH HOLDINGS, LLC  
IP NOTICE (TRADEMARKS)

**TRADEMARK**  
**REEL: 005314 FRAME: 0591**

**Schedule 1**

**Crunch IP Holdings LLC  
(Delaware Limited Liability Company)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
CRUNCH and Design	4368390	07/16/13
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**

<b>Mark</b>	<b>Appl. No.</b>	<b>Filing Date</b>
CRUNCH LIVE and Design	86054479	09/03/13
CRUNCH ESSENTIAL	85970639	06/26/13
CRUNCH and Design	85791661	11/30/12
CRUNCH E and Design	85785312	11/21/12