

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM318045

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Supplement to Patent and Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fitness Anywhere LLC		09/02/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association		
Street Address:	2450 Colorado Avenue		
Internal Address:	Suite 3000 West		
City:	Santa Monica		
State/Country:	CALIFORNIA		
Postal Code:	90404		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	86283280	EFT	
Serial Number:	86283287	EXPEDITIONARY FUNCTIONAL TRAINING	
Serial Number:	86299226	FUNCTIONAL TRAINING LOCKER	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
<i>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.</i>			
Phone:	888-600-9540		
Email:	ipteam@nationalcorp.com		
Correspondent Name:	Patrick Kellner		
Address Line 1:	523 West 6th Street, Suite 544		
Address Line 2:	National Corporate Research, Ltd.		
Address Line 4:	Los Angeles, CALIFORNIA 90014		
ATTORNEY DOCKET NUMBER:	L078854		
NAME OF SUBMITTER:	Robin Dunn		
SIGNATURE:	/Robin Dunn/		
DATE SIGNED:	09/25/2014		
Total Attachments: 13			

OP \$90.00 86283280

source=Trademark Cover Sheet and Supplement - Executed#page2.tif
source=Trademark Cover Sheet and Supplement - Executed#page3.tif
source=Trademark Cover Sheet and Supplement - Executed#page4.tif
source=Trademark Cover Sheet and Supplement - Executed#page5.tif
source=Trademark Cover Sheet and Supplement - Executed#page6.tif
source=Trademark Cover Sheet and Supplement - Executed#page7.tif
source=Trademark Cover Sheet and Supplement - Executed#page8.tif
source=Trademark Cover Sheet and Supplement - Executed#page9.tif
source=Trademark Cover Sheet and Supplement - Executed#page10.tif
source=Trademark Cover Sheet and Supplement - Executed#page11.tif
source=Trademark Cover Sheet and Supplement - Executed#page12.tif
source=Trademark Cover Sheet and Supplement - Executed#page13.tif
source=Trademark Cover Sheet and Supplement - Executed#page14.tif

**SUPPLEMENT
TO
PATENT AND TRADEMARK SECURITY AGREEMENT**

This Supplement to Patent and Trademark Security Agreement is entered into as of September 2, 2014 by and between **WELLS FARGO BANK, NATIONAL ASSOCIATION** (“Bank”) and **FITNESS ANYWHERE LLC**, a Delaware limited liability company (“Grantor”).

RECITALS

A. Bank, Grantor, and Fitness Anywhere International, LLC previously entered into a Credit Agreement (as amended, supplemented or restated from time to time, the “Credit Agreement”) dated February 13, 2014.

B. Pursuant to the Credit Agreement, Bank and Grantor entered into a Patent and Trademark Security Agreement (the “IP Security Agreement”), dated February 13, 2014. Capitalized terms that are used but not defined herein shall have the meanings provided for in the IP Security Agreement.

C. Bank and Grantor now desire to amend and supplement the IP Security Agreement as set forth herein.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, the parties hereby represent, warrant, covenant and agree as follows:

AGREEMENT

The IP Security Agreement is hereby amended and supplemented by adding the Intellectual Property listed on Exhibit A hereto to Exhibit A of the IP Security Agreement, the Intellectual Property listed on Exhibit B hereto to Exhibit B of the IP Security Agreement. References to Exhibits contained in the IP Security Agreement shall be deemed to refer to such Exhibits as supplemented by the Exhibits attached hereto. Without limitation on the generality of the foregoing, (1) Grantor hereby irrevocably pledges and assigns to, and grants Bank (for itself as Lender and for each Bank Product Provider) a security interest (the “Security Interest”) with power of sale to the extent permitted by law, in the intellectual property described on the Exhibits hereto (including without limitation the patents and trademarks, if any, described thereon), and (2) Grantor represents and warrants to Bank that, other than as set forth on the Exhibits to the IP Security Agreement (as amended and supplemented by the Exhibits hereto), it has no trademarks or patents registered with the United States Patent and Trademark Office, or any pending applications therefor.

As set forth in the Credit Agreement, the Security Interest is coupled with a security interest in substantially all of the personal property of Company. This Agreement grants only the Security Interest herein described, is not intended to and does not affect any present transfer of title of any trademark registration or application and makes no assignment and grants no right to

assign or perform any other action with respect to any intent to use trademark application, unless such action is permitted under 15 U.S.C. § 1060.

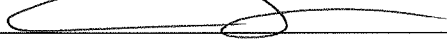
This Agreement is part of the IP Security Agreement and the provisions thereof are incorporated herein. The parties are authorized to attach to the IP Security Agreement a copy of the Exhibits hereto. This Agreement may be executed in any number of, and by different parties hereto on, separate counterparts, all of which, when so executed, shall be deemed an original, for all such counterparts shall constitute one and the same agreement.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties have caused this Supplement to Patent and Trademark Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

FITNESS ANYWHERE LLC

By: 
Name: Thomas A. Shaw
Title: Treasurer

BANK:

**WELLS FARGO BANK, NATIONAL
ASSOCIATION**

By: _____
Name: _____
Title: _____

[Signature Page—Supplement to Patent and Trademark Security Agreement]

IN WITNESS WHEREOF, the parties have caused this Supplement to Patent and Trademark Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

FITNESS ANYWHERE LLC

By: _____
Name: Thomas A. Shaw
Title: Treasurer

BANK:

**WELLS FARGO BANK, NATIONAL
ASSOCIATION**

By: _____
Name: Phillip Goester
Title: Vice President

[Signature Page—Supplement to Patent and Trademark Security Agreement]

EXHIBIT A

FOREIGN PATENT APPLICATIONS

<u>Title</u>	<u>Country</u>	<u>Patent Application Number</u>	<u>Issue Date</u>
STRAP ENDS FOR ADJUSTABLE EXERCISE DEVICES	Canada	2809584	PENDING

EXHIBIT B

UNITED STATES ISSUED TRADEMARKS, SERVICE MARKS

AND COLLECTIVE MEMBERSHIP MARKS

UNITED STATES APPLICATIONS

<u>Mark</u>	<u>Application Serial Number</u>	<u>Filing Date</u>
EFT	86283280	16-May-2014
EXPEDITIONARY FUNCTIONAL TRAINING	86283287	16-May-2014
FUNCTIONAL TRAINING LOCKER	86/299,226	3-June-2014

FOREIGN ISSUED TRADEMARKS, SERVICE MARKS
AND COLLECTIVE MEMBERSHIP MARKS

FOREIGN REGISTRATIONS

<u>Mark</u>	<u>Country</u>	<u>Registration Number/ Serial Number</u>	<u>Registration Date</u>
FITNESS ANYWHERE	Australia	1374189 / 1374189	21-Feb-2011
FITNESS ANYWHERE	Australia	942187 / 942187	26-Jun-2007
MAKE YOUR BODY YOUR MACHINE	Australia	1374190 / 1374190	21-Feb-2011
MAKE YOUR BODY YOUR MACHINE	Australia	944907 / 944907	06-Aug-2007
RIP	Australia	1455245 / 1455245	21-Mar-2013
RIP TRAINER	Australia	1455246 / 1455246	21-Mar-2013
RIP TRAINING	Australia	1455247 / 1455247	31-May-2012
TRX	Australia	1374188 / 1374188	21-Feb-2011
TRX	Australia	939207 / 939207	06-Aug-2007
TRX TEAM	Australia	1455248 / 1455248	09-Jul-2012
X	Australia	1374192 / 1374192	11-Jan-2012
X	Australia	930088 / 930088	01-Jul-2007
X	Australia	930271 / 930271	01-Jul-2007
TRX	Chile	925787 / 930698	22-Jul-2011
RIP	China (PRC)	9889974 / 9889974	7-Feb-2014
RIP TRAINER	China (PRC)	9889973 / 9889973	28-Oct-2012
RIP TRAINER	China (PRC)	9880071 / 9880071	28-Oct-2012
RIP TRAINER	China (PRC)	9889972/ 9889972	14-Feb-2014
RIP TRAINING	China (PRC)	9890068 / 9890068	28-Oct-2012
RIP TRAINING	China (PRC)	9890070 / 9890070	28-Oct-2012
RIP TRAINING	China (PRC)	9890069 / 9890069	14-Feb-2014

<u>Mark</u>	<u>Country</u>	<u>Registration Number/ Serial Number</u>	<u>Registration Date</u>
SUSPENSION TRAINING	China (PRC)	930402 / 930402	26-Jun-2007
TRX	China (PRC)	8546097 / 8546097	14-Aug-2011
TRX	China (PRC)	939207 / 939207	06-Aug-2007
X	China (PRC)	8546348 / 8546348	14-Aug-2011
X	China (PRC)	930088 / 930088	01-Jul-2007
X	China (PRC)	930271 / 930271	01-Jul-2007
FITNESS ANYWHERE	Columbia	441364 / 11-53139	27-Feb-2012
FITNESS ANYWHERE	Columbia	441365 / 11-53141	27-Feb-2012
FITNESS ANYWHERE	Columbia	441366 / 11-53144	27-Feb-2012
SUSPENSION TRAINING	Columbia	441367 / 11-53149	27-Feb-2012
SUSPENSION TRAINING	Columbia	441372 / 11-53147	27-Feb-2012
SUSPENSION TRAINING	Columbia	441368 / 11-53152	27-Feb-2012
TRX	Columbia	442373 / 11-53158	27-Feb-2012
TRX	Columbia	441370 / 11-53157	27-Feb-2012
TRX	Columbia	441369 / 11-53155	27-Feb-2012
MAKE YOUR BODY YOUR MACHINE	European Community	944907 / 944907	06-Aug-2007
RIP TRAINING	European Community	010360576 / 010360576	12-Oct-2013
TRX	European Community	939207 / 939207	06-Aug-2007
TRX	European Community	1204587/1204587	27-Mar-2014
TRX TEAM	European Community	010360543 / 010360543	01-Mar-2012
X	European Community	930088 / 930088	01-Jul-2007
X	European Community	930271 / 930271	01-Jul-2007
FITNESS ANYWHERE	Indonesia	IDM000394677 / D00.2001.029222	19-Aug-2013
SUSPENSION TRAINING	Indonesia	IDM000387530 / D00.2011.029219	25-Apr-2013

<u>Mark</u>	<u>Country</u>	<u>Registration Number/ Serial Number</u>	<u>Registration Date</u>
TRX	Indonesia	IDM000387525 / D00.2011.029221	25-Apr-2013
TRX	Israel	1061967 / 1061967	17-Nov-2010
FITNESS ANYWHERE	Japan	5422203 / 2010-058474	01-Jul-2011
MAKE YOUR BODY YOUR MACHINE	Japan	5444122 / 2010-58476	14-Oct-2011
MAKE YOUR BODY YOUR MACHINE	Japan	944907 / 944907	06-Aug-2007
SUSPENSION TRAINING	Japan	5422204 / 2010-058475	01-Jul-2011
TRX	Japan	5428182 / 2010-058473	29-Jul-2011
X	Japan	5444123 / 2010-058477	14-Oct-2011
X	Japan	930088 / 930088	01-Jul-2007
X	Korea (ROK)	930088 / 930088	01-Jul-2007
FITNESS ANYWHERE	Mexico	1209830 / 1108846	31-Mar-2011
FITNESS ANYWHERE	Mexico	1222159 / 1108844	14-Jun-2011
FITNESS ANYWHERE	Mexico	1192428 / 1108845	30-Nov-2010
MAKE YOUR BODY YOUR MACHINE	Mexico	1212533 / 1108837	01-Apr-2011
MAKE YOUR BODY YOUR MACHINE	Mexico	1280116 / 1108840	18-Apr-2012
MAKE YOUR BODY YOUR MACHINE	Mexico	1194629 / 1108838	15-Dec-2010
TRX	Mexico	1209831 / 1108849	31-Mar-2011
TRX	Mexico	1214490 / 1108847	28-Apr-2011
TRX MAKE YOUR BODY YOUR MACHINE	Mexico	1193224 / A0040118	02-Jan-2014
X	Mexico	1209832 / 1108852	31-Mar-2011
X	Mexico	1184390 / 1108851	15-Oct-2010
X	Mexico	1224666 / 1108850	27-Jun-2011
MAKE YOUR BODY YOUR MACHINE	New Zealand	827858 / 827858	26-Jan-2011

<u>Mark</u>	<u>Country</u>	<u>Registration Number/ Serial Number</u>	<u>Registration Date</u>
RIP	New Zealand	851224 / 851224	21-Apr-2012
RIP TRAINER	New Zealand	851225 / 851225	21-Apr-2012
RIP TRAINING	New Zealand	851226 / 851226	21-Apr-2012
TRX	New Zealand	827855 / 827855	26-Jan-2011
TRX TEAM	New Zealand	851227 / 851227	28-Aug-2012
X	New Zealand	827859 / 827859	26-Jan-2011
TRX	Norway	1067700 / 1067700	01-Feb-2011
SUSPENSION TRAINING	Philippines	PH/4/2010/13991 / 04-2010-013991	07-Jul-2011
SUSPENSION TRAINING	Philippines	PH/4/2010/13996 / 04-2010-0013996	01-Oct-2011
TRX	Russian Federation	1067700 / 1067700	01-Feb-2011
MAKE YOUR BODY YOUR MACHINE	Singapore	944907 / 944907	06-Aug-2007
SUSPENSION TRAINING	Singapore	930402 / 930402	26-Jun-2007
TRX	Singapore	939207 / 939207	06-Aug-2007
X	Singapore	930088 / 930088	01-Jul-2007
X	Singapore	930271 / 930271	01-Jul-2007
TRX	Slovenia	1067700 / 1067700	01-Feb-2011
TRX	Switzerland	1067700 / 1067700	01-Feb-2011
TRX	Ukraine	1067700 / 1067700	01-Feb-2011
TRX	Venezuela	P314983 / 2011-004235	17-Feb-2012
TRX	Venezuela	S050011 / 2011-004237	17-Feb-2012
TRX	Venezuela	P314984 / 2011-004242	17-Feb-2012
TRX	Venezuela	P314985 / 2011-004244	17-Feb-2012
TRX	Uruguay	451159	23-Jun-2014

FOREIGN APPLICATIONS

<u>Mark</u>	<u>Country</u>	<u>Application Serial Number</u>	<u>Application Date</u>
FITNESS ANYWHERE	Argentina	3067064	14-Feb-2011
FITNESS ANYWHERE	Argentina	3067065	14-Feb-2011
FITNESS ANYWHERE	Argentina	3067066	14-Feb-2011
SUSPENSION TRAINING	Argentina	3067067	14-Feb-2011
SUSPENSION TRAINING	Argentina	3067068	14-Feb-2011
SUSPENSION TRAINING	Argentina	3067069	14-Feb-2011
TRX	Argentina	3067060	14-Feb-2011
TRX	Argentina	3067061	14-Feb-2011
TRX	Argentina	3067062	14-Feb-2011
FITNESS ANYWHERE	Brazil	830713093	30-Jul-2010
FITNESS ANYWHERE	Brazil	830713107	30-Jul-2010
FITNESS ANYWHERE	Brazil	830713140	30-Jul-2010
MAKE YOUR BODY YOUR MACHINE	Brazil	830712950	30-Jul-2010
MAKE YOUR BODY YOUR MACHINE	Brazil	830713000	30-Jul-2010
MAKE YOUR BODY YOUR MACHINE	Brazil	830713026	30-Jul-2010
RIP	Brazil	831270292	28-Nov-2011
RIP	Brazil	831270306	28-Nov-2011
RIP	Brazil	831270314	28-Nov-2011
RIP TRAINER	Brazil	831270276	28-Nov-2011
RIP TRAINER	Brazil	831270284	28-Nov-2011
SUSPENSION TRAINING	Brazil	830713042	30-Jul-2010

<u>Mark</u>	<u>Country</u>	<u>Application Serial Number</u>	<u>Application Date</u>
SUSPENSION TRAINING	Brazil	830713050	30-Jul-2010
SUSPENSION TRAINING	Brazil	830713077	30-Jul-2010
TRX	Brazil	830713131	30-Jul-2010
TRX	Brazil	830713174	30-Jul-2010
TRX	Brazil	830713190	30-Jul-2010
TRX TEAM	Brazil	831270268	28-Nov-2011
X	Brazil	830712852	30-Jul-2010
X	Brazil	830712976	30-Jul-2010
TRX	Chile	930697	25-Nov-2010
TRX	Chile	930699	25-Nov-2010
FITNESS ANYWHERE	China (PRC)	8546102	05-Aug-2010
MAKE YOUR BODY YOUR MACHINE	China (PRC)	8546098	05-Aug-2010
RIP	China (PRC)	9890022	25-Aug-2011
RIP	European Community	010360618	21-Oct-2011
RIP TRAINER	European Community	010360592	21-Oct-2011
FITNESS ANYWHERE	India	2138330	02-May-2011
SUSPENSION TRAINING	India	2138331	02-May-2011
TRX	India	2138329	02-May-2011
FITNESS ANYWHERE	Indonesia	J00.2011.029226	22-Jul-2011
FITNESS ANYWHERE	Indonesia	D00.2011.029232	22-Jul-2011
SUSPENSION TRAINING	Indonesia	J00.2011.029224	22-Jul-2011
SUSPENSION TRAINING	Indonesia	D00.2011.029228	22-Jul-2011
TRX	Indonesia	J00.2011.029225	22-Jul-2011
TRX	Indonesia	D00.2011.029230	22-Jul-2011

<u>Mark</u>	<u>Country</u>	<u>Application Serial Number</u>	<u>Application Date</u>
SUSPENSION TRAINING	Mexico	1108841	08-Feb-2010